

**2023 - 2024
BY-LAWS
LOS ANGELES AIR FORCE AND SPACE FORCE SPOUSES' CLUB**

ARTICLE I – Membership

SECTION 1 Voluntary Membership in the Spouses' Club is voluntary and will include the following categories: Active and Honorary.

SECTION 2 Active Membership

- (a) Eligibility: Residents of the Los Angeles area who are:
- 1) Spouses or Active Duty military personnel in the US Armed Forces (Army, Marine Corps, Navy, Air Force, Space Force, and Coast Guard), active and retired
 - 2) Spouses or Members of Reserve and National Guard, active and retired
 - 3) Spouses or Active Duty-equivalent civilian personnel, active and retired (example: GS positions)
 - 4) Spouses or personnel representing foreign Armed Forces whose military member are assigned to LAAFB
 - 5) Adult dependent or sponsored adults who reside permanently in the home of an eligible member
 - 6) Individuals accompanying those on extended TDY (Temporary Duty Station) within the designated area
 - 7) Widows or widowers of members of the Armed Forces or spouses of MIAs, as long as their marital status remains unchanged
 - 8) Divorced Spouses classified as falling under the “20/20/20” definition of former spouse that maintain military benefits pursuant to the USFSPA and subsequent amendments.
 - 9) Individuals desiring membership, and keeping with the spirit of the club’s mission statement, but ineligible based on above criteria, will be voted for approval by the governing board on a case-by-case basis
- (b) Status: Active members shall pay dues and are eligible to vote, hold office, chair a committee, and participate in all SC activities.

SECTION 3 Honorary Membership

- (a) Eligibility: The President, with concurrence from the Executive Board, may invite individuals as deemed appropriate to be Honorary Members for a period of one Club Calendar Year. They will not exceed ten (10) in numbers.
- (b) Status: Honorary members will be assessed no dues and will have no voting privileges and may not hold office. Honorary members will pay participation costs or fees for any Club functions attended.

SECTION 4 Termination of Membership Termination of Membership will occur automatically upon either:

- (a) Permanent departure of the member from the defined area in Article I Section 2.
- (b) Written letter of resignation to the President or any other Board member.
- (c) Membership eligibility no longer exists.

(d) Non-payment of dues or other proper Spouses' Club charges for sixty (60) days.

SECTION 5 Denial of Membership Membership may be denied or withdrawn for activities involving unacceptable behavior to be determined by the Executive Board or by Base Command.

- (a) Membership shall be revoked for disregard of Club governing documents or for failure to pay dues or function fees by a two-thirds (2/3) vote of the Executive Board.
- (b) Upon approval from the Executive Board, the President shall notify any member, suspended or terminated from the Club, in writing.
- (c) Reinstatement of membership is by written application to the Executive Board and approval.

SECTION 6 Reinstatement of Membership A member whose membership is terminated by:

- (a) non-payment of dues or proper Spouses' Club charges may be reinstated upon application and approval of the Executive Board, and is required to pay for the membership year during which the individual was eligible for membership. All other proper Spouses' Club charges must be paid.
- (b) For those who have been denied or removed from membership due to behavior, a formal application may be submitted. A formal review of the application and individual will be conducted in a closed door meeting by the Governing Board and may include the base command. The vote will be conducted for reinstatement made by the Governing Board including Base Command if required.

SECTION 7 Guests Guest privileges shall only be extended to persons eligible for Spouses club membership **upon their first attendance.**

- (a) Bona fide house guests of members may attend Spouses' Club functions. Bona fide houseguests are considered to be those visiting temporarily.
- (b) Guests shall not be allowed to attend any Spouses' Club sponsored "Members Only" functions.
- (c) The President and Advisors may invite guests to the function on behalf of the Spouses' Club.
- (d) The Executive Board shall consider all categories of guest eligibility not covered in the By-Laws on a case-by-case basis.
- (e) In accordance with the spirit of the organization, open recruiting events shall not impose restriction on the number of times a singular guest may attend, i.e., Brunch
- (f) Special Interest Groups (SIGs) will limit guest attendance to two (2) events per fiscal year.
- (g) Large events held by the SC will have non-member charges at a higher price than member charges.

ARTICLE II – Structure of the Organization

SECTION 1 Governing Board The Governing Board shall be the governing body of the Spouses' Club and shall consist of the elected and appointed officers, honorary officers, and advisors.

- (a) The Honorary President and the Advisory Group must vote on the President's appointment of a Parliamentarian, Webmaster, and standing committee chairpersons.

- (b) Shall meet at the call of the President or at the request of four (4) board members with approval of the Advisory Group.
- (c) Shall be responsible for the general management of the Spouse's Club:
 - (i) shall review all new plans and proposed activities, receive committee reports, establish policies, and act in accordance with the view of the majority;
 - (ii) shall supply information and data to the SC's President for any business to be presented to the general membership
- (d) Shall support and attend all SC board meetings and functions.
 - (i) Attendance may be either virtual or in-person.
 - (ii) If a board member needs to miss a meeting, they must notify the President as soon as possible (ideally 24 hours advance notice)
 - (iii) Missing two (2) or more meetings with no notice in advance will put the member on probation.
 - (1) Probation shall be defined as a period of three (3) month period in which the board member is required to attend all mandatory meetings and events, with the potential consequence of removal from their office in the event of non-compliance.
 - (iv) If a board member misses three (3) or more board meetings in one fiscal year, he or she may be removed from office at the discretion of the SC President and the Advisory Group.

SECTION 2 Executive Board The Executive Board shall consist of the elected officers, Honorary President, Honorary Advisors, appointed officers.

- (a) Honorary President
 - (i) Honorary President (SSC CC Commander's Spouse)
- (b) Honorary Advisors
 - (i) Shall be recommended by the President with an excess of no more than three (3) on the Executive Board.
 - (1) Recommendations of Honorary Advisors may include but not be limited to: Spouse of Space Base Delta 3 Commander and any other additional key members of LAAFB
- (c) Elected Officers
 - (i) The following officers shall be elected to office by a vote of the membership: President, Vice President, Administrative Coordinator, Administrative Financial Treasurer, and Philanthropic Treasurer
 - (ii) All elected officers must be active members of the SC, in good standing.
- (d) Appointed Officers
 - (i) The President shall appoint a Parliamentarian to serve on the Executive Board as a non-voting member
 - (ii) The President shall appoint a Webmaster to serve on the Executive Board as a voting member
 - (iii) All appointed officers must be active members of the SC, in good standing
- (e) Additional voting Board Members are may be appointed by the President and voted on by the Executive Board, but not required
 - (i) Marketing Coordinator
 - (ii) Thrift Shop Advocacy Director

- (iii) Inclusivity Director
- (iv) Community Coordinator (off-base public affairs)

SECTION 2 Executive Board Administration

- (a) Upon assumption of the office at the June meeting, the elected officers, Advisory Group, and appointed officers will constitute themselves as the Executive Board and will be authorized to fulfill all the functions thereof, including:
 - (i) The authority to remove from the office by simple majority vote any board members who does not fulfill his or her job as directed by the SC Constitution, Bylaws, and pertaining job description.
 - (ii) The authority to recognize SC members deemed to have made an outstanding contribution to the SC by a simple majority vote.
- (b) The Executive Board shall be responsible for ordinary day-to-day asset accountability, liability satisfaction, and sound financial and operational management, and shall report to the Board of Governors at monthly meetings.
- (c) Members of the Executive Board shall attend Executive Board meetings when called at the discretion of the President
- (d) Contractual agreements, other than those for monthly events, must be approved by the Executive Board before signing.

SECTION 3 Standing Committees Standing committee chairpersons will be appointed by the President, with concurrence of the elected officers, and will be voting members of the Governing Board. The President may create or delete standing committees with the approval of the Executive Board, provided that the number of appointed officers exceeds the number of elected officers.

- (a) The Committee Chair shall choose the members of their committee. With the approval of the President, they may appoint a Co-Chair, who shall assume the responsibilities of the Committee Chair in their absence, and may share in the workload at their discretion. A written definition of duties as defined by that committee shall be submitted to the governing board. A Co-Chair may attend board meetings in an auditory capacity, but may only vote when the Chair is absent.
- (b) Committee Chair shall be voting members of the Board of Governors and shall serve one term. May accept reappointment to the same position with the approval of the Executive Board.
- (c) Special committees may be formed by the President for a specific function and shall cease to exist after that function has been performed (i.e. a large fundraiser, a base-wide event, etc.)
- (d) Elected or appointed members of the Board of Governors may serve in up to two (2) positions at the discretion of the President.

SECTION 4 Liaisons The President shall appoint Liaisons to act as representatives of the SC in order to gather and distribute information between the SC and other organizations throughout the base community. Liaisons will attend meetings as a non-voting party and report on their activities, events, and assist with two-way communication between their organization/entity and the SC.

These Liaisons may include:

1. Military Liaison
2. Space Base Delta 3 Liaison
3. Key Spouse Liaison
4. Tierra Vista Liaison
5. Thrift Shop Liaison
6. Member-at Large
7. Coast Guard Spouse Club Liaison

ARTICLE III – Duties of Board of Governors

SECTION 1 General Responsibilities

- (a) Attend all Board of Governor meetings. If unable to attend, notify the President prior to the meeting (See Article 2 Section 1 (d) iv). More than two (2) absences from Board meetings may result in termination of the Board member's term.
- (b) Submit monthly Board reports to the Administrative Coordinator, listing all activities and financial obligations from the previous month.
- (c) Submit all reimbursement requests in a timely manner.
- (d) Review job description annually and revise, if needed, in January. Return it to the Parliamentarian in February.
- (e) Maintain job descriptions and records for the current year and two (2) previous years. The President shall maintain records for the current year and four (4) previous years. The Treasurers shall maintain financial records for the current year and seven (7) previous years. The Administrative Coordinator shall maintain all minutes and historical records from the beginning of the SC.
- (f) Records reflecting major changes in the operation or makeup of the organization shall be retained in perpetuity by the Parliamentarian.
- (g) Further responsibilities shall be detailed in the Board Expectations Documents, which

SECTION 1 Honorary President and Advisors

- (a) Honorary President
 - (i) Shall serve as an Advisor to the Spouses' Club and as an ex-officio member of all committees.
 - (ii) Shall serve as the Chairperson of the Advisory Group.
 - (iii) Shall make no motion or vote except at general meetings.
 - (iv) May vote for election of officers.
- (b) Advisor
 - (i) Shall perform the duties of the Honorary President in their absence.
 - (ii) Shall make no motion or vote except at general meetings.
 - (iii) May vote for election of officers.
 - (iv) Coordinate on all protocol issues
 - (v) Assist the President and Executive Board

SECTION 2 Elected Officers Shall support and attend all Spouses' Club board meetings and functions. Carry out the responsibilities and duties of their office as stated in these By-laws, as well as, in their job description and Spouses' Club policies

- (a) President

- (i) Shall preside at all general membership, special, Executive and Governing Board Meetings and may call special meetings when deemed necessary
 - (ii) Shall appoint, with approval of Honorary President and the Advisory Group, a Parliamentarian, Webmaster and chairpersons of all standing, special and temporary committees
 - (iii) Shall make any interim appointments to required position vacancies that occur among the offices of the Executive Board.
 - (iv) Shall serve as an ex-officio member of all committees except the nominating committee.
 - (v) Shall make no motions or vote except in the case of a tie. At the election of officers, his or her vote will be sealed and held by the Parliamentarian and used in the case of a tie.
 - (vi) May sign Spouses' Club checks in the absence of the Administrative Financial Officers or Philanthropic Financial Officer.
 - (vii) Expenditures of up to \$100 per transaction may be made from Spouses' Club funds
 - (viii) Shall act as Spouses' Club's Representative. (Speaking at events, responding to emails on behalf of the club, representative with the base or other official meetings, etc.)
 - (ix) Shall assist the SSC Commander's Spouse, if requested, when entertaining a visiting VIP's spouse.
 - (x) Shall ensure that Form 990 is filed in a timely manner and that copies are made for proper record keeping.
 - (xi) Shall act as Protocol Officer for Spouses' Club; shall be responsible for official events concerning incoming and departing Honorary President and advisors.
 - (xii) The positions that fall under the President are: Executive Board positions.
 - (xiii) Is knowledgeable about the organization's mission, services, and policies, and programs and promotes membership.
- (b) Vice President
- (i) Shall perform the duties of the President in their absence
 - (ii) Shall serve as an ex-officio member of all committees except the nominating committee
 - (iii) Assist the President at all times maintaining working knowledge of all club activities
 - (iv) Assume the office of President if a vacancy occurs
 - (v) Act as custodian of SC property and maintain a current inventory
 - (vi) Responsible for all Special Interest Groups (SIGs), overseeing all POC's and serving as liaison between POC's and General Board
 - (vii) Have signatory authority and can countersign all Administrative or Philanthropic Treasury checks.
 - (viii) Takes minutes in absence of Administrative Coordinator
 - (ix) Performs any other duties as requested by the President
 - (x) Is knowledgeable about the organization's mission, services, and policies, and programs and promotes membership.
- (c) Administrative Coordinator

- (i) Shall record the minutes of all general membership, special, Executive Board, and Governing Board meetings of the Spouses' Club
 - (ii) Shall submit the minutes of each meeting to the President for his or her approval before presenting them to the Governing Board for their approval, within three (3) days of the meeting.
 - (iii) At the end of the fiscal year (May), shall forward a copy of the last 3 months of meeting minutes for audit to the representative of Private Organization Office
 - (iv) Shall maintain permanent records of minutes and board reports for a period of three (3) years.
 - (v) Shall post the Administrative and Philanthropic Financial Reports when appropriate.
 - (vi) Shall be responsible for retrieving and checking the mail
 - (vii) Shall be responsible for all correspondence of the Spouses' Club as directed by the President
 - (viii) Shall forward all correspondence to the appropriate members of the Spouses' Club and post to the shared drive
 - (ix) Shall keep records of all correspondence and documents of the Spouses' Club.
 - (x) Keep a current roster of the Board of Governors and job descriptions
 - (xi) Notify members of the Board of Governors of upcoming board meetings
 - (xii) Assume the duties of the Parliamentarian, if absent
 - (xiii) Ensures the events calendar is up to date on the website
 - (xiv) Coordinates with the Marketing Coordinator to update social media and keep the base informed of events
 - (xv) Is knowledgeable about the organization's mission, services, policies, and programs and promotes membership.
 - (xvi) Shall send and receive letters of acceptance from individuals invited by the President to become Honorary Members.
- (d) Administrative Financial Officer
- (i) Shall be responsible for the management of all the Administrative Fund checking and savings accounts.
 - (ii) Shall keep an exact record of all Administrative Fund money received into the Spouses' Club and disbursed from the treasury.
 - (iii) Shall maintain appropriate balance in administrative accounts at all times.
 - (iv) Shall be responsible for payment of all commitments approved by the Governing Board and/or general membership.
 - (v) Shall sign checks for authorized expenditures from the Administrative Fund.
 - (vi) Shall prepare a monthly financial statement.
 - (vii) Shall present records for professional audit/review upon resignation or at the end of the term of office; shall present records to the LAAFB Comptroller not later than 20 days following the end of the fiscal year when gross revenues are more than \$5,000 but less than \$100,000; and shall present records to an accountant or CPA if revenues exceed \$100,000 in accordance with the requirements of the Private Organization Guide.
 - (viii) Shall assume the duties of the Philanthropic Financial Officer in their absence.
 - (ix) Shall serve as chairperson of the Budget Committee.

- (x) Shall be responsible for accountability of assets, satisfaction of liabilities and disposition of residual assets on dissolution.
 - (xi) Shall be responsible for the prompt filing of any necessary federal or state tax returns each year beginning with fiscal year of the election of the Administrative Financial Officer, as well as prompt payment of any and all taxes due for each fiscal year; shall retain all financial records and copies of any tax returns, specifically Form 990, for a minim of seven (7) years.
 - (xii) Shall prepare an annual budget and mid-year budget review per constitutional guidelines, outlining projected income and expenses by line item; shall review such budget with the Budget Committee and present it at the Board meeting; shall make a motion for the budget to be approved. Once approved by the Board, shall provide a copy to the Administrative Coordinator to post on the board; shall make copies to be presented (via motion) and voted on at the next general membership meeting.
 - (xiii) Shall obtain bank signature card signatures from the President and Philanthropic Financial Officer authorizing them access to the checking account in the Financial Officer's absence; shall renew the signature card at bank whenever there is a change in these board positions.
 - (xiv) Be empowered to pay regular recurring bills between the close of the fiscal year and the passage of the proposed budget by the general membership. These bills shall be charge to their regular accounts
 - (xv) Is knowledgeable about the organization's mission, services, policies, and programs and promotes membership.
- (e) Philanthropic Financial Officer:
- (i) Shall be responsible for the management of all the Charitable Fund checking and savings accounts.
 - (ii) Shall maintain the appropriate balance in charitable accounts at all times.
 - (iii) Shall keep an exact record of money received into and dispersed from the Spouses' Club Charitable Fund.
 - (iv) Shall be responsible for payment of all contributions approved by the Governing Board and/or general membership. Shall sign checks for authorized expenditures for the Charitable fund.
 - (v) Shall prepare a monthly financial statement.
 - (vi) Shall present records for professional audit/preview upon resignation or at the end of the term of office; shall present records to the LAAFB Comptroller not later than 20 days following the end of the fiscal year when gross revenues are more than \$5,000 but less than \$100,000; shall present records to an accountant or CPA if revenues exceed \$100,000 in accordance with the requirements of the Private Organization Guide.
 - (vii) Shall assume the duties of the Financial Officer in their absence.
 - (viii) Shall be responsible for the prompt filing of any necessary federal or state tax returns each year beginning with the fiscal year of the election of the Philanthropic Financial Officer as well as the prompt payment of any and all taxes due for each fiscal year; shall retain all financial records and copies of any tax returns, specifically Form 990, for a period of seven (7) years.

- (ix) Shall be responsible for accountability of assets, satisfaction of liabilities and disposition of residual assets on dissolution.
- (x) Shall prepare an annual budget and a mid-year budget review per constitutional guidelines, outlining projected income and expenses by line item; shall review such budget with the Budget Committee and present it at the Board meeting; shall make a motion for approval of the budget. Once approved by the Board, shall provide a copy of the Administrative Coordinator to post on the board; shall make copies to be presented and voted on at the next general membership meeting.
- (xi) Shall obtain bank signature card signatures from the President authorizing them access to the checking account in the Philanthropic Financial Officer's absence; shall renew the signature card at bank whenever there is a change in these board positions.
- (xii) Is knowledgeable about the organization's mission, services, policies, and program and promotes membership.

SECTION 3 Appointed Officers

(a) Parliamentarian

- (i) Shall advise the Governing Board and general membership on points of order and proper procedures in accordance with the Constitution and Bylaws of the Spouses' Club and Robert's Rule of Order–Simplified as modified by the SC.
- (ii) Shall be a non-voting officer at Executive and Governing board meetings.
- (iii) Shall maintain order at all meetings
- (iv) Shall serve as the Chairperson of the Constitution Committee and Nominating Committee
- (v) As Constitution Committee Chairperson:
 - Shall make approved changes to the Constitution, By-Laws and operational policies as necessary
 - Shall coordinate changes through the appropriate offices for official approval.
- (vi) As Nominating Committee Chairperson, see Election Procedure Document for further information regarding duties
- (vii) Shall be the custodian of the official copies of the Constitution, By-Laws and policies of the Spouses; Club
- (viii) Shall furnish each Spouses' Club member with a copy of the Constitution and By-Laws, upon request.
- (ix) Shall be responsible for presenting all legal issues to LAAFB
- (x) Shall be responsible for sending copies of any necessary documentation held by the Private Organization office to preserve the safety of the documents year over year (i.e. IRS 501 confirmation letter), to the executive board for their binders.
- (xi) Is knowledgeable about the organization's mission, services, policies, and program and promotes membership

(b) Webmaster

- (i) Shall perform such duties as may be delegated to them by the Spouses' Club President
- (ii) Shall oversee all digital activities including social media to ensure security for the club's digital activities not limited to but also including any OPSEC concerns

- (iii) Administrates and counts all electronic votes
 - (iv) Maintains roster of all members
 - (v) Maintains administrative account access for all digital accounts of the SC and shares access and privileges to the President
 - (vi) Facilitates the creation of events on an appropriate online platform and subsequently compiles a comprehensive list of RSVP roster for the event coordinator.
 - (vii) Collects digital payments for events, membership dues, and donations and coordinates with the treasurers to ensure funds are properly allocated
 - (viii) Maintains a distribution list for members
 - (ix) Shall maintain record of individual user access for all members of the Governing Board and remove access upon exiting their position
 - (x) Shall maintain records of all active services and source code used, with enough documentation such that institutional knowledge is prevented
 - (xi) Reports on engagement and digital needs for the club
 - (xii) Authorized a direct link to the President for digital needs requests up to \$100
 - (xiii) Is knowledgeable about the organization's mission, services, policies, and program and promotes membership
 - (xiv) Maintains version controlled "source of truth" for all official documentation
- (c) Vacancies in Office
- (i) If a vacancy occurs for an Executive Board position mid-year, the President may nominate a new candidate for the Executive Board to vote on approval. Other members, the President must meet with the Parliamentarian and reach an agreed decision for new appointments.
 - (ii) The new board member will carry out the remainder of the term for the initial position and will be eligible for an additional two (2) terms.

ARTICLE IV – Nominations and Elections

SECTION 1 Nominating Committee

- (a) The Parliamentarian, or chair designee in the absence of the Parliamentarian, will be the Chairperson of the Nominating Committee and shall appoint the other members to ensure equitable representation from each major unit on LAAFB. The committee shall not exceed five (5) members with the approval of the Board of Governors. The Parliamentarian will act as chairperson of the committee.
- (b) Members of the Nominating Committee will not be barred from becoming nominees for any office; however, upon accepting a nomination, a member must resign from the Nominating Committee; the Parliamentarian shall appoint a replacement.
- (c) Additional directives will be found under the Election Procedure Document

SECTION 2 Nominations The Nominating Committee shall meet in February, and again as needed, to prepare a slate of nominees for presentation to the Board of Governors and then to the general membership at a regular meeting one month prior to the election.

- (a) The Nominating Committee shall nominate no more than five (5) candidates, with the candidates' approval, for elective office whenever possible.

- (b) The Committee will present a slate of candidates for each office to the Governing Board prior to posting this slate for the general membership for elections.
- (c) The slate of candidates will be presented to the general membership at the meeting one (1) month prior to elections.
- (d) Names of the nominees will be posted in writing and online for thirty (30) days prior to the election.
- (e) Incumbent office holders who wish to run again may do so, but their total term in a given office is to be no more than two consecutive terms.
- (f) Additional directives will be found under the Election Procedure Document

SECTION 3 Elections

- (a) Elections will be held at the March membership meeting.
- (b) In the event there is not a complete slate of candidates at the time of the March meeting, the Nominating Committee shall continue to recruit and present the nominee(s) for election as they are recruited. In this instance, elections may be held via electronic vote.
- (c) If an unopposed slate is presented, a voice vote may be taken and the election is completed.
- (d) Additional directives on running the election will be found under Election Procedure Document

SECTION 4 Board Changeover

- (a) Introduction of new officers will take place at the May general membership meeting. Officers shall serve for a period of one year and shall assume their duties on June 1st.
- (b) The outgoing Executive Board shall convene with the incoming officers following May's election for a meeting in June, with the objective of fostering team-building, training, and sharing relevant insights from the prior year. Simultaneously, the incoming Executive Board shall assemble to initiate the planning phase for their upcoming term, actively engaging in discussions and preparing to implement their ideas in collaboration with the Board of Governors.
- (c) A special joint meeting of the outgoing and incoming Board of Governors will occur in June. The joint Board meeting shall be called to order by the incumbent President and will function with the outgoing members reporting. New officers and chairs shall observe only. At the conclusion of the outgoing board's business, the meeting will be adjourned. Immediately following, the incoming President shall call to order the first meeting of the new Board of Governors.

SECTION 5 Terms of Office

- (a) Officers will assume their duties at the Joint Governing Board Meeting in June. They will serve for a period of two (2) years.
 - (i) For the inaugural year
 - (1) Will serve for 3 years
 - a) President and Admin Treasurer
 - (2) Will serve for 2 years
 - a) Vice President, Administrative Coordinator, and Philanthropic Treasurer

- (ii) Every year thereafter will be as follows: for all even years the President and Admin Treasurer will be up for election, and all odd years Vice President, Administrative Coordinator, and Philanthropic Treasurer will be up for election
- (b) Elected officers shall be limited to two (2) consecutive terms of service, unless unanimously approved by the Board of Governors
- (c) The President will fill, with the approval of a majority of the Executive Board, vacancies of elected offices that occur during the course of a term.
- (d) Resignation from an elected position shall be submitted in writing accompanied by an exit interview conducted with the President. The President's resignation will be submitted to the Parliamentarian.
- (e) A Governing Board member may be removed from office or position for any of the following: misuse of funds, misconduct, illegal activity, loss of confidence, or upon direction from the Installation Commander. Removal of said member requires a two-thirds (2/3) majority vote of the Executive Board. Appeals can be made in writing to the Executive Board.

ARTICLE V – Contingency Operations

In order for the SC to conduct business under Normal Operations, the office of the President and at least two (2) other Executive Board positions must be filled. In the event that four (4) of the seven (7) Executive Board positions are not filled by the start of the new Board year, the SC shall continue to operate under Contingency Operations under the supervision of the Honorary Officers with the following guidelines:

- (a) Social functions will be limited to Quarterly Socials.
- (b) Dues will continue to be collected for the purpose of Quarterly Socials and paying Operational costs and purchasing necessary supplies.
- (c) Funds that have been allocated for charitable causes shall be honored during this time.
- (d) In the event that volunteers come forward to fill four (4) of the seven (7) Executive Board positions (to include the position of President)

ARTICLE VI – Meetings

SECTION 1 General Membership Meetings

- (a) A general membership meeting of the SC shall be held on a designated day the second week of each month from August through May, unless otherwise designated by the President with vote of approval of the Advisory Group.
- (b) Special meetings of the SC may be called by the President.
- (c) Special meetings of the membership may be called at any time by one of the following:
 - (i) SC President with the approval of the Advisory Group.
 - (ii) Majority vote cast by the voting members present at a Governing Board meeting.
 - (iii) A petition signed by five (5) active members.
 - (iv) A special meeting must be held within 15 (fifteen) days of being called
- (d) Every quarter the general membership meeting function as a town hall

SECTION 2 Executive Meetings

- (a) The Executive Board shall meet up to two (2) weeks prior to General Membership meetings. These sessions shall be conducted in a closed-door manner. The time and place of this meeting will be directed by the President.
- (b) The Board of Governors shall convene monthly in conjunction of the General Membership meetings, unless otherwise directed by the President.
- (c) Three-fourths (3/4) of the voting members of the Governing Board (filled positions) shall constitute a quorum; individuals holding more than one position shall receive one vote per voting position held.
- (d) No vote shall be taken by proxy at any general membership or special meeting of the SC.

SECTION 3 Special Interest Group Meetings

- (a) Special Interest Groups or SIGs from hereafter operate under the oversight of the SC. The Vice-President acts as a representative for all SIGs during Board Meetings.
- (b) Each SIG shall have two (2) Points of Contact (POCs) to organize the activities of the special interest group. These POCs shall be appointed by the President.
- (c) SIGs shall be given the opportunity to advertise their activities on the SC Facebook page, website, and newsletter. SIG POCs shall also be given an opportunity to recruit new members during the annual Membership Drive event and all monthly events.
- (d) SIG POCs shall submit a monthly report of activities to show the membership and guest activity. This report shall include a sign-in sheet from the previous month's activity, for review.
- (e) All SIG participants who are eligible for membership must be SC members, due to liability issues regarding our insurance. Guests who are ineligible for SC membership are allowed to attend up to two (2) SIG gatherings at the discretion of the Vice-President.
- (f) The Mini Club application details additional benefits and responsibilities.
- (g) See supplementary SIG doc for specifications

ARTICLE VII – Fiscal Governance

SECTION 1 Use of Earnings This organization is completely self-sustaining, primarily through dues and other fundraising activities. Income will be derived primarily to offset operational expenses and will be used to fulfill the purposes of this organization. No part of the Club's earnings shall be used for the financial benefit of any person having a personal or private interest in the activities of the Club. However, the Club shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

SECTION 2 Fund Raising Activities In accordance with AFI 34-223, the Club will not engage in any resale activities without written authority from the Installation Commander. The Club is a self-sustaining organization, and all fund-raisers will be approved in accordance with AFI 34-223. Club fundraising activities shall not conflict with appropriated or non-appropriated fund activities or compete with the Army and Air Force Exchange Services, Services Activities or NAF.

SECTION 3 Individual Obligations If an individual member obligates the Club, the obligation may only be for the sole use and benefit of the Club. Should any member obligate Club without proper authority to do so, the member shall be liable to the Club.

SECTION 4 Operational Treasury

- (a) The SC will comply with IRS Code Section 501(c)(4) in regard to receiving money into and distributing money from the Operational Treasury.
- (b) Primary funding for SC operational activities will come from membership dues, Ways and Means projects, and general donations.

SECTION 5 Charitable Treasury

- (a) The SC will comply with IRS Code Section 501(c)(3) in regard to receiving money into and distributing money from the Charitable Treasury.
- (b) Primary funding for the Charitable Treasury will be from designated fundraisers and general donations

SECTION 6 Accounting

- (a) The fiscal year of the SC shall run concurrent with the term of office of the Board of Governors, which shall be from June 1 through May 31.
- (b) All books should be closed on or before May 31st, coinciding with the Board year. All outstanding reimbursements and receipts should be paid out and recorded by this date.
- (c) Books are to be audited and/or reviewed, per AFI 34-223, and in accordance with current USAF Instructions. This audit is to be conducted within 30 days of the close of the fiscal year, or upon a change of Treasurer within a fiscal year.
- (d) A financial reconciliation can be performed at any time.
- (e) Tax returns will be filed every year, according to IRS code.
- (f) The outgoing Board of Governors may not financially obligate the incoming Board of Governors, except for those funds allocated for scholarships or other budgeted items.
- (g) No part of any monies in the custody of the SC shall be used to the benefit of, or be distributed to, its members or other private persons. Exceptions would be to pay reasonable compensations for services rendered when approved by a simple majority of the Board of Governors, receipt of a SC Scholarship, or reimbursement of SC expenses.
- (h) No project to raise funds may be conducted without the prior general consensus of the Board of Governors.
- (i) Two signatures are required for Operational checks greater than \$250 and on all Charitable checks.
- (j) A check cannot be written to and signed by the same individual.

SECTION 7 Expenditure and Carryover

- (a) The Board of Governors is authorized to approve unbudgeted expenses not to exceed \$500 (five hundred dollars) for one project at one time. Expenditures in excess of this amount shall be voted on by the general membership.
- (b) The following amounts shall remain in the Treasuries at the end of the fiscal year, to be turned over to the incoming Board of Governors:
 - (i) The Operational Treasury shall carry over a minimum of \$1500

- (ii) The Charitable Treasury shall carry over a minimum of \$1500. This amount is over and above that which has been budgeted for scholarships and allocated funds.
- (c) A minimum of \$1000 shall be maintained in a SC savings account at all times, to be used in the event of the dissolution of the organization. In the event of dissolution, charitable funds shall not be used to repay liabilities.
- (d) The SC cannot make Charitable Donations without a written request. Written requests must be submitted to the President for discussion and voting at the next Board of Governors meeting. Donations cannot be made to individuals. Donations can only be made to organizations with broad appeal. Donations should not be made to support Squadron- or Unit-specific functions.

SECTION 8 Dues

- (a) Dues shall be paid by members of the SC on an yearly basis and shall be used for SC expenses, programs, and special activities.
- (b) Membership year will be 1 June-31 May
- (c) Annual dues amounts are subject to review and revision by the Board of Governors. Annual dues must be paid in full when joining. Members shall pay directly to the Administrative Treasurer.
 - (i) On an annual basis dues amounts will be adjusted with approval of the Board of Governors due to inflation, or if other administrative needs arise.
- (d) Active members shall pay dues according to the following chart:

Sponsors Rank	% of Dues	Dollar Amount
E-9 or O-4 and above, retirees, civilians	100%	\$48
O-1 to O-3	75%	\$36
E-6 to E-8	50%	\$24
E-5 or below	25%	\$12

- (e) Honorary members shall not be required to pay dues, but will receive membership benefit rates for events.
- (f) Dues will be 50% of the membership fee from all members that join from January or thereafter for the rest of the membership year.
- (g) Any previous year member is automatically considered a renewing membership. Renewal of membership must be paid by October 1st. Members will be considered inactive if their dues are not paid in full by October 1st.
- (h) Privileges of membership are revoked if a member is delinquent in payment of fees. Privileges are regained when delinquency is corrected.

SECTION 9 Fiscal Year The Club fiscal year runs 1 June- 31 May

SECTION 10 Financial Liability Each member of the SC is personally liable for the debts of the SC in the event that the organization's assets are insufficient to discharge liabilities. *Note: SC carries insurance and bonding which would be primary in all cases should there be any debts or liabilities. Please direct any questions or concerns regarding this section to: [x email](#)

ARTICLE VIII – Amendments

SECTION 1 Review In accordance with AFI 34-223, the Constitution and By-laws shall be reviewed every two years at a minimum or when deemed necessary by the Executive Board. Members of the committee shall be the Parliamentarian, who shall serve as Chairman, the Executive Board, and two active members. Members not on the Governing Board may propose amendments by presenting a written revision, signed by five (5) active or associate members, to the Governing Board for approval.

- (a) The Constitution and By-laws may be amended or revised at any General Membership meeting by a 2/3 vote of the membership present. All proposed amendments must be submitted to the Board of Governors for a review and a vote.
- (b) Upon approval by the Governing Board, proposed amendments will be posted for no less than twenty-one (21) days prior to a vote by the general membership.
- (c) After having been posted no less than twenty-one (21) days, proposed amendments will be presented to the General Membership for vote. Upon approval by the General Membership, the amended Constitution and By-laws will be sent to the appropriate authority in accordance with AFI 34-223 for approval and signature.
- (d) The Executive Board may make changes to the Constitution and By-laws for the sole purpose of bringing the document into compliance with mandatory changes in military regulations.
- (e) Bylaws and amendments to the Bylaws must be reviewed by the Staff Judge Advocate, in accordance with AFI 34-223 and DODI 1000.15.

ARTICLE IX – Dissolution

In the event the Spouses' Club is disbanded, all funds in excess of liabilities and all property will be disposed of to any charities which have been granted tax exempt status in accordance with Section 501 of the Internal Revenue Code, as decided by the majority of votes cast at any general membership or special meeting of the Spouses' Club. No funds or property will benefit any member of the Spouses' Club.

ARTICLE X – Insurance

Commensurate with the risk involved, the Club may secure and maintain adequate insurance coverage to comply with AFI 34-223. The Club may function under a waiver of Insurance signed by the appropriate authority in accordance with AFI 34-223.

ARTICLE XI – Indemnification of Board Members

The Club shall indemnify and hold harmless to the fullest extent permissible under California law any person who at any time serves or has served as a director or an officer of the corporation. The liability of the directors and officers of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. The Governing Board of the corporation shall take all such action and make all such determinations as may be necessary or desirable under California law to properly authorize the payment of the indemnification provided by this bylaw, including, without limitation, establishing special committees of the Governing Board, hiring special counsel and/or obtaining shareholder approval of such indemnification.