

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

## **August 2019**

### Article I: Name and Purpose

#### Section 1 - Name

The name of this organization has been established and henceforth shall be known as DAVIS-MONTHAN OFFICERS' SPOUSES' CLUB (DMOSC). It shall be a private organization established pursuant to the provisions of AFI 34-223, Private Organization Program.

#### Section 2 - Purpose

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 DMOSC shall conduct activities within the guidelines of the Internal Revenue Code Section 501c (3), guidelines for a non-profit organization. Said organization is organized exclusively for social and welfare 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. 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.

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- J. This organization must have liability insurance unless the Installation Commander waives the requirement, in accordance with AFI 34-223, paragraph 10.11.
- K. This organization shall acquire bonding for the President, Vice President, Treasurer and any other board members as determined necessary by the Governing Board.
- 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.

### Article III: Officers and Governing Body

- A. This organization shall have four elected officers to include a President, Vice President, Secretary, and Treasurer. Their election and duties are provided in the Bylaws.
- B. The executive direction of the DMOSC shall be vested in the Governing Board with the President responsible for all the aspects of the DMOSC with consultation of the Advisors.
- C. This organization shall have two Advisors, a Senior Advisor and an Advisor.
1. Senior Advisor, upon consent, shall be the spouse of the 12th Air Force Commander, or designee. The Senior Advisor may attend Governing Board meetings at her/his discretion and shall receive minutes of all such meetings on request.
  2. The spouse of the 355<sup>th</sup> Wing Commander, or designee, shall be the Advisor. The Advisor may attend Governing Board meetings at her/his discretion and shall receive minutes of all such meetings on request.
- D. The Governing Board shall consist of the two Advisors, the Elected Officers, Standing Committee and Subcommittee Chairs, and the Parliamentarian. The Governing Board shall formulate policies and direct the operation of the DMOSC.
- E. The Executive Committee is an advisory group to the President and shall consist of the two Advisors, the Elected Officers, and the Parliamentarian.
- F. Parliamentary Authority shall be Robert's Rules of Order, Newly Revised, in all matters not specified in the Constitution and Bylaws of the DMOSC.

### Article IV: Membership

Membership is voluntary and shall consist of Regular, Associate, and Honorary members. The DMOSC 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 V: 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 volunteerism at the DM Thrift Shop and the occasional charitable fund-raising activities. "Occasional" is defined as not more than three

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fundraising events per calendar quarter.

C. Funds to support the social activities of the DMOSC will be raised through membership dues and designated membership opportunities.

D. There will be separate Charitable and Social Funds. Audits will be conducted as required by AFI 34-233. The Board may also approve audits or reviews as deemed necessary and financially feasible.

E. This organization will maintain its tax-exempt status for the Charitable and Social Funds.

### Article VI: Adoption and Amendments

A. This Constitution shall become effective upon adoption by the affirmative vote of a majority of the members present at a general membership meeting . Adoption of this Constitution shall abolish any and all prior Constitutions of this organization.

B. The Constitution shall be signed by the President, Senior Advisor, and the Parliamentarian.

C. Amendments of the Constitutions shall be updated every odd year (spring) or when there is a change in the purpose, function, or membership eligibility of the PO, or whichever comes first. Amendments require a majority vote of the governing board, which is (1/2 + 1). Approved amendments shall be posted to the DMOSC website after approval of the governing board and before the next general membership meeting.

D. Amended and approved changes shall be submitted to the Private Org. office for approval.

E. In the event that any provision of the Constitution shall be deemed illegal or contrary to any Air Force directive, such portion shall be changed administratively to confirm.

F. No amendment omitting the Statement of Purpose or deleting provisions pertaining to Dissolution will be permitted.

### Article VII: Dissolution

A. 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 FSS Commander or Division Chief of the intent to dissolve the PO and prepare a time-phased action plan to do so.

B. No funds or property shall inure to the benefit of any member of the DMOSC.

C. Charitable Fund assets will be distributed for one or more tax-exempt purpose, to the federal government, or to a state or local government for public purposes, but not to the Social Account.

D. Social Fund assets will be distributed to the Charitable Fund for final distribution as stated above after all dissolution expenses for the Social Fund have been met.

### Article VII: Insurance

A. The Parliamentarian shall request a waiver of the liability insurance requirement of AFI 34-223 from Private Org addressed to the Installation Commander, or their delegate, to be signed by the President.

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B. If the request is denied, a public liability and property damage insurance policy, with a coverage limit as recommended by the office of the staff judge advocate (355th FW/JA) and naming the United States Air Force as an additional insured, shall be obtained and kept in force until this organization is dissolved.

C. If the request is granted for general coverage, the President shall notify the installation commander of any planned special events.

D. However, if it is determined that the organization's liability exposure increases, or it holds a special event that raises its liability risk, then the organization will obtain insurance necessary commensurate with the rules involved.

E. All members will be made aware that members are jointly and severally liable for the obligations of the DMOSC. This information will be stated on the membership forms and communicated to the members via yearly briefings.

Signature and Date: \_\_\_\_\_  
April Golden, President

Signature and Date: \_\_\_\_\_  
Vicki Croft, Senior Advisor

Signature and Date: \_\_\_\_\_  
Jackie Green, Parliamentarian