WRIGHT – PATTERSON OFFICERS’ SPOUSES’ CLUB
CONSTITUTION

Article I. Name
1.1. The name of the organization is the Wright-Patterson Officers’ Spouses’ Club (WPOSC).

Article II. Purpose
2.1. The purpose of this club is to enrich the lives of military members and their families, promote charitable relations with the local community and provide its members with social and philanthropic opportunities.

Article III. Authority
3.1. This organization is a private organization as defined by Air Force Instruction (AFI) 34-223, Private Organization Program and in accordance with all applicable civil and military laws and regulations; it is not part of the Department of Defense or any of its components and has no government status (AFI 34-223 10.17).
3.2. The WPOSC is a private, self-sustaining Internal Revenue Service (IRS) recognized 501(c)4, social welfare, non profit organization.
3.3. This organization operates The Base Thrift Shop, an IRS recognized 501(c)4, social welfare, non profit organization.
3.4. This constitution is the WPOSC’s request to operate as a private organization on Wright-Patterson Air Force Base (WPAFB) (AFI 34-223 Section 9).

Article IV. Membership
4.1. Membership in the WPOSC is voluntary.
4.2. Classification, responsibilities, rights and privileges are defined in the WPOSC Bylaws; provided, however, that membership will not be denied due to age, race, religion, color, national origin, disability, ethnicity, gender, sexual orientation or gender identity (AFI 34-223 Section 10.2).
4.3. Members pay non-refundable dues annually in accordance with WPOSC Bylaws.

Article V. Administration
5.1. The Board of Governors (BOG) is comprised of an advisory group, membership elected executive officers and appointed chairpersons; BOG will serve as administration for the WPOSC as specified in the club bylaws.
5.2. The executive committee provides council and oversight for the club and includes: president; advisor; honorary president; honorary advisor(s); first vice president; second vice president; administrative treasurer; welfare treasurer; secretary; parliamentarian.

Article VI. Meetings
6.1. Business of the WPOSC will be conducted at regularly scheduled meetings of the BOG, committee or general membership, as described in the WPOSC Bylaws and BOG Policy & Procedures (P&P).
6.2. The president may call or postpone BOG and general membership meetings with executive committee approval, provided all members are given reasonable notice.
6.3. The president will call or postpone executive committee meetings, as needed.

Article VII. Parliamentary Procedure
7.1. All voting will be conducted in accordance with the bylaws, specifically, quorums and majority rule, as defined in Article VIII of WPOSC Bylaws.
7.2. The rules contained in the current edition of Robert’s Rules of Order Newly Revised will govern the WPOSC in all cases to which they are applicable, provided they are not inconsistent with the constitution or bylaws.
Article VIII. Finance

8.1. Annual membership dues, 15 percent of Mah Jongg book sale profits and incidental fees will be deposited into the administrative (admin) fund to meet the WPOSC’s operational expenses.

8.2. Income from welfare donations, Base Thrift Shop profits, 85 percent of Mah Jongg book sale profits and welfare account interest will be deposited into the welfare account to fund WPOSC scholarships and charitable endeavors; funds must not transfer to the administrative fund (WPOSC Bylaws Article 9).

8.3. The admin, welfare and thrift shop funds are administered by the BOG as stipulated in the bylaws (WPOSC Bylaws Article 9).

8.4. The treasurer(s) will create monthly and year end financial reports as requested or required (AFI 34-223 10.6.2).

8.5. End of year financial review or audit, depending on annual gross income, along with appropriate tax forms will be completed by a certified public accountant and submitted to the 88th Force Support Squadron/Force Support (FSS/FSR) (AFI 34-223 10.7).

8.6. No part of the WPOSC’s net earnings may accrue to the benefit of any person having a personal or private interest in the activities of the organization. No member will benefit financially solely as a result of the member's affiliation with the club (AFI 34-223 10.5.2).

8.7. The WPOSC fiscal year runs 1 June through 31 May.

Article IX. Liability

9.1. Members will be made aware they are jointly and severally liable for obligations of the WPOSC (AFI 34-223 10.15).

9.2. Liability insurance commensurate with the risk involved will be obtained by this organization for its sponsored activities and persons, unless waived by the appropriate base authority (AFI 34-223 10.15).

Article X. Dissolution

10.1. Upon approval of the BOG and two-thirds of general membership present, the WPOSC may dissolve by: notifying the 88th Wing Commander or designee; paying all debts; disbursing welfare funds, admin funds and property to a membership approved charitable organization(s) (e.g. Air Force Aid Society) (AFI 34-223 12-12.3).

Article XI. Amendments & Adoption

11.1. Amendment proposals may be submitted in writing to the parliamentarian by a general member in good standing; proposals may be accepted, modified or rejected.

11.2. The documents committee will conduct a review biennially, on request of the BOG or as required.

11.3. Adoption or amendment of these bylaws requires two-thirds general membership approval and ratification by the 88th Wing Commander or their designee.

Monica Lewis, President
Wright-Patterson Officers’ Spouses’ Club

Laurie Sherman, Advisor
Wright-Patterson Officers’ Spouses’ Club

THOMAS P. SHERMAN, Col, USAF
Commander
WRIGHT – PATTERSON OFFICERS’ SPOUSES’ CLUB
BYLAWS

BYLAWS TABLE OF CONTENTS

Article I. Purpose 2
Article II. Membership 2
  2.1. Categories
  2.2. Member Privileges & Restrictions
  2.3. Membership Dues
  2.4. Resignation, Termination and Grievance
Article III. Guests 3
  3.1. Guest
  3.2. Conditions & Provisions
Article IV. Board of Governors (BOG) 3
  4.1. BOG Term
  4.4. Advisory Group
  4.5. Executive Officers
  4.6. Chairs and Committees
  4.7. Special Interest / Volunteer Groups
Article V. Meetings 5
Article VI. Minutes 5
Article VII. Nominations and Elections 6
Article VIII. Quorums & Voting 6
  8.1. Quorum
  8.2. Methodology
  8.3. Mandated Voting
  8.4. Voting Privileges
Article IX. Finance 7
  9.1. Fiduciary
  9.2. Budget
  9.3. Fundraising
  9.4. Insurance
Article X. Base Thrift Shop (TS) 8
Article XI. Standing Rules 8
Article XII. Adoption & Amendment 9

THIS IS A PRIVATE ORGANIZATION. IT IS NOT A PART OF THE DEPARTMENT OF DEFENSE OR ANY OF ITS COMPONENTS AND IT HAS NO GOVERNMENTAL STATUS
Article I. Purpose

These bylaws establish instructions for the operation and conduct of the Wright-Patterson Officers’ Spouses’ Club (WPOSC), Wright-Patterson Air Force Base (WPAFB), Ohio, as administered by the Board of Governors (BOG).

Article II. General Membership

2.1. Categories

2.1.1. Regular Member will be assigned to or reside within 100 miles of WPAFB and meet one of the following conditions:

2.1.1.1. Spouse of an active duty commissioned officer in the US Armed Forces or Reserve Component (RC).

2.1.1.2. Active duty commissioned officers of the US Armed Forces or RC.

2.1.2. Associate Member will reside within 100 miles of WPAFB and meet one of the following conditions:

2.1.2.1. Spouse of a retired or inactive commissioned officer in the US Armed Forces or RC.

2.1.2.2. Retired or inactive commissioned officer in the US Armed Forces or RC.

2.1.2.3. Active and retired civil service employees and spouses in a grade equivalent to commissioned officer rank (GS-9 and above).

2.1.2.4. Spouse or an active duty or retired commissioned officer of a foreign armed forces.

2.1.2.5. Resident adult dependent of an active duty, retired or deceased commissioned officer.

2.1.2.6. Former spouses who are eligible for benefits under Public Law 97-252, Title 10 “Uniformed Services for Spouses Protection Act”.

2.1.2.7. Widow/Widower of a US Armed Forces commissioned officer or civil service equivalent.

2.2. Member Privileges & Restrictions

2.2.1. Members must remain in good standing; a member in good standing is defined as one who has submitted a completed application and paid their dues in full.

2.2.2. Members in good standing will remain in their current membership category until fiscal year end regardless of their sponsor’s duty status.

2.2.3. Regular members:

2.2.3.1. May vote, file grievances, win prizes, attend events, including ‘members only’ and maintain priority reservations (Bylaws Article 3, 5, 7 & 8).

2.2.3.2. Are eligible to hold the office of president, first vice or second vice president so long as their sponsors’ retirement date is not within the first 10 months of the fiscal year (June-March).

2.2.4. Associate members retain all regular member rights except hold office of president, first vice or second vice president unless both of the following conditions are met:

2.2.4.1. The position is vacant for three consecutive months.

2.2.4.2. Obtain executive committee approval.

2.3. Membership Dues

2.3.1. The BOG will review dues annually and publish for member view no later than May.

2.3.2. Dues year is 1 June through 31 May.
2.4. **Resignation, Termination and Grievance**

2.4.1. Members may resign from the WPOSC, in writing, through the membership chair and resignation is effective upon receipt.

2.4.2. Membership may be terminated, in writing, with executive committee approval, for the following:

   2.4.2.1. Delinquent fees as defined by the BOG.
   2.4.2.2. Bringing discredit upon the WPOSC including willful violation of governance, thereby prohibiting attendance as a member or guest.

2.4.3. Reinstatement requires executive committee approval and payment of delinquent fees.

2.4.4. Member grievances may be submitted, in writing, to the executive committee through the secretary.

### Article III. Guests

3.1. **Guest**

   3.1.1. Membership includes guest privileges:

      3.1.1.1. Immediate family members, including spouses, may attend general membership meetings and activities; exclusions and conditions apply (Bylaws 3.2).

      3.1.1.2. Guests of a member who are ineligible for membership may attend four general membership meetings or activities; exclusions and conditions apply (Bylaws 3.2).

   3.1.2. Individual(s) eligible for membership may attend up to two WPOSC events within 30 days prior to becoming a member; exclusions and conditions apply (Bylaws 3.2).

   3.1.3. The president and advisors may invite honorary guests on behalf of the WPOSC.

3.2. **Conditions & Provisions**

   3.2.1. Guests may attend club events, excluding ‘members only’, as space allows.

   3.2.2. Additional guest fees apply where applicable.

   3.2.3. Members are financially responsible for their guests.

   3.2.4. Members will submit guest names to the reservation chair or activity lead prior to an event.

   3.2.5. Members must accompany their guests.

   3.2.6. Guest(s) will be at least 16 years of age.

   3.2.7. Members may bring their infant(s) under six months of age to a general membership event; attendance at activities will be considered by the activity lead.

   3.2.8. Guest(s) are ineligible to win prizes at general membership meetings (Bylaws 9.5.3).

   3.2.9. Members are responsible for obtaining base access for their guest(s), if needed.

### Article IV. Board of Governors (BOG)

4.1. BOG members accept a one year term beginning 1 June, not to exceed two consecutive terms without executive committee approval, and will chair or engage committees as described in club governance, BOG Policy and Procedure (P&P) and their respective position description.

4.2. Term vacancies of elected officers will be filled in order of succession or by appointment of the president with executive committee approval.

4.3. Removal from a BOG position may occur, with executive committee approval, for conduct unbecoming or detrimental to the WPOSC.
4.4. **Advisory Group**

4.4.1. The advisory group provides counsel, information and policy guidance to facilitate the club’s mission.
4.4.2. Advisory group membership will be extended to the following:
4.4.3. Advisor: 88th Wing Commander (CC) spouse or in their absence, the vice CC spouse.
4.4.4. Honorary president: Air Force Material Command (AFMC) CC spouse or in their absence, the vice CC spouse.
4.4.5. Honorary advisor: maximum of four, CC spouses of the Air Force Life Cycle Management Center (AFLCMC), Air Force Research Laboratory (AFRL), Air Force Institute of Technology (AFIT), Air Force Security Assistance Center (AFSAC), National Air and Space Intelligence Center (NASIC) and the 445th Airlift Wing, or the Vice CC spouses.
4.4.6. Advisory group members pay dues and are non-voting BOG members; however, advisors retain all rights and privileges of club membership.

4.5. **Executive Officers**

4.5.1. The president will: appoint BOG members, preside over club meetings, serve as the WPOSC representative to the base and local community and perform or delegate other duties described in the position description or as needed.
4.5.2. First vice president facilitates membership and social activities and performs other duties as described in the position description; fulfills responsibilities of president or second vice in their absence.
4.5.3. Second vice president provides oversight for welfare and volunteer activities and performs other duties as described in the position descriptions; fulfills responsibilities of president or first vice in their absence.
4.5.4. Secretary completes administrative tasks for the executive committee, BOG and general membership meetings as described in the position description.
4.5.5. Administrative treasurer is responsible for managing the administrative fund according to these bylaws, Air Force Instruction (AFI) and the position description (AFI 34-223 and Bylaws Article 9).
4.5.6. The welfare treasurer manages the welfare fund according to these bylaws, AFI and the position description (AFI 34-223 and Bylaws Article 9).
4.5.7. Parliamentarian ensures procedural compliance with governance and performs other duties outlined in the position description.

4.6. **Chairs and Committees**

4.6.1. The president, with executive committee approval, will appoint chairs and committees, excluding special interest, sufficient to execute the responsibilities and purpose of the WPOSC.
4.6.2. Position descriptions will be maintained by the parliamentarian and made available as required or requested.
4.6.3. Permanent committees advise the BOG in functional areas and operate according to approved constitution, bylaws, job descriptions, BOG P&P and committee charters (i.e. BOG P&P addendum, committee manual etc.) that set forth its purpose and procedures.
4.6.3.1. Activity leads assist the chair with organizing events, completing reports and sharing information on the activities committee.
4.6.3.2. The Administrative (admin) budget committee, chaired by the administrative treasurer, creates and monitors the WPOSC administrative account.
4.6.3.3. Documents committee, chaired by the parliamentarian, facilitates governance revision as required or requested.
4.6.3.4. The nominating committee, chaired by the parliamentarian, organizes the annual nomination and election process.
4.6.3.5. The scholarship chair supervises a scholarship committee as part of the WPOSC effort to provide competitive educational scholarships.
4.6.3.6. The Base Thrift Shop chair is nominated by the TS committee, approved by the executive committee and serves as the BOG liaison.
4.6.3.7. The welfare chair, assisted by the welfare committee, administers welfare donations on behalf of the WPOSC.
4.6.3.8. Welfare budget committee, chaired by the welfare treasurer, is charged with creating and monitoring the WPOSC welfare account.

4.7. Special Interest / Volunteer Groups
4.7.1. Special Interest / Volunteer Groups, to include the International Spouses’ Club (ISG), National Museum of the United States Air Force Museum Guides and The Base Thrift Shop (TS), are standing groups.
4.7.2. The ISG and museum guides will appoint a liaison to the BOG; executive committee approval required.

Article V. Meetings
5.1. General membership meetings will be held monthly, September through May, unless rescheduled or cancelled by the president, with executive committee approval (Constitution 6.2).
5.2. General members and guests must receive authorization from the president prior to attending a BOG meeting as outlined in BOG P&P.
5.3. The president may designate a meeting as ‘Executive Session’, thereby prohibiting disclosure of subject matter, discussion or statements to anyone other than attendees (Bylaws 6.3).
5.4. The president, with executive committee approval, may prohibit guest attendance at a general membership event by designating it ‘Members Only’.
5.5. Meeting venue and platform will be at the discretion of the host.

Article VI. Minutes
6.1. Minutes will be taken at all meetings, may be voice recorded for accuracy and will reflect the attendees actions and archived by the secretary (Robert’s Rules, Revised, Article 10).
6.2. Minutes from BOG meetings will be approved by the BOG, endorsed by the president, sent to the 88th Force Support Squadron (FSS) CC, as requested or required, archived by the secretary (AFI 34-223).
6.3. Minutes from general membership meetings will be approved by the BOG, endorsed by the president and archived by the secretary.
6.4. Minutes from executive committee meetings will be endorsed by the president and archived by the secretary.
6.5. Executive session minutes will be kept separate from regular WPOSC minutes and will not be available for review except by the meeting attendees (Robert’s Rules, Revised, Article 10).
6.6. Approved minutes will be available to view by the general membership upon request.
Article VII. Nominations and Elections

7.1. The 'slate' of nominees will be announced by the parliamentarian at the general membership meeting in March.
7.2. Nominating committee members will not be considered in the slate of nominees, however they may accept a floor nomination.
7.3. Floor nominations open when the slate is presented; nominee's written consent required prior to election.
7.4. Elections may be conducted via ballot, acclamation, consent, email, virtual, mail or phone.
7.5. Election ballots are not required however, when used ballots will remain confidential and destroyed within twenty-four hours of poll closing.
7.6. Annual officer elections will be conducted by the parliamentarian in April.

Article VIII. Quorums & Voting

8.1. Quorum
   8.1.1. General membership quorum is ten percent of membership.
   8.1.2. BOG or committee quorum is two-thirds of voting members.
   8.1.3. All eligible members with a valid email address will be acceptable to conduct an email vote.

8.2. Methodology
   8.2.1. BOG, committee and general membership voting is determined by relative majority (i.e. most votes cast) except for the following, requiring two-thirds consent: constitution/bylaws adoption, revision or amendment; general member dismissal or reinstatement; dissolution.
   8.2.2. Permitted voting methods include: ballot, acclamation, consent, email, virtual and phone (Robert’s Rules Revised).
   8.2.3. Absentee voting is prohibited.
   8.2.4. Abstention is permitted; abstentions are not called nor counted (Robert’s Rules, Revised).
   8.2.5. Virtual voting will be conducted following in person guidelines.

8.3. Mandated Voting
   8.3.1. The BOG must first approve all motions put to vote before the general membership.
   8.3.2. Unbudgeted expenditures more than $1,000, excluding scholarships, require BOG approval.
   8.3.3. Items requiring general membership vote will be available for view at least 14 days prior.
   8.3.4. Email voting requires presidential authorization and will remain open no less than 12 but not more than 72 hours.

8.4. Voting Privileges
   8.4.1. A member in good standing is eligible to cast one vote per motion on BOG approved items.
   8.4.2. Voting ex-officio members of all committees will be the president.
   8.4.3. Non-voting ex-officio members of the BOG and all committees will be the parliamentarian and as available, advisory group members.
   8.4.4. The president does not vote as a member of the BOG, except to break a tie; voting is permitted on required committees and as a general member.
Article IX. Finance

9.1. Fiduciary

9.1.1. Admin fund reserve of $5,000 to be administered as outlined in the BOG P&P.
9.1.2. Admin fund surplus in excess of $5,000 will transfer to the welfare fund at fiscal year end.
9.1.3. The president, admin treasurer and first vice president are authorized to sign on the administrative fund; two signatures required.
9.1.4. The welfare fund may maintain surplus funds with executive committee approval.
9.1.5. The president, welfare treasurer and second vice president are authorized to sign on the welfare fund; two signatures required.
9.1.6. The TS chair, manager, bookkeeper, and president are authorized to sign on the TS account; two signatures required.
9.1.7. The president, treasurer and incoming treasurer will conduct an internal financial review whenever a treasurer leaves office.

9.2. Budget

9.2.1. The admin fund budget requires membership approval no later than May.
9.2.2. The welfare fund budget requires BOG approval no later than May.
9.2.3. The TS budget requires BOG approval no later than May.
9.2.4. Budget approval(s), revisions or reallocations require BOG approval.
9.2.5. Membership will be notified of admin and welfare budget approval(s), revisions or reallocations.

9.3. Fundraising

9.3.1. Requires executive committee approval and meets all of the following criteria:
9.3.1.1. Requires 88th Wing CC or designee approval.
9.3.1.2. Must not exceed three per quarter (AFI 34-223 10.10.2).
9.3.1.3. Must not compete with AAFES Non-Appropriated Funds (NAF), Air Force Assistance Fund (AFAF) drive or the Combined Federal Campaign (CFC) (AFI 34-223 10.8).
9.3.1.4. Must not use uncompensated FSS resources (AFI 34-223 Section 10).
9.3.2. Net proceeds from approved internal fundraising will benefit either the admin or welfare account at the discretion of the executive committee provided membership is given prior notice.
9.3.3. The club may accept gifts; however, solicitation is prohibited on and off base (AFI 34-223 and Ohio Attorney General).
9.3.4. Public or printed donor recognition is prohibited (AFI 34-223 10.19.1.3).
9.3.5. Fundraising raffles must be approved by the 88th CC and JAG; not exceed three per quarter; comply with state and local laws; must not be conducted in the workplace; will not include monetary prizes and must directly support Department of Defense (DoD) personnel or families (AFI 34-223 10.20-10.20.7).
9.4. Insurance

9.4.1. The WPOSC will 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 WPOSC, including coverage for the operation of the thrift shop.

9.4.2. Thrift shop insurance coverage will be expensed from TS operational proceeds.

9.4.3. Coverage must expressly include, “neither the United States nor any non-appropriated fund instrumentality shall be liable for any claims or judgments against the WPOSC or its members.”

9.4.4. Bonding insurance will be considered for account co-signers.

Article X. Base Thrift Shop (TS)

10.1. The thrift shop committee administers the Base Thrift Shop on behalf of the WPOSC in support of the welfare fund as detailed in these bylaws and TS operating procedures.

10.2. The Base Thrift Shop is operated by volunteers, however the following positions may be contracted: manager, bookkeeper and custodian; additional paid employees or contractors are permitted with BOG approval.

10.3. Employee contracts will be negotiated by the executive committee in coordination with the TS chair.

10.4. TS wages over 35 percent of the total income, after consignor and sales tax payout, requires BOG approval.

10.5. The executive committee and thrift shop chair will meet annually, in February, to conduct employee reviews and continued employment contract determinations.

10.6. A competitive hiring process will be used to fill contract positions and will coincide with the WPOSC fiscal year, every three years or as needed.

10.7. Priority hiring may be given in order listed: TS volunteers, WPOSC general membership, general public.

Article XI. Standing Rules

11.1. The following disclaimer must be prominently displayed on all print and electronic media: “The WPOSC is a private organization. It is not a part of the Department of Defense of any of its components and it has no governmental status.” (AFI 34-223 10.1.2.3).

11.2. The WPOSC will not sell nor serve alcoholic beverages for profit on base (AFI 34-223 10.14).

11.3. Use of DoD or component insignia is prohibited (AFI 34-223 10.1.1).

11.4. All publically released information requires presidential authorization.

11.5. Direct or indirect unauthorized distribution of member information is prohibited.

11.6. The WPOSC prohibits hazing or harassment (AFI 34-223 10.3).
Article XII. Adoption & Amendment

12.1. Amendment proposals may be submitted in writing to the parliamentarian by a general member in good standing; proposals may be accepted, modified or rejected.

12.2. The documents committee will conduct a review biennially, or on request of the BOG or as required.

12.3. Adoption or amendment of these bylaws requires two-thirds general membership approval and ratification by the 88th Wing Commander or their designee.