

THE CONSTITUTION OF THE ACADEMY SPOUSES' CLUB
March 2021

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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 operates as a 501c(3) and 501c(7)—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.

Section 3

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 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) 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. With the exception of the Scholarship Chair since this may take until August) . 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 and 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, 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 will be members in good standing of this association. The election process is outlined in Article XII.

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 select a committee to assist them with their job duties.

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

The position of Honorary President of the ASC shall be held by the spouse of the USAFA Superintendent—or their designee or a designee of the USAFA Superintendent..

The position of Honorary Vice President of the ASC shall be held by the spouse of the USAFA Command Chief Master Sergeant (CCM) —or their designee or a designee of the USAFA Chief Master Sergeant. If a designee is not available, however, the position of Honorary Vice President may be left vacant.

The position(s) of Advisor(s) shall be the 10 ABW/CC spouse and other(s) as appointed by the Honorary President.

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 shall attend all ASC Board, TSA Board and Committee meetings in an advisory capacity.

Honorary President(s) will attend all 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.

If in the event an appointed position chairperson is unable to fulfill their obligations for a period of eight(8) weeks or more, a new chair may be appointed by the President, at their discretion.

Section 7 – Early Termination of Office

ASC Governing Board members are presumed to have resigned upon their permanent departure from the USAFA area or upon their failure to attend three (3) ASC Board meetings if, as brought to the attention of the ASC Executive Board, they do not have a valid explanation for their failure to attend the 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.

Section 8 – Incomplete Slate

In the event of an incomplete 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 race, color, creed, sex, disability, or national origin. 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.

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 procedures of the ASC.

Section 3 – Active Membership

Active Membership will entitle the individual to 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. In fact, 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.

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 (See Article IV, Section 5):

- a. The spouse of the USAFA Superintendent— or their designee or a designee of the USAFA Superintendent—in the position of Honorary President.
- b. The spouse of the USAFA/CCM — or their designee or a designee of the USAFA/CMM—in the position of Honorary Vice President.
- c. Advisor(s), as designated by the Honorary President.
- d. Spouses of MIAs and KIAs, and 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 from a member of the ASC under such conditions as prescribed by the Governing Board, provided such conditions are nondiscriminatory according to race, creed, sex, disability, or national origin. Membership in the ASC may be terminated at any time at the request of the member. Requests shall be submitted to the Membership Chairperson. Dues are not refundable and non-transferable.

Section 7 – Special Considerations

Guests are welcome to attend one membership event hosted by the ASC. Membership is then required to attend additional membership 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 incurred and behavior of their guests at all events, i.e., functions and special 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.

Article VI – FINANCES

Section 1 – Revenue

The revenue necessary to pursue the objectives described in Article II shall be derived from dues or fees paid by the membership, Thrift Shop earnings, donations and revenue-producing activities conducted by the ASC when approved and conducted under the supervision of the Governing Board.

Section 2 – Approval of 10 ABW/CC

All revenue-producing activities not confined to the ASC membership shall have prior approval of the 10 ABW/CC. (Request letter goes to 10 FSS/FSP at the MPS building/333-4628)

Section 3 – Definition of Accounts

The ASC shall have three separate bank accounts – the Operating Account, the Welfare Account and the Thrift Shop Account.

- a. Division of the Welfare requests will be discussed monthly as needed. Scholarship monies will be decided each year no later than the March Governing Board meeting.

- b. Dues and monies raised from the membership go into the General Operating Account.
- c. ASC Ways and Means profits (gross income minus expenses) as well as vendor fees earned at functions will go into the ASC General Operating Account.
- d. Revenue (gross income minus expenses) acquired through special fundraising events (i.e. Auction), must go into the Welfare Account and may not be transferred to the General Operating Account. Revenue, to include ASC Ways and Means, made at the event.
- e. In the event that there is revenue remaining in the General Operating Account in excess of necessary expenditures of the fiscal year, funds may only be transferred to the Welfare Account after an approving vote of the Governing Board. In the event the revenue available exceeds \$1,000, a majority vote of the General Membership is also required.
- f. At the end of the fiscal year, minimum balances of \$1,500 must be held in reserve in the General Operating Account, \$2,000 must be held in reserve in the Welfare Account and \$5,000 must be held in reserve in the Thrift Shop Account, in addition to money already allocated, but not yet paid out.

Section 4 – Financial Review of Records (Welfare and Operating)

Both Welfare and Operating Treasurers' books shall be submitted for financial review to a Certified or Licensed Public Accountant in accordance with Air Force Instructions or Policy letters regarding Private Organizations at the Air Force Academy.

- a. Both Welfare and Operating Treasurers' books shall be submitted for financial review not later than two weeks after the end of the ASC fiscal year (May 31) or upon resignation/termination of either the Welfare or Operating Treasurer.
- b. With the exception of those being reviewed, records shall be turned over to both new Welfare and Operating Treasurers immediately following the end of the fiscal year.
- c. It is the responsibility of both the Welfare and Operating Treasurers to continue to pay bills during the financial review.

*FROM AFI:

10.7. Private Organizations with certain levels of gross annual revenue must undergo audits and financial reviews at the Private Organization's own expense: (T-2)

10.7.1. Certified Public Accountants perform annual audits of Private Organizations with gross annual revenues of \$250,000 or more. Use of a Certified Government Financial Manager is permitted in overseas locations when the Resource Management Flight Chief documents that a Certified Public Accountant is not available.

10.7.2. Accountants (Certified Public Accountant not required) perform annual financial reviews of Private Organizations with gross annual revenues of \$100,000, but less than \$250,000. Accountants conduct these reviews and provide written verification of the accounting data and other relevant information.

10.7.3. Private Organizations that have gross annual revenues of less than \$100,000, but more than \$5,000, normally are not required to conduct an independent audit or financial review. However, such Private Organizations must provide an annual financial statement to the Force Support Resource Manager/Resource Manager Flight Chief no later than 20 days following the end of the Private Organization's fiscal year. (T-2)

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

The Governing Board must authorize any expenditure of funds not covered in the annual budget that exceeds \$100. A single item expenditure of over \$1,000, not covered in the annual budget must be approved by the General Membership. All expenditures within any single officer's budget exceeding \$250, must be approved by the President.

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. Any expenses incurred during the fiscal year must be reported to the respective treasurer within 60 days for reimbursement, but no later than the end of the fiscal year (May 31). 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 General Operating Budget will be presented for approval at the first General Membership meeting. Approval shall consist of a majority of those present. If either the Welfare or Operating Treasurer deems necessary, a subsequent revised budget will be determined in January by committee and approved by a majority vote at the next Governing Board meeting.

Section 11 – Monetary Benefit

No monetary benefit or personal or professional gain will accrue to any member of the ASC Governing Board through their association with the ASC.

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..

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

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

Section 15 - Membership Dues

The dues of ASC members shall be decided by the Governing Board at a duly constituted meeting. If a member is in arrears after 2 months, they will be dropped from formal correspondence. Dues will be prorated (amount determined by the Governing Board) as of January 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.

ARTICLE VIII – INSURANCE

Section 1 – Coverage

The ASC has secured 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.

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 with sound business practices and a record of the same maintained with the permanent record.

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 letter of approval to operate on the installation.
- b. The most current original copy of the Constitution and Bylaws.
- c. The most current record of approval of the Constitution and Bylaws.
- d. Current list of members.
- e. Current inventory of physical and financial assets.
- f. A copy of current applicable Air Force Instruction (AFI).
- g. After action reports (AARs) for each position.
- h. IRS Tax Exemption Certificate.

ARTICLE XI – MEETINGS AND QUORUMS

Section 1 – General Membership Meetings

Meetings open to the General Membership are defined as General Membership meetings, 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. Any agenda item to be presented at a General Membership meeting 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 elected officer and appointed chairman (except the President and the Parliamentarian) have 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.

Section 4 – General Member Attendance

ASC members in good standing may attend any ASC Governing Board meeting. Those wishing to address the Governing Board may do so after notifying the ASC President no less than 48 hours in advance of the meeting. Said member will have no vote and will comply with Robert's Rules of Order (revised) while in attendance.

Section 5 – Special Meetings

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

Section 6 – 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 office. Should a Nominating Committee member elect to apply or is nominated for a ASC board position, the said member should be recused from the committee. The Nominating Committee should meet at least two (2) months prior to the election, along with appropriate notice given to the General Membership. Nominations from the General Membership will be accepted with the prior written approval of the nominees at the March meeting. Active members defined to be in good standing shall be nominated for elected office, except the right to hold the position of President or 1st Vice President, which must be an Active Duty Spouse. The nominating Committee will meet after the March General Board Meeting to comprise the Slate which will be presented at the April General Membership meeting. Any nominees that come in after the Committee has met, will be presented after the elections for a Board vote.

Section 2 – Officer Elections

The officers shall be elected from and by the General Membership at the April meeting for a term of one year. 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.

Section 3 - Final Board Meeting of the Year

There will be a joint ASC Board meeting in May with the old and new boards present (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 adjourn the meeting when completed. All binders and pertinent information will be passed from the outgoing to incoming board members at this time.

Section 4 – Assumption of Duties

Elected officers will assume their duties immediately after installation, which will take place at the General Membership meeting during the month of May. Appointed officers will assume their duties upon appointment.

ARTICLE XIII – AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Section 1 – General

The ASC Constitution and Bylaws will be reviewed and potentially revised bi-annually 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 and/or the bi-annual Constitution and Bylaw Revision Committee Meeting. Amendments to the Bylaws must be approved by:

- a. A majority vote of the Governing Board present in a duly constituted meeting.
- b. 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 XIII, 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 Bylaws 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 and Bylaw 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 present 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. Nominate members in good standing to the President for official appointment. At a minimum, the committee shall include the ASC President, Advisor(s), one Governing Board Member and one non-Board member. The Honorary President and Honorary Vice President will also be invited to serve on the review committee.(Voting members of this committee include Parliamentarian, Governing Board Member and General Member. President only votes to break a tie). Committee composition shall be certified no later than two (2) weeks prior to the meeting.
- b. Announce committee date at the November and December General Membership meetings.
- c. Receive proposed amendments from any member, in writing and signed, at least two (2) weeks prior to bi-annual 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)

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.

ARTICLE XV – THRIFT SHOP

Section 1: Name and Purpose

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

The ASC Thrift Shop is located at the United States Air Force Academy..

The ASC Thrift Shop operates with the approval of the 10 ABW/CC and the ASC Board.

The primary purpose/mission of the Thrift Shop is to provide funds for the Academy Spouses’ Club Charitable Organization to use toward scholarships and grants in the surrounding community. No part of the ASC Thrift Shop’s gross earnings may be used to benefit, financially or otherwise, any person having a personal or private interest in the activities of the Thrift Shop.

The ASC Thrift Shop provides authorized individuals a convenient medium to sell, donate and/or purchase previously owned merchandise.

Section 2: Patrons

CUSTOMERS: Purchases may be made by anyone who has access to the installation.

CONSIGNORS: Authorized personnel consist of any active duty military, retired military, guardsmen, reserve military, military dependents, and all customers with DoD I.D. card privileges and civilian personnel of the Armed Forces.

- a. Consigned items shall be entered onto a consignor contract by persons of the age of 18 or older and those who possess a valid DoD ID card as mentioned in the above paragraph.
- b. One (1) account per household/per family (with the exception of dual military) shall be authorized.
- c. Each consignor will be allowed to consign the maximum amount of items allowed daily unless they are on the posted ASC Thrift Shop “Do Not Take” list.

DONORS: Donations may be made by anyone who has access to the installation.

Section 3: Thrift Shop Advisory Board

The Thrift Shop Advisory Board, hereinafter referred to as the “TSA Board”, shall oversee the ASC Thrift Shop and be an ASC member in good standing.

- a. Members may serve more than one year, if re-appointed. Reappointments are made annually during the month of June.
- b. The ASC 2nd Vice-President or their designee is the presiding officer over the TSA Board throughout the year.
- c. The TSA Board will establish and maintain the Operating Policies and Procedures of the Thrift Shop with recommendations from the Manager.

Section 4: Meetings and Procedures

The TSA Board will meet quarterly or more at the discretion of the TSA Board. Minutes of the meeting must be prepared by the ASC Secretary and provided to each TSA Board member.

A quorum for the TSA Board meeting shall consist of one half of the presently filled board voting positions.

TSA Board members with voting rights are the ASC Welfare Treasurer, ASC Secretary and ASC TS Manager. The presiding officer only votes to resolve a tie vote. If the presiding officer cannot attend then the President of the ASC will fill in their place and vote accordingly. In the absence of the additional voting members a vote may be sent by proxy. The Presiding Officer, Honorary President(s) and ASC Advisor(s), Bookkeeper and Parliamentarian are Non-Voting members of the TSA Board.

Members of the TSA Board shall maintain the confidentiality of the board meeting proceedings. No outside visitors may attend an TSA Board meeting without prior approval from the Presiding Officer.

Section 5: Operations

The ASC Thrift Shop will be open from 0930-1400 hours Tuesday- Friday.

The ASC Thrift Shop will be closed on Federal Holidays and 10 ABW designated Family Days. The ASC Thrift Shop follows Academy School District (ASD) 20 for weather closures, will open one hour late if ASD20 is delayed and may close for inclement weather days. Any changes to the above schedule will be at the Manager’s discretion.

The ASC Thrift Shop will close 1 week during the ASD20 scheduled Spring Break, 2-3 weeks in July at the Manager’s discretion, 1 week for Thanksgiving and 2 weeks for Christmas.

Section 6: Financial Responsibility

The ASC Thrift Shop will work on a fiscal year of 1 June through 31 May. An annual review shall be conducted upon any changes of the bookkeeper or at the discretion of the TSA Board. If the ASC Thrift

Shop's gross annual revenue is \$250,000 or more a Certified Public Accountant , with no connection to the ASC Thrift Shop, must do an annual audit. If the gross annual revenue is between \$100,000 but less than \$250,000 an Accountant (CPA is not required) will perform an annual financial review and will provide written verification of the accounting data and other relevant information. A copy of this review will be provided to the ASC Board as well as on file in the ASC Thrift Shop and on file with the 10 ABW/CC. (Give to 10 ABWFSS/FSR (Private Org).

*FROM AFI:

10.7. Private Organizations with certain levels of gross annual revenue must undergo audits and financial reviews at the Private Organization's own expense: (T-2)

10.7.1. Certified Public Accountants perform annual audits of Private Organizations with gross annual revenues of \$250,000 or more. Use of a Certified Government Financial Manager is permitted in overseas locations when the Resource Management Flight Chief documents that a Certified Public Accountant is not available.

10.7.2. Accountants (Certified Public Accountant not required) perform annual financial reviews of Private Organizations with gross annual revenues of \$100,000, but less than \$250,000. Accountants conduct these reviews and provide written verification of the accounting data and other relevant information.

10.7.3. Private Organizations that have gross annual revenues of less than \$100,000, but more than \$5,000, normally are not required to conduct an independent audit or financial review. However, such Private Organizations must provide an annual financial statement to the Force Support Resource Manager/Resource Manager Flight Chief no later than 20 days following the end of the Private Organization's fiscal year. (T-2)

The ASC Thrift Shop Bookkeeper will be responsible for handling all requirements for federal and state tax purposes; such as tax forms to be filed for the non-profit reports.

All checks issued by the ASC Thrift Shop will be signed by the ASC Thrift Shop Bookkeeper. In the absence of the Bookkeeper the ASC President, 2nd Vice-President, Welfare Treasurer or TS Manager can sign checks. Checks over \$500 will have two(2) signatures or, if paid electronically, the Manager will approve the invoice.

Annual Budget - The TSA Board shall submit an annual budget to the ASC Board for review and approval, with a mid-year review conducted by the TSA Board and submitted to the ASC Board for approval.

An itemized monthly financial statement will be provided to the ASC Board by the Bookkeeper.

Access to funds in the safe is limited to the Bookkeeper, Manager, 2nd Vice President and paid employees. The amount of funds stored overnight is not to exceed \$300.

A list of all persons who have safe access and access to the building must be on file in the ASC Thrift Shop office.

The Manager and Cashiers are required to deposit all monies on a daily basis and request change to ensure that the correct funds are available for the next business day. The deposit slip is to be returned to the Bookkeeper the next business day.

All monthly proceeds after expenses will be given to the ASC Board in support of their Scholarship and Charitable endowment, as long as the account reserves are met..

Any expenditure in excess of \$200, not provided for in the annual budget, must be approved by the TSA Board.

Section 7: Employees

The ASC Thrift Shop paid positions include the Bookkeeper, Cashiers, Donation Coordinator and Manager. . Each contract shall be reviewed at the end of January for continuance in the stated position.

Application/Resumes will be accepted for a 15-day period. At the end of the 15-day period qualified applicants will be interviewed. All Applicants must be able to obtain a pass to access the military installation. The ASC Thrift Shop Interview Committee will hire the Manager and Bookkeeper and shall be composed of, but not limited to the ASC President, ASC 2nd Vice President and an ASC Honorary President or Advisor. Upon completion of the interviews, a recommendation will be made to the TSA Board for their approval. The TS Manager and ASC 2nd Vice President will conduct interviews and hire cashiers.

Section 8: Amendments

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

ARTICLE XVI – 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.

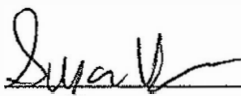
Article XVII – APPROVAL

This Constitution was approved by the Governing Board on 8 Apr. 21

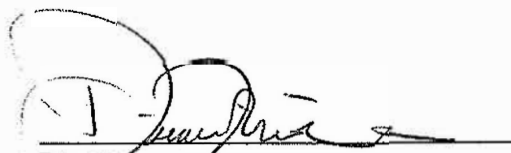
This Constitution was approved by the general membership at a regular General Membership Meeting of the Academy Spouses' Club held on 20 Apr. 21.

MAY 5 '21 13:25

In witness whereof, the following officers affix their signature.



Susan Vaughn
President, ASC



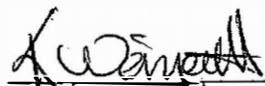
Desiree Misamore
First Vice President, ASC

23 APR 21

Date

23 APR 21

Date



Kelli Weinerth
Parliamentarian, ASC

23 Apr. 21

10th Air Base Wing Commander