

## **Spouses' Club of Fort Eustis**

### **Constitution**

May 8, 2019

#### **ARTICLE I: Organization Name and Purpose**

**Section 1:** This organization shall be called the Spouses' Club of Fort Eustis, hereinafter referred to as the SCFE and is located on Joint Base Langley-Eustis.

**Section 2:** The purpose of the SCFE shall be to promote friendship, to develop and foster a spirit of goodwill and community responsibility; to provide welfare support for activities primarily within the military and civilian community; and to provide opportunities for social, cultural, and creative pursuits.

#### **ARTICLE II: General Provisions**

**Section 1:** The SCFE is organized as a private, self-sustaining, non-profit organization. It is organized under the provisions of AFI 34-223 and DoDI 1000.15 as a private organization with consent of the Joint Base Commander, under the provisions of DoDI 1000.15. This activity is not an instrument of the United States Government. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax return. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Section 2:** The membership, all activities, and programs conducted by the SCFE, or in which it participates, will not prejudice or discredit the military services or any other agencies of the United States Government, will be self-sustaining, and may not receive financial assistance from the Department of the Air Force (DAF) or any Non-Appropriated Funds (NAF) activity. This organization will not duplicate or compete with a NAF or Appropriated Funds (AF) activity. Neither the Federal Government nor Joint Base Langley-Eustis will assume any liability for this organization's debts. The SCFE will reimburse the Military Installation for utility expenses, unless such use is incidental.

**Section 3:** All activities of the organization will be conducted without discrimination based on ethnicity, religion, race, gender, age, or mental or physical disability.

**Section 4:** The SCFE will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the Government. This organization will not seek to deprive individuals of their civil rights.

**Section 5:** The officers and members of the SCFE will abide by all applicable federal, state and local laws in the transaction of SCFE business.

**Section 6:** All SCFE members, upon joining the organization or renewing membership with the organization, as well as the Honorary President, Honorary Vice President and Honorary Advisor(s), are advised to read the Constitution and By-Laws, available on the organization's website or electronically by request. All elected and appointed members of the Governing Board are required to read and maintain a copy of the aforementioned documents.

### **ARTICLE III: Membership**

Membership in the SCFE is voluntary and defined in the By-Laws. The SCFE does not discriminate in selection of Governing Board members or in its membership policies based on ethnicity, religion, race, gender, age, or mental or physical disability.

### **ARTICLE IV: Executive and Governing Board**

**Section 1:** The Executive Board shall hold active membership and be composed of the President, 1st Vice President, 2nd Vice President, Recording Secretary, Treasurer, and Parliamentarian. The Honorary President, Honorary Vice-President and Honorary Advisor (s) will also serve on the Executive Board. Each Executive Board member shall have one vote with the exception of the Honorary President, Honorary Vice-President, Honorary Advisor(s), and Parliamentarian, who will be non-voting members. The President will vote only in case of a tie.

**Section 2:** The Governing Board of the SCFE shall consist of the Executive Board and the appointed Committee Chairpersons whom shall hold active membership and be appointed by the President, approved by the Executive Board and shall have one vote.

**Section 3:** The Honorary Positions shall consist of the following:

A. Spouse of the TRADOC Commander (Honorary President). If said spouse is not able to hold the Honorary member position, she/he will recommend another suitable spouse for the position. The spouse will also be invited to join SCFE as an active member.

B. Spouse of the TRADOC Command Sergeant Major (Honorary Vice President). If said spouse is not able to hold the Honorary member position, she/he will recommend another suitable spouse for the position. The spouse will also be invited to join SCFE as an active member.

C. Honorary Advisor(s) shall be appointed by the Honorary President in consultation with the President. The spouse of the Senior Commander, Army Element, Joint Base Langley-

Eustis, should be considered as one of the Honorary Advisors. The Honorary Advisor(s) will also be invited to join SCFE as an active member(s).

D. The job descriptions of Elected and Appointed Officers, Honorary President, Honorary Vice President, Honorary Advisor(s), Governing Board, and Special Committee Chairs are contained in the By-Laws.

#### **ARTICLE V: Elections**

The General Membership shall elect the Executive Officers designated by Article IV, Section 1, of this Constitution for a term of one (1) club year. Elections shall be held annually at the General Membership meeting in April. A Nominating Committee shall be convened in accordance with Article IV, Section 8D of the By-Laws.

#### **ARTICLE VI: Meetings & Quorums**

**Section 1:** All business meetings of the SCFE will be governed by the most current edition of *Roberts Rules of Order*, in accordance with the Constitution, By-Laws, AFI 34-223 and AR 210-22.

**Section 2:** General Membership Meetings: The General Membership shall meet monthly from September through May. Business may be conducted at regular meetings. A quorum shall consist of those members present and voting. A simple majority of voting members present constitutes a valid vote. Electronic voting may be initiated at the discretion of the President.

**Section 3:** Governing Board Meetings: The SCFE Governing Board shall meet at least once per month, August through June, or as designated by the President. A quorum shall consist of a majority plus one of the voting members of the SCFE Governing Board. A quorum must be present and/or polled. The vote of the majority of the members present and/or polled shall govern. Electronic voting may be initiated at the discretion of the President.

#### **ARTICLE VII: Finances**

**Section 1:** The revenue necessary to pursue the objectives described in Article I shall be derived from dues paid by the active and associate members, from donations from individuals, other private associations or foundations, and from revenue-producing activities entered into by the club when required, approved and conducted under the guidance and supervision of the Executive Board and authorized under applicable provisions of Joint Base Langley - Eustis regulations. All revenue-producing activities not confined to the association membership shall have prior approval of the 633d Air Base Wing 633rd Force Support Squadron – Morale Welfare and Recreation.

**Section 2:** The SCFE shall, by action of the Executive Board, indemnify any member who incurs a personal liability to a third party as a result of acting in good faith on behalf of the SCFE as an officer, chair, or committee member, provided the actions were previously approved in writing, by a Governing Board member, and the member acted within the appropriate scope of that

approval. Only the President, First Vice President, Second Vice President and Treasurer may sign contracts entered into on behalf of the SCFE. The President must be made aware of and given the opportunity to review and approve all contracts prior to signing. All signed contracts must be emailed to the President within five business days. The President may co-sign if available and has the option to void contracts on an as needed basis. All signed contracts must be presented at the next Executive Board meeting for review. Should any member obligate SCFE without proper authority to do so, the member shall be liable to the SCFE.

**Section 3:** A balanced SCFE and thrift shop budget shall be presented first to the Governing Board for approval and then to the General Membership for its approval by the September General Membership Meeting.

**Section 4:** Income will not accrue to individual members either individually or collectively except under the provisions of the Scholarship Committee and through wages and salaries as employees or as award recognition for services rendered to the SCFE.

**Section 5:** The SCFE financial records will be closed at the end of the SCFE club year (June 30). The financial records shall be audited annually or if there is a change of Treasurer prior to the annual audit. Additional audits may be performed at the direction of the Executive Board.

**Section 6:** Taxes- The SCFE shall comply with current tax regulations and the Treasurer will be responsible for completing all reports as stated in ARTICLE XVI, Section 4, of the By-Laws.

#### **ARTICLE VIII: Insurance Coverage**

**Section 1:** The SCFE will obtain adequate insurance as protection against public liability, claims, property damage claims, or other legal actions arising from the organization's activities, one or more of the organization's members acting on its behalf, or the operation of any equipment, apparatus, or device under the control and responsibility of the organization.

**Section 2:** The SCFE will purchase bonding for those who handle monthly cash flow exceeding \$500 as outlined in By-Laws ARTICLE IV Section 7L and 7 M.

#### **ARTICLE IX: Records**

**Section 1:** The Recording Secretary as defined in the By-Laws will maintain a historical file consisting of the permanent records. Permanent records shall include all financial records, tax records, and minutes from the previous seven years.

**Section 2:** Records of the SCFE shall be suspended at the end of the SCFE year and held at least seven (7) years, after which time they may be destroyed, excluding historical records. Historical records shall include scrapbooks, awards, mementos, and memorabilia.

## **ARTICLE X: Constitutional Review and Amendments**

**Section 1:** A Constitution Review Committee will meet every two years to review the Constitution and By-Laws and report its recommendations to the SCFE Governing Board. After Governing Board approval, the Constitution and By-Laws will be submitted to the 633d Force Support Squadron representative for Joint Base Commander's Staff Judge Advocate (SJA) review. The Constitution will be available for review and approval by the General Membership.

**Section 2:** Notice of amendments to the Constitution must be made 30 days prior to presentation at a regular or special meeting of the General Membership or by electronic notification.

**Section 3:** Any SCFE member in good standing may propose constitutional amendments at General Membership meetings or by electronic notification to the Parliamentarian.

**Section 4:** The majority according to the following guidelines must approve Amendments to the Constitution:

A. A quorum of the voting members of the SCFE Governing Board must be present, or electronically contacted at a duly constituted regular or special meeting.

B. The General Membership present and voting in a duly constituted regular or special meeting.

**Section 5:** This Constitution, after having been approved by a majority vote of the active and associate members present at a duly constituted regular or special meeting, shall then supersede all previous Constitutions and amendments except that it shall not affect officers elected or special agreements and contracts entered into under the terms of the previous Constitution until such terms or agreements or contracts have reached their expiration dates.

**Section 6:** Changes to By-Laws will be made by a vote of a quorum of the voting members of the SCFE Governing Board present or electronically contacted at a regular or special business meeting. The vote of the majority shall govern.

## **ARTICLE XI: Dissolution**

**Section 1:** The SCFE may be dissolved at any time by a simple majority vote of the General Membership, on advice of the President and/or the Honorary President, or when required by order of the Joint Base Commander of Joint Base Langley-Eustis or his/her designee. Finances shall be handled according to By-Laws Article XVI Section 6.

## **ARTICLE XII: Adoption**

**Section 1:** This Constitution was approved by majority vote of the membership at a regular meeting in the 2018-2019 membership year.

**Section 2:** This Constitution shall become effective upon approval of the Joint Base Commander of Joint Base Langley-Eustis, and became final after review by the Staff Judge Advocate (SJA).

This Constitution shall then supersede all previous Constitutions and amendments except that it shall not affect elected officers or specific agreements and contracts entered into under the terms of previous Constitutions until such terms of agreements or contracts shall have reached their expiration dates. This Constitution was submitted for approval on May 16, 2019.

President (Patricia Pittman)	<u>Pat Pittman</u>	Date <u>16 May 2019</u>
Parliamentarian (Happy Garner)	<u>Happy A. Garner</u>	Date <u>16 May 2019</u>
Secretary (Lauren Smith)	<u>Lauren A. Smith</u>	Date <u>16 May 2019</u>
1st Vice President (Nikole Grimm)	<u>Nikole M. Grimm</u>	Date <u>16 May 2019</u>
Joint Base Commander (Or Designee)	<u>N/A</u>	Date <u>16 May 2019</u>