

Revised: February 7, 2013
Approved by Membership:
Adopted:

CONSTITUTION OF THE WRIGHT-PATTERSON
OFFICERS' SPOUSES' CLUB

ARTICLE I

NAME

The name of this organization shall be the Wright-Patterson Officers' Spouses' Club and shall hereafter be referred to as the OSC. It shall be a private organization established pursuant to the provisions of Air Force Directives and WPAFB Supplements thereto.

ARTICLE II

OBJECT

The object of this club shall be: to organize, develop, and sponsor welfare, community, educational, and recreational activities; to promote social activities among the members of the OSC and to promote other activities related to the Club and the community subject to the approval of the 88th ABW/CC. The OSC is an organization organized and operated exclusively for the promotion of social welfare and not for profit.

ARTICLE III

MEMBERSHIP

Membership in the OSC is voluntary and shall include two (2) categories: Regular and Associate as defined in the Bylaws. Membership discrimination based on age, sex, race, color, religion, disability, or national origin is prohibited.

ARTICLE IV

BOARD OF GOVERNORS

The Board of Governors shall formulate the plans and policies and direct the operations of the OSC. The Board is comprised of Honorary Advisors, an Advisor, and Honorary Representatives, Elected Officers, and Appointed Officers.

A. The Advisor and the Honorary Advisors shall be known as the Advisory Group and with their consent, shall be non-voting members of the Executive Committee and the Board of Governors. The Advisor and the Honorary Advisors shall be spouses of commanders of host organizations to include;

1. Honorary President – Spouse of AFMC Commander
2. Honorary Advisor – Spouse of the AFMC Vice Commander
3. Honorary Advisor – Spouse of the AFLCMC Commander
4. Honorary Advisor – Spouse of the AFMC and/or AFLCMC Civilian Executive Director
5. Advisor – Spouse of the 88th Air Base Wing Commander

B. With their consent, the Honorary Representatives shall be non-voting members of the Board of Governors. These Honorary Representatives shall be spouses of commanders of tenant organizations to include:

1. Honorary Representative - Spouse of the AFIT Commander
2. Honorary Representative – Spouse of the AFRL Commander
3. Honorary Representative – Spouse of the NASIC Commander
4. Honorary Representative - Spouse of the AFSAC Commander

C. Elected Officers shall be:

1. President
2. First Vice President
3. Second Vice President
4. Secretary
5. Administrative Treasurer
6. Welfare Treasurer

D. Appointed Officers shall be:

1. Non-voting
 - a. Parliamentarian
 - b. Special Events Committee Chair during required attendance
2. Voting
 - a. Standing Committee Chairs
 - b. Special Volunteer Group Chairs
 1. Museum Guides
 2. Skylarks
 - c. Special Interest Groups
 1. ROWW (Retired Officers' Wives & Widows)
 2. International Spouses

ARTICLE V

EXECUTIVE COMMITTEE

The Executive Committee is an advisory body to the President and shall consist of the Advisory Group, the Elected Officers and the Parliamentarian. It shall meet upon the call of the President.

ARTICLE VI

NOMINATION AND ELECTION

Officers shall be elected annually to serve for one (1) year. Nominations for elective officers shall be made by the Nominating Committee and the slate presented to the general membership at their regular meeting at least one (1) monthly membership meeting prior to the election. Nominations may be made from the floor at this time provided written consent of the nominee is submitted to the Chair of the Nominating Committee twenty-four (24) hours prior to the day of the nominations. Plurality vote by secret ballot shall elect nominees into office. If there is not more than one candidate per office, a majority vote show of hands at a general membership meeting shall elect the slate into office.

ARTICLE VII

MEETINGS

A. Regular meetings of the OSC shall be held by the Board of Governors and the general membership. Times and dates of these meeting shall be established in the Policies and Procedures.

B. Special meetings of the general membership may be called by the President with the approval of the Board of Governors.

C. Quorums

1. A quorum shall consist of not less than five percent (5%) of the membership at any regular or special meeting.

2. A quorum for the Board meetings shall consist of two-thirds (2/3) of the voting members of the Board of Governors.

ARTICLE VIII

FINANCES

A. Regular and Associate members shall be assessed regular monthly dues for the Administrative Fund, to meet the operational expenses of the organization. The amount is stipulated in the OSC Policies and Procedures. Additional funds raised through special activities at membership meetings and events may also be deposited in the Administrative Fund. Members of this organization can become financially liable for the obligations or debts of the OSC if its assets fail to meet such obligations and debts.

B. Income from welfare donations, Base Thrift Shop profits, welfare account interest, and special fund raising activities involving non-members of the OSC shall be administered through the Welfare Fund according to the Bylaws.

ARTICLE IX

AMENDMENTS

A. This Constitution and Bylaws may be amended or abolished in whole or in part at any regular membership meeting by a two-thirds vote of the members present. Prior to voting, the revised Constitution and Bylaws must be given to the Board of Governors and a motion to amend or abolish these documents made at one (1) regular monthly membership meeting prior to the voting. These changes must conform with Air Force Directives.

B. A voting member may call for a Constitutional and Bylaws review with a written petition stating said changes, signed by five (5%) of the voting members.

C. The Bylaws shall automatically be amended to conform with all Air Force Directives without submission to the general membership.

ARTICLE X

PARLIAMENTARY AUTHORITY

The rules contained in the latest revised edition of Robert's Rules of Order shall govern in all cases to which they are applicable and in which they are not inconsistent with Air Force Directives and the Constitution and Bylaws.

ARTICLE XI

DISSOLUTION

Dissolution of the OSC may be proposed by the Board of Governors. The proposed dissolution shall then be presented at the general membership meeting and shall become effective by a majority vote of the members present. Any funds or properties in excess of liabilities and expenses of dissolution shall be distributed as approved by the membership voting upon dissolution; all Welfare Funds shall be donated to charitable organizations. If the dissolution resolution contains no guidance for distribution of excess funds and property, such funds and properties shall be donated to the Air Force Aid Society in the name of the OSC.

BYLAWS OF THE WRIGHT-PATTERSON
OFFICERS' SPOUSES' CLUB

ARTICLE I

MEMBERSHIP

A. Membership eligibility for the OSC shall consist of:

1. Regular Members

- a. Spouses of all military officers on active duty at Wright-Patterson Air Force Base, including those of foreign nations.
- b. Spouses of U. S. Armed Forces Reserve and National Guard Officers serving on active duty at Wright-Patterson Air Force Base.
- c. Spouses of officers of the U.S. Armed Forces living in the greater Dayton area whose sponsors are on active duty elsewhere.
- d. Spouses of active duty officers of the U.S. Armed Forces assigned to a location in the greater Dayton area, other than Wright-Patterson Air Force Base.
- e. Commissioned Officers of the U.S. Armed Forces on active duty at Wright-Patterson Air Force Base. These members shall have all privileges and benefits of full membership, including the right to vote and hold office.

OSC members who are eligible for regular membership at the April election, but become ineligible for regular membership before the following April election, may continue regular membership until said following election. At that time regular membership will be terminated but an eligible member may retain associate membership upon request.

2. Associate Members

- a. Spouses of retired or deceased officers including those of foreign nations.
- b. Dependent adult relatives of the household of a military officer on active duty, retired, or deceased.
- c. Commissioned Officers of the U. S. Armed Forces on active duty not at Wright-Patterson Air Force Base.
- e. Civil Service employees, active and retired, in a grade equivalent to Commissioned Officer rank and their spouses.
- f. Unmarried former spouses of officers as defined in Air Force Directives.
- g. Retired Commissioned Officers of the U.S. Armed Forces.

h. Spouses of deceased Civil Service employees in a grade equivalent to Commissioned Officer rank.

i. Inactive and retired Reserve and National Guard Officers and their spouses.

These members shall have the privilege and benefits of membership, including the right to vote and to hold a Chair of Standing Committees, Special Volunteer Groups, Special Interest Groups, and Special Events Committees and Chairs of Individual Activities.

Associate members may hold elected office except the President, First Vice President and Second Vice President must be regular members. In the event that an executive board position remains vacant 3 months into the Board year, then the President may appoint any member in good standing to fill the position, with the approval of the Executive Committee.

3. Spouses of active duty members of the armed forces of foreign nations, who are residents or reside in the Wright-Patterson area. These members will have all the privileges and benefits of full membership excluding the right to hold office.

B. Termination of Membership

1. Failure to pay dues for more than three (3) months terminates membership. A member may be reinstated by reapplying for membership and paying a fee equal to the delinquent dues for the interim period.

2. A member must terminate their membership by notifying the Membership Chair.

3. Membership may be terminated for cause by two-thirds (2/3) vote of the Executive Committee. Members in question shall be notified in writing of the pending action and shall be given the opportunity to defend their status.

C. Guests

1. A person eligible for membership in the OSC may attend as a non-member for one (1) function only. The exception to this rule is if the event is a couple's function.

2. The membership has first priority for reservations. Therefore, the Board of Governors may limit guests during those events which may be oversubscribed.

3. All Chairs and individual activity Chairs are responsible for checking the eligibility of those attending their functions with the Membership Chair.

ARTICLE II

DUTIES OF THE BOARD OF GOVERNORS

A. The Advisor, or a delegated Honorary Advisor from the Advisory Group, shall be a member of all committees.

B. The duties of the elected officers shall be:

1. President

- a. Presides at all meetings of the OSC and the Board of Governors.
- b. Appoints all Chairs and co-Chairs to the Board with the approval of the Executive Committee.
- c. The President shall fill, with the approval of the Executive Committee, vacancies in the other elected offices.
- d. Reviews and signs all financial reports.
- e. Is an ex-officio member of all committees, except the Nominating Committee.
- f. Has the authority to approve an unbudgeted expenditure of an amount, not to exceed \$250.00, from the Administrative Fund.

2. First Vice President

- a. Performs the duties of the President in the President's absence and succeeds to the Presidency if at any time the President is unable to complete the full term of office.
- b. Serves as Protocol Officer for all OSC functions.
- c. Serves as Co-Chair of the December membership function.
- d. Serves as Custodian of all OSC properties.
- e. Performs such duties as delegated by the President.

3. Second Vice President

- a. Performs the duties of the First Vice President in the First Vice President's absence.
- b. Serves as Protocol Officer for all Board of Governors' functions.
- c. Serves as Co-Chair of the December membership function.
- d. Performs such duties as delegated by the President.

4. Secretary

- a. Records the minutes of meetings of the Board of Governors, Executive Committee, and general membership.
- b. Annually provides copies of the Constitution, Bylaws, proof of insurance, latest financial reports, and a list of current officers to 88 FSS/FSFR.
- c. Is custodian of the permanent records of the OSC.
- d. Performs such duties as may be delegated by the President.

5. Administrative Treasurer

- a. Is custodian of the Administrative Fund financial records and accounts of the OSC and will comply with the accounting and internal control requirements of Air Force Directives and the IRS.
- b. Is responsible for filing all income tax statements with the IRS.
- c. Is accountable for all monies in the Administrative Fund.
- d. In addition to the budgeted funds, may spend:
 - 1.) Up to \$250.00 (two hundred fifty) from the Administrative Fund upon approval of the President.
 - 2.) Over \$250.00 (two hundred fifty) from the Administrative Fund upon the approval of the Board of Governors.
- e. Notifies all members of their personal financial responsibility if there are not enough assets to cover liabilities.
- f. Presents books for financial review upon resignation or completion of term of office and presents all financial reports to the President for review and signature.
- g. Performs such duties as may be delegated by the President.

6. Welfare Treasurer

- a. Is custodian of the Welfare Fund financial records and accounts of the OSC and will comply with the accounting and internal control requirements of the Air Force Directives and the IRS.
- b. Is accountable for all monies in the Welfare Fund.
- c. In addition to the budgeted funds, may spend:

1.) Up to and including \$2000.00 (two thousand) from the Welfare Fund in any one budget year for any single recipient upon approval of the Board of Governors.

2.) Over \$2000.00 (two thousand) from the Welfare Fund upon approval of the membership.

d. Presents books for financial review upon resignation or completion of term of office.

e. Performs such duties as may be delegated by the President.

C. The Parliamentarian shall be appointed and shall:

1. Advise the Board of Governors and general membership on points of order and proper procedures in accordance with Air Force Directives, the Constitution and Bylaws of the OSC, the Policies and Procedures and Robert's Rules of Order.

2. Be custodian of the Constitution and Bylaws and assure that revisions are made in accordance with parliamentary procedure and Air Force Directives.

3. Take a vote of the Board of Governors or the Executive Committee by telephone or E-mail, when necessary, as directed by the President or the designated representative.

4. Serves as Chair of the Nominating Committee.

5. Perform such duties as may be designated by the President.

D. The President may appoint or delete Standing Committees with the approval of the Executive Committee as the need arises. The standing Committees may include:

1. Activities

2. Hospitality

3. Mah Jongg Book Sales

4. Membership

5. Newcomers and Nametags

6. Newsletter

7. Programs

8. Publications Manager

9. Reservations

10. Thrift Shop – The Thrift Shop will annually appoint their own Chair(s), with the approval of the OSC President and the Executive Committee.

11. Fundraising/Table Sales

12. Web coordinator

13. Welfare

14. Scholarship

E. Annually, the Special Volunteer Groups and Special Interest Groups will appoint Chair of their respective groups, with the approval of the OSC President and the Executive Committee. These Groups may include:

1. Museum Guides

2. Skylarks

3. International Spouses

4. Retired Officers' Wives and Widows

F. A Special Event or Special Events Committee is one that ceases to function after completion of its work and presentation of its final report. These committees may include:

1. Holiday Decorations

2. Welfare Fund Raisers – i.e. James Jewelers, Auction, Book Fair, Craft Shows

G. The President may appoint or delete Special Interest Groups, Special Events Committees and Special Volunteer Groups with the approval of the Executive Committee as the need arises.

ARTICLE III

ACTIVITIES BOARD

A. The Activities Board shall administer and direct the operations of the activities according to the policies as formulated by the Policies and Procedures of the Board of Governors.

B. Unless otherwise designated by the Board of Governors, the Activities Chair shall hold a minimum of two (2) Activities Board meetings. Additional meetings may be held as needed. An official copy of the meeting minutes will be submitted to the Secretary for retention.

C. The members of the Activities Board shall be:

1. Activities Chair
2. Activities Co-Chair
3. Individual Activities Chair (or co-Chair in case of absence)
4. Administrative Treasurer
5. First Vice President
6. The 88th Advisor

ARTICLE IV

NOMINATING AND ELECTION

A. Nominating Committee

1. The Nominating Committee shall be comprised of members in good standing, none of whom may be a candidate. The Parliamentarian shall act as Chair.

2. A member who has served on the Nominating Committee may not be nominated from the floor.

B. Election

1. The Nominating Committee shall serve as the Tellers Committee with the Parliamentarian acting as Chair.

2. When an election by secret ballot is required, votes by absentee ballot shall be accepted.

3. The President's ballot shall be used in case of a tie vote, unless the President is a candidate. In that case, the Chair of the Nominating Committee will cast the deciding vote.

C. Term of Office

1. Officers shall assume their duties at the Joint Board Meeting in May/June.

2. The President shall fill, with the approval of the Executive Committee, vacancies in the other elected offices.

3. Officers who were elected or appointed to an elected office have served a full term of office (6-12 months) are eligible for election to a consecutive term in the same office, not to exceed two (2) terms.

ARTICLE V

FINANCES

A. The OSC is a not-for-profit organization under Federal tax code 501 (c) (4). No individual member shall benefit financially from the accumulative funds of the OSC or to inure to their own benefit. Therefore no business nametags shall be worn, no business cards be distributed, and no business be solicited at any OSC function. The exception to this rule is that the Thrift Shop managerial, bookkeeping and custodial services may be provided by OSC members and members are eligible to receive OSC Scholarship awards, **subject to the limitations in ARTICLE VI, THRIFT SHOP, below.**

B. The Administrative Fund shall be used for operational expenses of the OSC (entertainment, publication, decorations, etc.). The Administrative Fund is comprised of membership dues and fifteen percent (15%) of net income from fund raising activities, and one hundred percent (100%) of the net income from special fund raising activities at membership meetings.

1. Funds which are excess to the operational expenses of the OSC after three years are transferred from the Administrative Fund to the Welfare Fund. In so acting, the Board of Governors shall assure that a reasonable sum, as stipulated in the OSC Policies and Procedures, shall remain in the Administrative Fund for use in the next board year.

2. The Administrative Budget Committee shall consist of the Executive Committee and any other persons so designated by the President.

3. The Administrative Budget, approved by the Board of Governors and posted for 30 days shall be presented to the general membership for their approval at a regular membership meeting.

C. The Welfare Fund is composed of accumulated funds from welfare fund raising projects and other sources of income and used exclusively for social welfare (community projects, scholarship, etc.), as detailed in the Welfare Guidelines.

1. The Welfare Committee shall consist of the OSC President, Second Vice President, The Advisor, Welfare Treasurer, Parliamentarian, Welfare Chair and Co-Chair, and Fundraising, Thrift Shop, and Mah Jongg Book Sales Chairs.

2. The Welfare Budget, approved by the Board of Governors, shall be posted for 30 days and submitted to the general membership for their approval at a regular membership meeting.

3. Non-budgeted requests shall be submitted by the Welfare Committee to the Board of Governors for their approval after approval by the Welfare Committee.

D. Any welfare fund raising project must be sponsored by the OSC with 85% of the net income going to the Welfare Fund.

E. Gifts and door prizes may be accepted but may not be solicited. The OSC will not lend financial support to any commercial advertising.

F. Financial Reviews shall be accomplished in accordance with Air Force Directives at the end of each fiscal year. Upon change of either of the two Treasurers during a fiscal year, an internal review shall be conducted by a committee consisting of the President, the remaining Treasurer, and the replacement Treasurer.

G. The OSC shall obtain public liability and property damage insurance to provide continuous protection against claims or lawsuits which may arise from commissions or omissions of its members when acting in any capacity for the OSC, including coverage for the operation of the Base Thrift Shop. Cost for insurance coverage for the Base Thrift Shop shall be paid from the net proceeds from Thrift Shop operations. Such insurance shall expressly provide that neither the United States nor any non-appropriated fund instrumentally shall be liable for any claims or judgments against the OSC or its members.

H. All members conducting business of the OSC shall be insured.

I. All OSC Activities, Organizations and Committees, to include the Thrift Shop, shall maintain a fiscal calendar to coincide with the OSC fiscal calendar, June 1st – May 31st.

ARTICLE VI

THRIFT SHOP

A. The OSC operates the Base Thrift Shop with the permission of the 88th ABW/CC for the benefit of families of the base community and the OSC Welfare Fund.

B. The Thrift Shop will maintain a bank balance sufficient to cover accounts payable, outstanding checks, one (1) month's average expenses, and an internal cash fund. All funds in excess of these requirements will be declared as profit and deposited in the OSC Welfare Fund. The Board of Governors must approve any increases to this balance.

C. The Thrift Shop Chair will submit a monthly financial statement, an annual report, and an annual budget to the OSC Board of Governors. The Chair, Manager and Bookkeeper (upon approval of the Board of Governors), and Day Chairs, up to a total of four positions, are authorized to sign checks and will be insured.

D. The management of the Thrift Shop is the responsibility of the Thrift Shop Committee and is governed by the Thrift Shop Policies and Procedures, in accordance with the OSC Constitution and By-Laws. The members of the Thrift Shop Committee shall be:

1. Thrift Shop Chair(s)
2. Thrift Shop Manager, if required (non-voting)
3. Thrift Shop Day Chair(s) and Co-Chair(s)
4. OSC President

5. The Advisor (non-voting)
6. Second Vice President
7. Welfare Treasurer

E. The Thrift Shop Committee will submit proposed changes to the Thrift Shop Policies and Procedures to the Board of Governors for approval.

F. The Thrift Shop Chair contracts for the Thrift Shop Manager, ~~if there is to be a Manager,~~ with the advice of the Thrift Shop Committee and approval by the Board of Governors.

G. Thrift Shop management and all operations, with the exceptions of other necessary OSC board approved employee/independent contractors, shall be performed by non-paid volunteers in order to maximize the value of the Thrift Shop to the WPAFB community, our Airmen and their families. Paid positions are to be a last resort, and the selection of paid employees or contractors shall be according to the process below. ~~The primary purpose of the existence of the Thrift Shop is to provide funds for the WPAFB community.~~

H. If non-paid volunteers are not available to perform the management and/or operational duties of the Thrift Shop, one or more paid employees and/or contractors of the Thrift Shop shall be competitively selected after a job notice and job description are publicly displayed through appropriate venues, such as The Wright Word, the base newspaper, etc., annually per OSC calendar year. ~~If two or more competitive candidates apply, to the satisfaction of the hiring committee,~~ the hiring process shall include mandatory interviews of the best candidates to be performed by a committee formed of the OSC President, OSC Second Vice President, Thrift Shop Chair, Thrift Shop Advisor and OSC Welfare Treasurer. ~~All paid employees and contractors must be eligible for membership in and members of the OSC.~~

I. Pay for any employees or contractors shall be appropriate to the tasks required, based on comparable wages at other base Thrift Shops. Services of the paid employee or contractor shall be maximized during any paid shift.

J. On the occasion it becomes necessary to fill a Thrift Shop position with a paid employee or contractor, the job description, including all terms and wages, shall be publicly displayed and freely accessible in the entry of the Thrift Shop for the duration of the hiring process so that all volunteers and customers have unimpeded access to this information.

K. The monthly financial statement of the Thrift Shop shall be publicly displayed and freely accessible in the entry of the Thrift Shop. The financial statement information to be displayed shall include, at a minimum, the percentage of income consumed within the Thrift Shop as overhead expenses, and the funds contributed to Welfare.

L. The Thrift Shop strives to maintain the sum total of all wages paid to all employees and/or contractors at or below 25% of the total annual income. Thrift Shop income and expenses shall not include any funds paid to or payable to consignors.