

WARREN SPOUSES' CLUB, INC. CONSTITUTION
P.O. BOX 9626, F. E. WARREN AIR FORCE BASE, WYOMING 82003

October 2021

ARTICLE I - Name and Purpose

1. The name of this organization is the Warren Spouses' Club, Inc., hereinafter referred to as WSC, which also includes the Warren Spouses' Welfare Fund, Inc., hereinafter referred to as WSWF.
2. The WSC and the WSWF are organized to promote social, charitable, educational, and other welfare activities within F. E. Warren Air Force Base and the surrounding community.

ARTICLE II - General Provisions

1. The WSC will operate as a private organization in accordance with AFI 34-223. The WSC will operate on F. E. Warren Air Force Base with the approval of the installation commander. It is not a non-appropriated fund instrumentality (NAFI) or an Appropriated Fund (AF) and, therefore, is not entitled to the privileges and immunities of the NAFI's or the federal government. The WSC is a not-for-profit corporation under the laws of the State of Wyoming.
2. The organization shall engage only in activities consistent with its status as a corporation exempt from federal income tax per the United States Internal Revenue Code under 501(c)(7) for the WSC and 501(c)(3) for WSWF, or corresponding future provisions. All deductible contributions will be compliant with section 170(c)(2) of the United States Internal Revenue Code, or corresponding future provisions. The WSC shall have all powers granted to a not-for-profit corporation pursuant to Wyoming law.
3. The WSC will not discriminate based on race, gender, sexual orientation, national origin, religion, disability, or age.
4. The WSC will not engage in any political activities, including activities to influence legislation or the outcome of any election for public office.
5. WSC membership is liable under the laws of Wyoming for organizational debts in the event the organization's assets are insufficient to discharge liabilities. The WSC liability insurance has been designed to cover members or incidentals resulting in coverage claims. The sole purpose of this is to protect the members from personal loss due to club activity. If these claims should ever need to be utilized and the insurance will not cover all damages, an investigation will be launched to discover who was responsible for said losses. After holding said person(s) accountable, if monies still remain to be paid the club will be dissolved to liquidate assets so as not to hold innocent persons responsible.
6. The WSC & WSWF will not engage in activities that will compete with those of any Services or NAFI activity at F. E. Warren Air Force Base. All fundraisers outside of

membership must be reviewed by FSS/FSR and approved by the installation commander or designee.

7. The WSC will not participate in any activities that will bring discredit to the WSC or the United States Air Force.

8. The Board will establish set meeting times and will outline specific duties and procedures not covered by this Constitution. The Executive Board ensure any needed Standard operating procedures are created and then approved by a majority of the General Board within 90 days of installation of new officers. Standard operating procedures may be changed as needed throughout the year by a majority vote of the General Board.

ARTICLE III - Membership

Membership is limited to spouses of members of the Department of Defense (DOD) family: active duty or retired U. S. Military personnel, members of U. S. reserve components and GS civilian employees. Spouses of those listed above, dual military and widows of the U. S. Armed Forces are all eligible for membership. Membership is entirely voluntary.

ARTICLE IV - Finances

1. Funding for the WSC and WSWF are derived from dues, as well as the net profit of both membership and non-membership fundraising. The WSC and WSWF is a non-profit corporation organized under the laws of the State of Wyoming. No part of the earnings of the WSC will be used to benefit any person having a personal or private interest in the activities of the WSC, except that it shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forward above.

2. The fiscal year for the WSC and WSWF will run from June 1 through May 31 of the following year.

3. Allocation of funds shall be the responsibility of the General Board within the confines of the by-laws.

ARTICLE V - Officers & Administration

1. A single General Board composed of the Executive Board and Standing Committee Chairpersons will manage the WSC and WSWF.

2. The Executive Board shall include:

a. President

b. Vice President(s)

- c. Secretary
- d. WSC (Operational) Treasurer
- e. WSWF (Charitable) Treasurer
- f. Parliamentarian
- g. Advisor(s)

3. Elections shall be held annually for Executive Board positions. Parliamentarian and Standing Committee Chairpersons shall be appointed by the President and confirmed by majority of the Executive Board.

4. Duties and Powers of the General Board:

The General Board recommends policies, supervises programs, proposes rules of membership, enforces the governing documents, takes action to resolve all grievances and suggestions submitted by members, and allocates the finances of both WSC and WSWF.

ARTICLE VI - Insurance

The WSC, comprised of a 501(c) (7) Operations Fund and WSWF, comprised of a 501(c) (3) Welfare Fund, will maintain liability and property damage insurance coverage commensurate with the risk to protect against any claims or lawsuits which might arise from the commission or omission of acts by its members when acting in any capacity for or in any activities of the club. Such club coverage will expressly state that neither the U. S. Government nor any non-appropriated fund instrumentality will be liable for any claims for judgments against the WSC or its members. With approval, the Installation Commander or his/her designee may approve an insurance waiver, whereas the WSC will, in fact, not maintain insurance coverage. Should special events arise that greatly increase the insurable risk, insurance protection will be obtained. A copy of the insurance policy and insurance waivers will be forwarded to the Force Support Squadron Commander for approval by the Installation Commander or designee.

ARTICLE VII - Meetings & Quorums

1. The WSC General Membership shall have regularly scheduled meetings throughout the WSC membership year August 1 through July 31. It is not expected to have General Membership meetings in June and July. Any General Membership vote requires a majority of the members present to pass. If an electronic vote is necessary, majority of votes cast within the three (3) day period will prevail.

2. Special membership meetings may be called at the discretion of the Board of Governors or must be called upon a written petition of a majority of the General Membership of the club.

3. The General Board shall meet when deemed necessary by the General Membership or the President. The presence of a majority of the General Board membership shall be required to constitute a quorum. Provided there is a quorum present, the action of the Board of Governors requires a majority vote before it is valid. Proxy votes by which a member authorizes someone else to act on his/her behalf in their absence are not permitted.

ARTICLE IX - Budget

The proposed annual working budget for the WSC and WSWF shall be ready for the majority vote of the General Board at the final board meeting of the fiscal year. The annual budget for the WSC and WSWF shall be finalized within 90 days of the new board assuming their roles and presented to the General Membership for majority approval at the first general meeting of the new membership year.

ARTICLE X - Dissolution

1. If a decision is made to dissolve the WSC and/or the WSWF, the President will notify the Force Support Squadron Commander of the decision and prepare a time-phased action plan in accordance with AFI 34-223.

2. The WSC shall have all powers granted to a non-profit corporation under the laws of the State of Wyoming. Upon dissolution of the club, all WSC and WSWF funds and property, real and personal, in excess of liabilities shall be disposed of in whatever manner the General Board deems appropriate, subject to the approval of the installation commander or designee, including distribution to one or more organizations which shall be exempt from taxes, pursuant to the provisions of section (501) (c) of the United States Internal Revenue Code.

3. Upon dissolution of the WSWF, any residual funds shall be used exclusively for charitable and educational purposes, and shall at the time qualify as an organization under section 501(c) (3) of the United States Internal Revenue Code. However, if upon dissolution liabilities shall exceed assets, then the WSWF shall have all powers granted to a non-profit corporation under the laws of the State of Wyoming.

ARTICLE XI - Bylaws

The WSC Bylaws shall become effective upon a two-thirds (2/3) affirmative vote of the eligible voting members present at a General Membership Meeting or, if necessary, two-thirds (2/3) affirmative vote of votes cast electronically within a three (3) day period, subject to approval of the installation commander or his/her designee.

ARTICLE XII - Amendments

1. The WSC constitution and WSC bylaws may be amended by a two-thirds (2/3) vote of the members present at a General or Special Meeting. The Policies and Procedures may be amended by a majority (more than half) vote of the General Board.

2. Conflict on any provision of the constitution or bylaws with existing military directives will be changed administratively with concurrence of the installation commander or his/her designee.
3. Any amendment involving more than editorial changes becomes effective upon approval of the installation commander or his/her designee.

Certification of Constitution

This Constitution was approved by 2/3 majority of the WSC Membership
This the 24th day of September 2021



2 Nov 21

WSC President
Erika Farms

Date
