

THE CONSTITUTION OF THE ACADEMY SPOUSES' CLUB
January 2023

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ARTICLE I – NAME AND AUTHORITY

Section 1

The name of this association shall be the “Academy Spouses’ Club,” hereinafter referred to as the “ASC.”

Section 2

The ASC exists on the United States Air Force Academy at the discretion and written consent of the 10th Air Base Wing Commander (hereinafter referred to as the 10 ABW/CC) or approving authority and will adhere to the guidance on the conduct of Private Organizations pursuant to AFI 34-223 Private Organization (PO) Program, and all other applicable Air Force Instructions. Furthermore, the ASC Social and Recreational Account operates as a 501c (7), the ASC Welfare and Charitable Account operates as a 501(c)(3) and the Thrift Shop operates as a 501(c)(3)—according to the Internal Revenue Code (IRC).

All activities and functions of this association shall follow applicable regulations and when required be approved by the 10 ABW/CC or approving authority.

The business of the ASC shall be conducted as a Private Organization with no affiliation, sponsorship, or guarantee whatsoever with or by the government of the United States of America or its agencies. No assets or funds of the ASC may be in any case claimed by said government except through lawful contract or due process. Said government shall not incur any obligation of the ASC.

ARTICLE II – MISSION

Have Fun Make Friends Give Back

The Academy Spouses’ Club strives to foster strong bonds between military connected spouses and raise funds to support the Pike’s Peak/local military community.

ARTICLE III – ADMINISTRATION

Section 1 – General

The ASC shall be administered in accordance with this approved Constitution and Bylaws and other applicable directives under the supervision of the Governing Board. Programs and activities conducted by the ASC shall not prejudice or discredit the military service or other agencies of the United States Government. Furthermore, at no time shall the ASC propagate extremist activities, advocate violence against others, or the violent overthrow of the

Government, or seek to deprive individuals of their civil rights. Unless otherwise provided herein or in the Bylaws, all business shall be conducted in accordance with Robert’s Rules of Order (revised).

Section 2 – Legislative Compliance

The ASC will comply with state and/or local laws concerning licensing, certification, or registration in regard to its activities. The ASC will be responsible for ensuring applicable fire and safety regulations, environmental laws, local, State, and Federal tax codes (Section 501(c)(3) and 501(c)(7) of the Internal Revenue Code), applicable laws on labor standards, and compliance with any other applicable statutes and regulations within the operation of the ASC.

Section 3 – Board Term/Fiscal Year

The Board Term year shall run from the date of installation of officers in May to the next installation of officers the following May (with the understanding that all positions will complete any unfinished business by May 31. The fiscal and membership year shall run from 1 June through 31 May of the following year.

Section 4 – ASC Sponsored Activities

ASC sponsored activities are defined as any activity planned by the ASC Governing Board for ASC members with no accrual of personal financial gain by any individual ASC member. The ASC shall not engage in any activity that competes with, or conflicts with, authorized activities of non-appropriated fund instrumentalities or appropriated fund Government functions.

Section 5 – Refusal of Organizations

The ASC Governing Board reserves the right to refuse any organization or business donations and vendors.

ARTICLE IV – OFFICERS AND GOVERNING BODY

Section 1 – Governing Board

The Governing Board of the ASC shall consist of the Elected Officers (Executive Board), Honorary President, Honorary Vice President, Advisor(s), Appointed Officers (Chairpersons of Standing Committees), and the Parliamentarian. Each member shall have one (1) vote with the exception of the President, Honorary President, Honorary Vice President, Advisor(s), and Parliamentarian, who are non-voting members. In the case of Co-Chair positions, that Standing Committee shall have only one vote. The President shall vote only in case of a tie. The Governing Board shall:

- a. Ensure that the purpose and objectives of the ASC are met during the transaction of its routine business and activities.
- b. Establish policies and procedures for the ASC in accordance with the ASC

Constitution and Bylaws and all applicable Air Force Instructions and with consent of the 10 ABW/CC.

- c. Approve all expenditures essential for the operation of the ASC and ensure all disbursements are within the purpose for which this ASC was established through an approved budget.
- d. Hold office for one year beginning with installation or appointment and ending with the Board Term year. Officer may hold the same office for no more than two consecutive years. At the end of the second year, Officer may be elected or appointed to another position on the Board. After 1 year in that position, Officer may be elected or appointed to any other position.

Section 2 – Elected Officers

Elected officers of the ASC shall be the President, First Vice President, Second Vice President, Secretary, Welfare Treasurer and Operational Treasurer. Elected officer positions of President and 1st Vice President will be active-duty spouses selected from the Active Membership and the remaining Elected officer positions will be selected from the Active Membership. All-nominees must be members in good standing of this association- (Article V, Section 2). The election process is outlined in Article XII - Elections.

Section 3 – Executive Board

The Executive Board of the ASC shall consist of the Elected Officers, Honorary President, Honorary Vice President, Advisor(s), and Parliamentarian. The Executive Board shall meet at the discretion of the President. Any recommendation made by the Executive Board requiring a vote shall be referred to the Governing Board.

Section 4 – Appointed Officers

The President shall appoint a Parliamentarian and officers to act as Chairpersons of each Standing Committee. Appointed officers are encouraged to form a committee from general membership to assist them.

Section 5 – Honorary President, Honorary Vice President, and Advisor(s)

The ASC President shall invite the spouse of the USAFA Superintendent to the position of Honorary President of the ASC. The position of Honorary President may be left vacant.

The ASC President shall invite the spouse of the USAFA Command Chief Master Sergeant

(CCM) to the position of Honorary Vice President of the ASC.

The position of Honorary Vice President may be left vacant.

The ASC President shall invite the 10 ABW/CC spouse or their designee to the position of Advisor. At the discretion of the ASC President, additional advisors (spouse of Vice Superintendent, spouse of Commandant of Cadets, spouse of Dean of Faculty may be invited at to serve.

Honorary President, Honorary Vice President, and Advisor(s) shall be eligible to vote as an Active Member at General Board meetings only, upon payment of membership dues.

Advisors attend all ASC Board, TSA Board and Committee meetings.-Advisors may distribute ASC workload as needed.

Honorary President(s) attends ASC Board Meetings in an advisory capacity and will be invited to Committee meetings to attend in an advisory capacity.

Section 6 – Vacancies

Should a vacancy occur in the office of President, the First Vice President will fill that office. In the case of simultaneous vacancies in the office of the President and First Vice President, the Second Vice President will assume the office of President. If the Second Vice President is unable to assume the duties of the President, the Honorary President, Honorary Vice President, and Parliamentarian will obtain nominations from the Governing Board and conduct a secret ballot election by the Governing Board. In this event, the ASC will continue to operate under the supervision of the Honorary President, Honorary Vice-President and Advisors until the position of President is filled. Vacancies in elected offices other than the President will be filled by nomination of the President and election by a majority vote of the Governing Board.

Section 7 – Early Termination of Office

If an appointed chairperson is not fulfilling their obligations, a new chairperson may be appointed by the President, at their discretion. In case of termination or resignation, notification will be in writing

ASC Governing Board members are presumed to have resigned upon their permanent departure from the USAFA area.-or upon their failure to two (2) ASC Board meetings. Upon recommendation of the ASC Executive Board, the ASC governing Board reserves the right to request a resignation from any board member, at any time, due to failure of fulfilling their job duties. ASC Governing Board members must notify their Vice President and/or President if they are unable to attend a board meeting. Executive Board members must notify the President if they are unable to attend a board meeting.

Section 8 – Incomplete Slate

In the event of an incomplete executive board slate, except for the office of President, the vacant position(s) shall be appointed by the incoming President as soon as is reasonably possible and approved by a majority vote of the Governing Board.

ARTICLE V – MEMBERSHIP

Section 1 – General

Membership will not be discriminatory based on age, race, religion, color, national origin, disability, ethnic group, or gender (including pregnancy, gender identity or sexual orientation) Membership will be voluntary and will become effective upon payment of dues as provided in this article. Membership shall consist of Active, Associate, and Honorary Members as defined herein. Members are encouraged to read these by-laws as a condition of informed consent. Members are personally liable for all debts of the organization in the event of bankruptcy, insolvency or dissolution. Dues are nonrefundable.

Section 2 – Standing

A member in good standing is one who has paid the appropriate dues, incurred no outstanding ASC debts, and is in compliance with the current Constitution and Bylaws, policies, and has signed the Code of Conduct.

Section 3 – Active Membership

Active Membership will entitle the individual the right to vote, the right to hold office (with the exception of President and 1st Vice President, in which case only an Active-Duty Spouse may hold these positions), and the right to receive appointments to committees. Active Members must renew their membership and pay dues annually. Active Membership will be extended to the following:

- a. Spouses of active-duty military personnel assigned to the Pikes Peak Region, remote areas or on unaccompanied tours.
- b. Spouses of Reservists and National Guard, who reside in the Pikes Peak Region.
- c. Spouses of retired military personnel, who reside in the Pikes Peak Region.
- d. Mil to Mil Spouses, assigned to the Pikes Peak Region.
- e. Widows or widowers of active duty or retired military personnel, who reside in the Pikes Peak Region.
- f. Spouses of fallen heroes, who reside in the Pikes Peak Region.

Section 4 – Associate Membership

Associate Members will pay annual dues, may vote, and may hold an appointed board position.

Associate membership will entitle the individual to all the rights and privileges of Active Membership except the right to hold elected positions. Associate Membership will be extended to the following:

- a. Spouses of government employed civilians, currently employed on USAFA.
- b. Persons approved for associate membership by the Governing Board of the ASC.
- c. Spouses of international service members, residing in the Pikes Peak Area.
- d. Spouses of inbound active duty with orders to USAFA.

Section 5 – Honorary Membership

Honorary Members do not pay dues, vote, or hold elected office. They may serve on committees and participate in all ASC-sponsored activities. Honorary membership shall last for one ASC Board's fiscal year (1 June – 31 May) and may be renewed as necessary. Honorary Members shall be eligible to vote as an Active or Associate Member upon payment of membership dues. The following defines those eligible for Honorary Membership.

- a. Spouses of honorary commanders
- b. Spouses of MIA or KIA service members
- c. Civic & Community members, as designated by the Honorary President and the President of the ASC.

Section 6 – Membership Termination

Membership may be denied or withdrawn under such conditions as prescribed by the Governing Board, provided such conditions are nondiscriminatory according to age, race, religion, color, national origin, disability, ethnic group, or gender (including pregnancy, gender identity or sexual orientation) Reasons for termination may include but are not limited to violating code of conduct, failure to pay social fees, incurred unauthorized ASC debt, and not in compliance with the current Constitution and By-laws.

Section 7 – Special Considerations

Guests are welcome to attend one membership event hosted by the ASC– and are required to become a member to attend additional events. Persons not eligible for membership may attend ASC functions as a guest provided the function is not designated as “members only.” ASC members are responsible for all ~~debts~~ fees and expenses incurred and behavior of their guests at all events. In the interest of community relations, the Honorary President, Honorary

Vice President, Advisor(s), and/or President may issue invitations for special occasions to members of the local communities at no expense to the ASC:

Article VI – FINANCES

Section 1 – Revenue

The revenue necessary to execute the mission shall be derived from dues or fees paid by the membership, Thrift Shop earnings, donations and fundraising conducted by the ASC when approved and conducted under the supervision of the Governing Board.

Section 2 – Approval of 10 ABW/CC

All fundraising activities not confined to the ASC membership shall have prior approval of the 10 ABW/CC per AFI 34-223. Note that fundraising is not allowed during the Combined Federal Campaign (CFC) or Air and Space Force's Association fundraising.

(Request letter goes to 10 FSS/FSP at the MPS building/333-4628)

Section 3 – Allocation of Revenue by Account

The ASC shall have three separate bank accounts – the Social and Recreational Account (Operating Account), the Welfare and Charitable Account (Welfare Account) and the Thrift Shop Account.

- a. Social and Recreational Account (Operating), 501(c)(7) (EIN 84-603216)
 1. This account must be supported by membership dues, internal fundraisers, and ways and means profits (gross income minus expenses)
 2. Earnings may not benefit any person.
 3. Up to 35% of gross income may be received from non-member sources. No more than 15% of that 35% may be received through rental of ASC property or facilities to a non-member. Failure to adhere to the 35% rule may result in loss of tax-exempt status. The IRS designation of a 501(c)(7) prohibits the issuing of tax-exempt receipts for donations. For further 501(c)(7) guidance, visit irs.gov.
 4. At the end of the fiscal year, a minimum balance of \$2000.00 must be held in reserve.
- b. Welfare and Charitable Account (Welfare), 501(c)(3) (EIN 84-0766419)
 1. This account is supported by all other revenue streams, to include, but not limited to Thrift Shop proceeds, special fundraising, auctions, and sales to non-members.
 2. Monies from this account cannot be transferred to the Social and Recreational Account because these monies were specifically donated with the intent to support the community.
 3. Welfare requests and scholarships will be funded through this account.

4. At the end of the fiscal year, a minimum balance of \$2000.00 must be held in reserve.
- c. Thrift Shop Account (501(c)(3) (EIN84- 0882334)
 1. This account is supported by Thrift Shop sales.
 2. Monies are transferred from this account to the Welfare and Charitable account quarterly or more frequently as needed.
 3. At the end of the fiscal year, a minimum balance of \$25,000.00 (which is on average 3 months of thrift shop expenses) must be held in reserve.

Section 4 – Financial Review of Accounts

The financial records for all three accounts shall be submitted by the Thrift Shop Bookkeeper for the annual financial in accordance with Air Force Instructions (AFI) 34-223.

- a. Both Welfare and Operating Treasurers' books-financial records shall be submitted to the Thrift Shop Bookkeeper no later than 15 June or upon resignation/termination.
 - b. Should there be a mid-term vacancy, a full financial review is not required.

The

Thrift Shop Bookkeeper will facilitate conducting the Financial Review Checklist (Appendix A)

- c. On completion of the Financial Review, new treasurer(s) will be added to the bank account.
- d. It is the responsibility of both the Welfare and Operating Treasurers (or the Executive board in the absence of a treasurer) to continue to pay bills during the financial review.

Section 5 – Term of Obligations

The ASC Board shall not incur any financial obligations that extend beyond its term of office without providing adequate funding over and above sufficient operation funds.

Section 6 – Liability of Indebtedness

In no event shall the United States Government be held liable for any indebtedness incurred by the members of the club.

Section 7 – Payment Terms

Both Welfare and Operating Treasurers shall pay all obligations of the ASC in accordance with the fiscal year, to include but not limited to monthly bills, sales taxes, and any reimbursements within five (5) working days of receipt.

Section 8 – Authorization of Expenditures

- a. Board members must adhere to the approved annual budget for their position.
- b. Expenditures from \$1 – \$99 not covered in annual budget – Vice President or President must approve.
- c. Expenditures over \$100 not covered in annual budget – Governing board must authorize.
- d. Single item expenditure over \$1000 not covered in annual budget – Governing board must authorize and must be approved by the General Membership.
- e. A single expenditure over \$250 but within the board members annual budget – President must approve.

Section 9 – Expenditures and Reimbursements

The Governing Board shall approve all expenditures for the operation of the ASC, which may include reimbursement to the Air Force Academy for utility expenses, and shall ensure that disbursements are within the purpose for which the ASC was established (per sound business practices) and do not exceed the budget. Reimbursement forms for any expenses incurred during the fiscal year must be reported to the respective treasurer within 60 days, but no later than the end of the fiscal year (31 May). The Governing Board shall at no time appropriate or authorize the obligation of monies in excess of funds actually on hand or subscribed.

Section 10 – Budgets

The proposed Operating, Welfare and Thrift Shop budgets will be presented for approval at the first social (General Membership meeting), typically held in September. Approval shall consist of a majority of those present.

A budget review will be held in January by committee and approved by a majority vote at the next Governing Board meeting.

Section 11 – Monetary Benefit

No ASC member shall benefit, personally or professionally through their association with the ASC. ASC member private information shall not be used for non-ASC business.

Section 12 – Check Policy

All checks written from either the General Operating Account, Welfare Account or Thrift Shop Account will require signatures from two of the three bank account signatories for all amounts over \$500.00- All checks under \$500.00 only require one signature.

Section 13 – Changing of Financial Institutions

If either the Welfare or Operating Treasurer presents substantial financial evidence in the best interest of the ASC to switch financial institutions, a change of institutions may only be made with approval of the ASC Executive Board.

Section 14 – Signatories of ASC Accounts

A minimum of three signatories are required on the ASC account(s). The three signatories shall be President, Welfare Treasurer or Operational-Treasurer, and one other Executive Board Member (in order of preference, respective Vice President, Secretary). The Thrift Shop Account shall be the President, 2nd Vice President, and Welfare Treasurer.

Section 15 – Determining Membership Dues

The dues of ASC members shall be decided by the Governing Board. An individual is an ASC member once their dues are received. Dues may be prorated (amount determined by the Governing Board at the January meeting) as of February 1st for the remainder of the club year. No ASC dues or any portion of ASC dues shall be refunded upon the departure of any member regardless of any reason.

ARTICLE VII – FISCAL LIABILITY

The membership is liable for organizational debts in the event its assets are insufficient to discharge liabilities. Neither the United States Air Force Community nor the United States Government will incur or assume any liability on behalf of, or as a result of, the activities of the ASC. An individual member of the ASC will not be personally liable for the negligent conduct of the ASC or its members unless he/she authorizes assets to, participates in, or otherwise ratifies such conduct, per AFI 34-223-

ARTICLE VIII – INSURANCE

Section 1 – Coverage

The ASC must secure adequate insurance to protect against public liability and property damage claims that may arise as a result of activities of the organization or one or more of its members acting on behalf of itself, or the operation of any equipment, apparatus or device under the control and responsibility of the ASC, per AFI 34-223. Policy is maintained at the Thrift Shop and on the ASC google drive.

ARTICLE IX – PROPERTY

The property of the ASC shall consist of such articles as may properly come into its possession. The property shall be accounted for by the Operational Treasurer and the 1st Vice President-Property is stored in the bank room at the Thrift Shop. An inventory shall be maintained and available on the ASC google drive.

ARTICLE X – RECORDS

Section 1 – Historical Files

A historical file consisting of the following permanent records will be maintained by the Secretary for a period of four (4) years, after which the records will be destroyed. Documents of historical interest may be maintained in permanent storage at the discretion of the Governing Board.

- a. The most current original copy of the Constitution and Bylaws, signed by all parties, which gives the ASC the approval to operate on the installation.
- b. Annual list of members.
- c. Current inventory of physical and financial assets.
- d. A copy of current applicable Air Force Instruction (AFI).
- e. After action reports (AARs) for each position.
- f. IRS Tax Exemption Certificate.

Section 2 - Permanent Files

MISSING FROM THE ORIGINAL DOCUMENT – 18 May 2023 UPDATE

ARTICLE XI – MEETINGS VOTING AND QUORUMS

Section 1 – General Membership Meetings

General Membership meetings are open to the general membership, and may include functions and other social activities. General membership meetings will be held at least four (4) times a year. All business meetings of the general membership shall be governed by procedures set forth in Robert’s Rules of Order unless otherwise provided for in the ASC Constitution or Bylaws. If a Governing Board member has an agenda item for the general membership meeting, it must be submitted in writing to the President at least 48 hours prior to the scheduled meeting.

Section 2 – Governing and Executive Board Meetings

At the discretion of the Executive Board, the Governing Board will meet monthly, June through May. This schedule will be announced to general membership at the beginning of the membership year. The Executive Board will meet at the discretion of the President.

Section 3 – Quorum

A quorum shall consist of a majority (more than 50 percent) of the voting members of the Governing Board. The vote of the majority of the quorum present shall govern.

Each governing board member (except the President and the Parliamentarian) a single vote in all matters brought to the Board. The President only votes in the event of a tie.

Advisors do not have a vote at governing board meetings-

Section 4 – General Member Attendance

ASC members in good standing may attend any ASC Governing Board meeting. Said member will comply with Robert’s Rules of Order (revised), will be an observer, will have no vote, and time will be provided at the end of the meeting for member comments.

Section 5 – Special Meetings

The Governing Board will call a Special Meeting of the general membership when necessary.

Section 6 – Voting when the Governing Board is not in session:

When an immediate decision is required, the President is authorized to make a request for an electronic vote. The following guidelines apply and must be utilized when voting is required outside of the scheduled meeting of the Governing Board.

- a. The President will authorize the Parliamentarian to implement electronic voting.
- b. The Parliamentarian will provide each member of the Governing Board with the details of the issue to be voted on and will execute a vote electronically.
- c. All members of the Governing Board must be contacted and given 72 hours to submit their vote and a quorum must be met.
- d. The email subject must indicate a vote is required within 72 hours. The email must contain the full motion, the name of the individual who made the motion and the who seconded the motion.
- e. Governing Board Members must submit their vote expeditiously (72 hours from when the email is sent). A simple majority vote of the quorum is necessary to approve the motion.
- f. The President will inform the Honorary President, Honorary Vice President and the Advisor(s) of the vote and will notify the Governing Board members of the vote. The Parliamentarian will include the vote and its result in their board report to ensure it’s included in meeting minutes.
- g. The minutes will include the exact words of the motion, names of the members who either could not be reached for polling or did not respond to such polling before the deadline, and the exact accounting of the vote.

Section 7 – Proxy Voting:

There shall be no proxy voting.

Section 8 – Parliamentarian Authority

All parliamentary procedures not covered by the Constitution and Bylaws shall be covered by Robert’s Rules of Order (revised).

ARTICLE XII – ELECTIONS

Section 1 – Nominations

A Nominating Committee will be created and chaired by the Parliamentarian. The Nominating Committee will be composed of ASC general members in good standing who do not wish to apply for an ASC executive board position.

Eligibility:

- a. Nominating Committee members must recuse themselves if they are nominated for an executive board position.
- b. President and 1st Vice President, must be an Active-Duty Spouse.
- c. Only Active members in good standing can be nominated for an executive board position.

Timeline:

- a. January: Parliamentarian forms Nominating Committee
- b. February: Nominating Committee actively recruits for executive board positions. Methods could include governing board meeting, general membership meeting and emails to membership.
- c. March: Nominating Committee continues to recruit until the March General Membership meeting. Nominations from the General Membership will be accepted, with the prior written approval of the nominees, through the March General Membership meeting. The nominating Committee will meet after the March General Membership Meeting to comprise the slate of candidates
- d. April: The Nominating Committee will present the slate of candidates at the April General Membership meeting. No nominees will be added after the Nominating Committee has finalized the slate of candidates. Prior to voting, if there is a vacancy in the slate of candidates, the Nominating Committee can approve an eligible nominee

Section 2 – Officer Election Process

Voting will begin at the April General membership meeting and will continue for 72 hours to accommodate absentee voting. The parliamentarian will notify the general membership of the upcoming election and outline the process to request a ballot. A quorum will be established by the number of members who request a ballot.

The officers shall be elected from and by the General Membership at the April meeting for a term of one year (June 1st – May 31st): Elections will be by secret ballot for those offices with multiple candidates (with the President casting a sealed ballot to be open only in case of a

tie); by simple show of hands for those offices with a single candidate. Candidates receiving a simple majority of the votes cast by the members present shall be elected. The Parliamentarian shall serve as the Election Officer.

After the election, if there is an individual interested in filling a vacant executive board position, the parliamentarian will notify the general membership. A vote by members will be required and will follow the established ASC election protocols as mentioned above.

Article XIII – Board Transition

Section 1 – Position Turnover

There should be a minimum of 2 weeks between the elections and the final board meeting in May to allow the incoming/outgoing board members sufficient time for one-on-one training/orientation.

Section 2 – Final Board Meeting (May)

Should be held after the May General Membership meeting to allow the outgoing board to host their last social and close-out financials.

The outgoing and incoming boards will be present at the ASC Board meeting in May (Right Seat, Left Seat Meeting). This meeting will be chaired by the outgoing President and shall be the responsibility of the outgoing ASC Board. The incoming ASC Board will sit slightly to the right and behind the Chairperson they will be replacing. After all old business is completed, the incoming ASC Board members will switch seats with the outgoing members.;

The new ASC

President will introduce their newly elected officers and appointed chairpersons and conduct their first board meeting with assistance from the outgoing board. Recommended agenda items: establish dues for the next board year, review/update membership application, determine dates for board training, set date for bank signature changeovers, confirm incoming board members contact information, set date for Super Sign-up. Additionally, individual board position shall schedule a transition meeting which will occur before June 1st, Vice Presidents shall schedule meetings with their direct reports. The incoming President will adjourn the meeting when completed. Minutes shall be taken:

Section 4 – Assumption of Duties

Elected officers and appointed chairpersons will assume their duties-at the May board meeting. All binders and pertinent information will be passed from the outgoing to incoming board members at this time.

ARTICLE XIV – REVISIONS AND AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Section 1 – Revisions

The ASC Constitution and Bylaws will be reviewed bi-annually and revised as needed through committee (Article XIII, Section 4) and completed in conjunction with the revalidation request by the end of the fiscal year (May 31) of each odd year.

Section 2 – Amendments to the Bylaws

Amendments to the Bylaws will be considered at any time when submitted by a member, in writing and signed, at least two (2) weeks prior to any board-meeting.-The amendment request will be submitted to the governing board for discussion and recommendation. Amendments to the Bylaws must be approved by:

- a. A majority vote of the Governing Board present in a duly constituted meeting.
- b. A majority vote of the members presents and voting in a duly constituted meeting of the General Membership.
- c. 10 ABW/JA or approving authority. (Give to 10 FSS/FSR (Private Org) to forward up to JA for approval)

Section 3 – Constitutional Amendment Approval

Amendments to the Constitution will be considered through the bi-annual Constitutional and Bylaw Review process (Article XIV, Section 4). Additionally, the ASC President may convene a Special Review Meeting as deemed necessary by the board. The Special Review Committee will review the Constitution and report its recommendations to the Board no later than one month following the call to review. If changes to the constitution are necessary, notice will be given to the General Membership. Constitutional Reviews must be approved by:

- a. A majority vote of the members of the Board present in a duly constituted regular or special meeting.
- b. A majority vote of the members presents and voting in a duly constituted meeting of the General Membership.
- c. The 10 ABW/CC or approving authority. (Give to 10 FSS/FSR (Private Org) to forward up to JA for approval)

Section 4 – Constitution and Bylaw Review Process

The Constitution and Bylaws review committee will be chaired by the Parliamentarian who shall:

- a. Convene a committee comprised of the ASC President, Advisor(s), one Governing Board Member and one non-Board member. The Parliamentarian will consider

additional members as needed. The Honorary President and Honorary Vice President will also be invited to serve on the review committee. If a consensus cannot be reached, (voting members of this committee include Parliamentarian, Governing Board Member and General Member. President only votes to break a tie

- b. Announce committee formation at the September General Membership meetings.
- c. Receive proposed amendments from any member, in writing and signed, at least two (2) weeks prior to initial committee meeting.
- d. Report the committee recommendations to the board and request approval that the revised Constitution and Bylaws be presented to the General Membership for approval in a duly constituted General Membership meeting.
- e. Make the proposed amendments to the Constitution and Bylaws available in writing (electronically an accepted alternative) to the General Membership in a duly constituted General Membership meeting for a vote for approval at that time.
- f. Submit the updated ASC Constitution and Bylaws to 10 FSS/FSR (Private Org), who will in turn submit to the 10 ABW/JA for final approval. (Private Org. is located in the Community Center in the FSS building and documents are delivered to them for approval by the 10 ABW/CC and JA)
- g. Remain in contact with Private Org to ensure copy with all signatures is received and maintained in ASC records.

ARTICLE XIV– ADOPTION

Section 1 – General

This Constitution shall become effective upon adoption in a duly constituted regular or special meeting of the General Membership with a majority vote of the eligible members present and upon approval of the 10 ABW/CC. Furthermore, the final approved copy of the Constitution and Bylaws must be published and made available to the General Membership. This Constitution shall supersede all previous Constitutions and amendments except that it shall not affect elected officers nor specific agreements and contracts entered into under the terms of previous constitutions until such terms of agreements or contracts shall have reached their expiration dates.

Section 2 – Final Authority

No article in this Constitution shall be construed to deprive the 10 ABW/CC of the final authority to approve all changes to the Constitution.

Section 8: Amendments

Proposed changes to this Constitution will be agreed to and approved by the TSA Board.

ARTICLE XV– DISSOLUTION

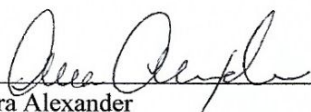
On dissolution of the association (so decided by affirmative vote of a majority of the general membership present and without any provision to meet again in the future), the funds of the association, all residual assets, and properties (after payment of all liabilities) shall be distributed to benefit the military community after first complying with applicable Colorado laws. If liabilities exceed assets, all members shall be assessed a pro rata share for remaining debts after assets have been liquidated and applied toward liabilities. Any funds remaining after liquidation can be held in escrow for a period of one (1) year for the purpose of reorganization.

ARTICLE VIII - APPROVAL

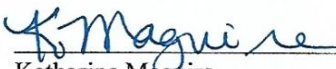
This Constitution was approved by the Governing Board of the Academy Spouses' Club on May 18, 2023.

This Constitution was approved by the General Membership on May 19, 2023.

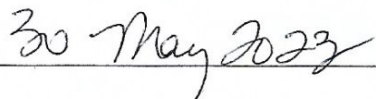
In witness thereof, the following officers affix their signature.




Arra Alexander
President, ASC



Katharine Maguire
Secretary, ASC



Date



Date

10th Air Base Wing Commander

Date