

# **Davis-Monthan Spouses' Club Constitution**

## **April 2022**

### **Article I: Name and Purpose**

- A. The name of this organization has been established and henceforth shall be known as DAVIS-MONTHAN SPOUSES' CLUB (DMSC). It shall be a private organization established pursuant to the provisions of AFI 34-223, Private Organization Program.
- B. The purpose of this organization shall be to promote good fellowship and morale among its members and charitable activities for the welfare of the DMAFB and the general community.

### **Article II: General Provisions**

- A. This organization is organized as a private organization pursuant to the authority contained in AFI 34-223 and Davis-Monthan AFB supplements.
- B. The DMSC shall conduct activities within the guidelines of the Internal Revenue Code Section 501(c)(3), guidelines for a non-profit organization. Said organization is organized exclusively for social and charitable purposes within the meaning of section 501(c)(3) of the code, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- C. This organization is not an instrument of the government and is not under Air Force control, except as indicated in the above mentioned AFI.
- D. No act or omission of this organization or any of its officers, agents or members will create a debt or liability upon appropriated or non-appropriated funds of the United States or any of its instrumentalities.
- E. This organization may exist at Davis-Monthan AFB only with the written consent of the Installation Commander or their delegate.
- F. This organization will not conduct any business in the name of any United States Air Force Installation.
- G. This organization will not conduct any program which will prejudice or discredit the United States government or conflict with governmental activities.
- H. This organization will not engage in any activities which compete with those of any Morale, Welfare and Recreation (MWR) program, non-appropriated fund instrumentality, or Army and Air Force Exchange Services operation on the Installation.
- I. This organization engages in continuous thrift shop sales through the Davis-Monthan Thrift Shop (DMTS).
- J. Neither appropriated fund activities nor non-appropriated fund instrumentalities may assert any claim to the assets of this private organization, except as may possibly arise out of the contractual relationships or as mentioned in the Air Force Instructions concerning donations and abandoned assets.
- K. This organization must have liability insurance unless the Installation Commander waives the requirement, in accordance with AFI 34-223, paragraph 10.11.
- L. The membership has personal financial responsibilities for organizational debts in the event the organization's assets are insufficient to discharge liabilities. In accordance with the laws of the State of Arizona, the members are jointly and severally liable for the debts of the organization.

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### **Article III: Officers and Governing Body**

- A. The Executive Board shall consist of the advisors, the Elected Officers (President, Administrative Vice President, Charitable Vice President, Secretary, and Treasurer) and the Parliamentarian.
- B. The Charitable Board shall consist of the advisors, the elected officers, DMTS Operations Coordinator, the Scholarship Chair, the Charitable Chair, DMTS appointed positions, DMTS management and independent contractors, Parliamentarian.
- C. The Governing Board shall consist of the Advisors, the Elected Officers, Standing Committee and Subcommittee Chairs, and the Parliamentarian. The Governing Board shall formulate policies and direct the operation of the DMSC.
- D. This organization shall have at least one advisor.
- E. Parliamentary Authority shall be Robert's Rules of Order in all matters not specified in the Constitution and Bylaws of the DMSC.

### **Article IV: Thrift Shop Governance**

- A. The DMTS shall function under a governing body known as the Charitable Board, under the auspices of the DMSC.
- B. The DMTS Policies and Procedures shall be established and maintained by the Charitable Board as defined by the DMSC Constitution and Bylaws.
- C. The net proceeds from DMTS shall be disbursed monthly to the DMSC Charitable account to be used primarily for Scholarships.

### **Article V: Membership**

Membership is voluntary and shall consist of Regular, Associate, and Honorary members. The DMSC does not discriminate in selection of Board Members or in its membership policies based on age, race, religion, color, national origin, ethnic group or gender.

### **Article VI: Finances**

- A. All members - Regular and Associate, with the exception of the Honorary members, shall pay dues in accordance with the Bylaws.
- B. Funds to support charitable activities will be raised through continuous thrift shop sales at DMTS and the occasional charitable fund-raising activities. "Occasional" is defined as not more than three fundraising events per calendar quarter.
- C. Funds to support the social activities of the DMSC will be raised through membership dues and designated membership opportunities.
- D. There will be separate Charitable, Social, and DMTS accounts. Per AFI 34-223, Section 10, private organizations that have gross annual revenues of \$100,000, but less than \$250,000, are required to conduct an independent audit or financial review. The Board may approve additional audits or reviews as deemed necessary and financially feasible.
- E. This organization will maintain its tax-exempt status for the Charitable, Social and DMTS accounts.

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### **Article VII: Insurance**

Liability and Bonding Insurance, commensurate with the risk involved, shall be obtained by this organization for its sponsored activities and membership.

### **Article VIII: Dissolution**

- A. In the event the DMSC dissolves, the Governing Board shall recommend to the membership a course of action and it shall be voted upon by a majority of the active members present at a general membership meeting. Once approved, the President must inform the 355 FSS/CC of the intent to dissolve the private organization and prepare a time-phased action plan to do so.
  - 1. No funds or property shall benefit any member of the DMSC.
  - 2. Charitable account assets will be distributed for one or more tax-exempt purposes, to the federal government, or to a state or local government for public purposes, but not to the Social account.
  - 3. Social account assets will be distributed to the Charitable account for final distribution as stated above after all dissolution expenses for the Social account have been met.
  - 4. In the event the DMSC dissolves, the Governing Board shall determine whether the DMTS shall become its own private organization or shall also dissolve.
- B. In the event the DMTS dissolves separately from a DMSC dissolution, the Charitable Board shall recommend to the membership a course of action, and it shall be voted upon by a majority of the active members present at a general membership meeting.
  - 1. No funds or property shall benefit any volunteer of the DMTS or member of the DMSC.
  - 2. The Charitable Board shall liquidate the assets of the DMTS, as soon as practical, and shall pay all outstanding debts, liabilities or obligations. If assets are insufficient to discharge outstanding debts at dissolution, the DMSC will be jointly and severally liable for the outstanding debts. In the event that after payment in full of all existing debts and liabilities a surplus remains, the surplus shall be disbursed to the DMSC Charitable account.

### **Article IX: Adoption and Amendments**

- A. In the event that any provision of the Constitution shall be deemed illegal or contrary to any Air Force directive, such portions shall be changed administratively to conform.
- B. This Constitution shall be reviewed every other year or when there is a change in the purpose, function, or membership eligibility of the private organization, whichever comes first.
- C. Amendment Process
  - 1. No amendment omitting the Statement of Purpose or deleting provisions pertaining to Dissolution will be permitted.
  - 2. Amendments or revisions require approval of the Governing Board by majority vote, which is ( $\frac{1}{2}+1$ ).
  - 3. Proposed amendments or revisions shall be posted to the DMSC website after approval of the Governing Board and before the next general membership meeting.
  - 4. Amendments or revisions shall become effective upon adoption by the affirmative vote of a majority of the members present at a general membership meeting.
  - 5. Amended or revised Constitution shall be signed by the President, Secretary, and the Parliamentarian.

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- 6. The Constitution with any amendments shall be submitted annually by the Parliamentarian to the 355 FSS/FSR Private Organization Office for approval.
- D. Adoption of this Constitution shall abolish any and all prior Constitutions of this organization.

This Constitution was reviewed and approved by the DMSC General Membership on this,

the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

President: \_\_\_\_\_ Date: \_\_\_\_\_

April Golden

Secretary: \_\_\_\_\_ Date: \_\_\_\_\_

McKel Wahlstrom

Parliamentarian: \_\_\_\_\_ Date: \_\_\_\_\_

Tara McKinney

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