CONSTITUTION and BYLAWS

Nellis Area Spouses' Club 501(c)(7) At NELLIS AIR FORCE BASE, NEVADA

The undersigned, formed as a nonprofit association, shall be organized and operated pursuant to the provisions of AFI 34-223(Air Force Instruction), concerning non governmental, independent, self-sustaining, nonprofit organizations located and operated on the Nellis Air Force Base. NASC is formed pursuant to Nevada Revised Statutes chapter 82, filing articles of incorporation with the Nevada Secretary of State.

ARTICLE I – GENERAL PROVISIONS

Section 1. NAME AND AUTHORITY

- 1. The name of the organization will be the Nellis Area Spouses' Club, hereafter referred to as the NASC and shall operate pursuant to the provisions of AFI 34-223 and in accordance with all applicable civil and military laws and regulations. Operation is contingent on compliance with the requirements and conditions of all applicable Air Force regulations. The NASC is not a Non-Appropriated Fund Instrumentality, nor is it entitled to the privileges and immunities of the Federal Government. {99FSS/PO} (Force Support Squadron/Private Organizations)
- 2. The place in this state where the principal office of this organization is to be located is P.O. Box 9785, Nellis AFB, NV 89191. {IRS Code} (Internal Revenue Service)
- 3. This is a private organization and operates on Nellis Air Force Base only with the written consent of the 99th Mission Support Group Commander. {99FSS/PO}

Section 2. PURPOSE

- 1. The NASC is organized as a private, nonprofit organization in compliance with Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code") and operates to promote social, recreational, charitable, and other similar nonprofit activities for its members. {IRS Code}
- 2. The purpose of the NASC shall be to unite for the mutual benefit of all persons concerned in promoting social, cultural, and recreational activities among members of the NASC. The organization shall comply with applicable Air Force publications. {99FSS/PO}
- 3. The NASC will not discriminate in hiring practices or membership policies on the basis of age, race, religion, color, national origin, disability, ethnic group or gender. {99FSS/PO}

Section 3. LIABILITY AND INSURANCE

- 1. All Individual members of the NASC are jointly and severally liable for the obligations of the organization. Each member of the NASC will be provided with access to a copy of this Constitution upon joining and will sign an acknowledgement that he/she has read the Constitution and understands its contents. {AFI 34-223.10.11} {99FSS/PO}
- 2. The NASC will maintain liability and property damage insurance coverage commensurate with 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 participating in any activities of the NASC in accordance with AFI 34-223, paragraph 10.15. Such coverage, when required, must expressly provide that neither the U.S. Government nor any Non-appropriated Fund Instrumentality will be liable for any claims or judgments against the NASC to its members. A copy of the insurance policy and all renewal policies will be forwarded to the 99th Force Support Squadron Private Organizations Monitor. The liability insurance policy for the NASC shall remain in effect unless the Board of Governors (BoG) submits a waiver from the 99th Force Support Squadron Private Organizations Monitor for approval by the Commander, 99th Mission Support Group. Liability insurance may be waived if the risk of liability is negligible. Liability insurance waiver must be re-evaluated annually. {AFI 34-223, 10-15} {99FSS/PO}
- 3. The authority, insurance, and limitations of the NASC will be as stated in AFI 34-223 and at the discretion of the Installation Commander. This is an AFI 34-223 Type 501 (c)(7) organization (nongovernmental, independent, self-sustaining, non-profit).
- 4. Bonding: Maintain insurance policy that bonds all BoG members that handle funds while conducting business on behalf of the NASC.
- 5. No part of the net earnings of NASC shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons or any individual, except that NASC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of this nonprofit association shall be in carrying on propaganda or otherwise attempting to influence legislation, nor shall NASC participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, NASC

shall not carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more of the aforementioned purposes for which NASC is organized nor any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(7), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2). {IRS Code}

Section 4. METHODS OF FINANCING

The finances of this organization will be in accordance with Code Section 501(c)(7) and by the permission of the Installation Commander. The income will consist primarily of profits from the membership dues and up to 35% of gross receipts from outside the NASC membership. {IRS Code}

- 1. Budget: All membership dues and fundraising profits of the NASC shall be used for operational expenses, social programs and special activities. {99FSS/PO}
- 2. Dues
 - a. Shall be an amount approved by the General Membership (GM) by resolution. The amount will be defined in the Policies and Procedures.
 - b. Will be collected annually via credit card.
 - c. Membership will be approved upon receipt of dues and acknowledgement of Constitution & Bylaws review.

3. 99FSS/PO Reporting

- a. Quarterly Reporting: The NASC shall internally file quarterly financial reports by the 15th day of each ending quarter. The NASC will submit these reports with its Annual report it submits to the 99th Force Support Squadron Private Organizations Monitor. {99FSS/PO}
- b. Annual Reporting: Per AFI 34-223, paragraph 10.6.1, The NASC shall file annual financial reports on a calendar year rotation. Annual reports shall be submitted to 99th Force Support Squadron Private Organizations Monitor on the 31st day of January each year. {99FSS/PO}
- c. Responsibility: The cost of all financial reviews/audits are the responsibility of the NASC. Copies of these audits will be provided to the 99th Force Support Squadron Private Organization Monitor within 15 calendar days of the completion of the report.
- d. Treasurer Turnover: The books of the Operational Finance Officer will be reviewed at least two (2) weeks prior to termination of the office, when possible, if it is prior to the end of the fiscal year. The results of this review will reflect the new Operational Finance Officer's acceptance of said books. A copy of the new Treasurer's acceptance will be forwarded to the 99th Force Support Squadron Private Organizations Monitor within thirty (30) days of transfer of office. {99FSS/PO}
- **4.** Miscellaneous Finances:
 - a. Members who RSVP for an event but do not show without canceling before the RSVP deadline will be billed.
 - b. Individual members of the NASC CANNOT and WILL NOT accrue income from the NASC funding except in the form of wages, salaries, or other payment for services rendered. {AFI34-223, 10.5.2} {99FSS/PO}
 - c. The NASC will not engage in any activity that duplicates or competes with any base FSS activity or NAFI, including AAFES. The NASC will not engage in conduct which has the effect of advertising for, making referrals to, or encouraging use of any commercial business concerns. {99FSS/PO}
 - d. Offer and Acceptance of Gifts: The BoG is the approving authority to accept all gifts. A gift is defined as a contribution, donation, bequest, or device of real property or personal property, tangible or intangible. Any offer of a gift to the NASC must be clarified to determine whether the organization or individual making the offer actually intends to make the gift to the NASC, which is a Private Organization and not a part of the government, or whether the intention is to make a gift to the United States Air Force (USAF), as represented by the NASC. If the intention is to make a gift to the USAF, as represented by the NASC, the donor will be referred to the FSS, and the NASC will no longer be involved in the process. Only if the donor intends to make the gift to the NASC, which is a Private Organization and not part of the government, will the NASC consider accepting the donation. The potential donor will be requested to designate in writing how the donation is to be used. The potential donor will be notified in writing whether the BoG approves or declines the donation. The written acceptance will be performed by the President and Administrative Coordinator and maintained in the permanent records of the NASC.

ARTICLE II - OFFICERS AND GOVERNING BODY

Section 1. The Governing Body shall

- 1. Consist of the BoG, including honorary and elected officers, elected positions, and appointed chairs.
- 2. Consist of a minimum of three elected officers and/or elected positions for the NASC to operate.
- 3. Be knowledgeable of the NASC Constitution and Bylaws, goals, and activities; keep the lines of communication open; look for opportunities to praise individual efforts; and help improve the club image.

Section 2. The BoG shall

- 1. Be members in good standing.
- 2. Include the following non-voting members: assigned Advisor(s) and President (except in case of a tie). Each of the remaining BoG positions has one vote.
- 3. Any member of the BoG may be removed from his/her position by his/her own written resignation to the BoG or by failing to fulfill his/her duties as determined by a majority of the BoG.
- 4. Perform duties and responsibilities of their positions as outlined in these Constitution and Bylaws, respective Job Descriptions and Robert's Rules of Order (current edition).
- 5. Have a quorum to conduct business.
- 6. Approve the budgets to be taken to the GM.
- 7. Approve Presidential appointments of BoG and special committee chairs
- 8. Approve all documents that are required to be sent to the Force Support Squadron.
- 9. Be composed of no less than half *Active members* spouses. {Art II, Sec 8, 2a}
- 10. Review and approve all BoG policies and procedures annually or as needed. Be responsible for administration of policy.

Section 3. The Honorary Group shall

- 1. Consist of the Honorary President, Honorary Vice President and Advisors.
 - a. The Honorary President shall be the spouse of the U.S. Air Force Warfare Center Commander, with their consent.
 - b. The Honorary Vice President shall be the spouse of the U.S. Air Force Warfare Center Command Chief Master Sergeant, with their consent.
 - c. The Advisors may
 - i. Be the spouse of the 99th Air Base Wing, 57th Wing, 432nd Wing, 926th Wing and the Nevada Test and Training Range (NTTR) Commanders or the spouse of the 99th Air Base Wing, 57th Wing, 432nd Wing, 926th Wing and the NTTR Command Chief Master Sergeants, with their consent.
 - ii. With the approval of the BoG, be the spouse of Commanders of any other existing Units located at Nellis AFB, Creech AFB or the NTTR if any of the above positions are not filled.
 - iii. Advisors will be asked by the President to serve a one-year term on the BoG or as a liaison to any NASC committee.
- 2. Be knowledgeable about the NASC Constitution and Bylaws, goals, and activities; get to know the Governing Board members; keep the lines of communication open; provide advice when appropriate; look for opportunities to praise individual efforts; and help improve the club image. {Air Force Wives Handbook, 2004}
- 3. Not make motions.
- 4. Renounce their honorary status if they choose to run for an elected office or hold a chairmanship within NASC.

Section 4. The Elected Officers

An elected officer may not hold the same office more than two consecutive terms, unless requested by the President to run for re-election.

- 1. The President shall
 - a. Call, give notice of (including changes in times or dates) and preside at all general, special and BoG meetings.
 - b. Serve as Chair of the Constitution and Bylaws and Job Descriptions Committees
 - c. Serve as ex-officio member of all remaining committees, except the Nominating Committee.
 - d. Create standing, special and temporary committees as required.
 - e. Appoint Chairs for Standing and Special Committees with the approval of the BoG.
 - f. Appoint officers to fill vacancies, according to Article II, Section 9, and delegate duties to elected officers as deemed necessary.
 - g. Be responsible for all FSS required documents. {AFI34-223, 10.6.1, 10.11}
 - i. Coordinate and submit all required documents each fiscal year for filing taxes.
 - h.Coordinate with and assist each member of the BoG with their duties.
 - i. Authorize electronic voting when deemed absolutely necessary
- 2. The Administrative Coordinator shall
 - a. Be knowledgeable of the rules of parliamentary procedures to advise the President and BoG when needed.
 - b. Keep an accurate record of all GM, Special and BoG, distribute minutes in accordance with the Policies and Procedures.
 - c. Maintain current records for the term of office, permanent records and electronic cloud of NASC.
 - d. Assist President with collection of required FSS documents for annual review.
 - e. Perform duties as directed by the President.
 - f. Prepare the official correspondence of the BoG.
 - g. Maintain an email account for the use of the NASC, check it weekly (at a minimum) and forward emails appropriately.
 - h.Maintain inventory of NASC supplies.
 - i. Conduct approved electronic vote deemed absolutely necessary, ensuring ratification at the next regular board meeting. {RONR (10th ed.), p.469-470, l. 29-2} (Robert's Rules of Order)
- 3. The Operations Finance Officer shall

- a. Be responsible for bonding if needed. {AFI34-223, 10.12}
- b. Be the custodian of the operational fund and chair the Operational Budget Committee meetings. {AFI34-223, 10.6}
- c. Receive, disburse, and account for dues, receipts, and expenditures of the operational fund.
- d. Balance the operational fund accounts monthly and report the status of the operational fund at each BoG meeting.
- e. Assist President with filing of NASC taxes.
- f. Serve as Charitable Finance Officer in their absence.
- g. Perform duties as directed by the President.
- 4. The Chief Operations Officer shall
 - a. Perform the duties of the President in their temporary absence, maintaining the right to vote.
 - b. Succeed to the office of President when vacant, give up the right to vote when acting as President, except when needed to break a tie.
 - c. Perform duties as directed by the President.
 - d. Chair Event's Committee.
- 5. The Charitable Finance Officer shall serve as Operations Finance Officer in their absence.
- 6. The Chief Charitable Officer shall perform the duties as directed by the President.

Section 5. The Elected Positions

The Elected Positions will perform duties spelled out in their job descriptions. They may not hold the same position more than three consecutive terms, unless requested by the President.

- 1. Scholarship Program Manager
- 2. Publicity Coordinator

Section 6. Special Committees shall

- 1. Be appointed by the President for such purposes as deemed necessary.
- 2. Perform duties and responsibilities of their committee as outlined in these Constitution and Bylaws, committee guidelines or policy and procedures and Robert's Rules of Order (current edition)
- 3. Dissolve when their specific purpose has been accomplished.
 - a. Event's Committee shall
 - i. Be chaired by the Chief Operations Officer
 - ii. Be composed of the assigned Advisors(s), President, Publicity Coordinator and others as invited
 - iii. Meet immediately following the June BoG changeover meeting to plan a calendar of events.
 - b. Nominating and Election Committee shall
 - i. Be chaired by appointment of the President
 - ii. Be composed of the assigned Advisor(s), and up to three active NASC members.
 - iii. Upon suggestion that a Nominating Committee member becomes a candidate for office, they must resign unless they immediately disavow interest in candidacy.
 - c. Constitution and Bylaws Committee shall
 - i. Be chaired by the President
 - ii. Be composed of the assigned Advisor(s), President, Chief Operations Officer, Chief Charitable Officer, Administrative Coordinator and others as invited.
 - iii. Meet annually for review and update every two years or when there is a change in the purpose, function, or membership eligibility of the PO, whichever comes first. {AFI34-223, 9.5}
 - d. Job Description Committee shall
 - i. Be chaired by the President.
 - ii. Be composed of the assigned Advisor(s), President, Chief Operations Officer, Chief Charitable Officer, Administrative Coordinator and others as invited.
 - iii. Meet annually prior to the initial meeting of the nominating committee.
 - e. Operational Budget Committee shall
 - i. Be chaired by the Operations Finance Officer.
 - ii. Be composed of the assigned Advisor(s), Elected Officers and others as invited. .
 - iii. Meet in October to propose a mid-year budget to be approved at the November BoG meeting
 - 1. Post immediately for the Membership to review

- 2. Bring to a vote at the following GM event.
- iv. Meet in March to propose a budget to be approved at the following BoG meeting
 - 1. Candidates for the Elected Officer elections may be invited to the Budget meeting
 - 2. The minimum carry-over amount for the Operational Budget shall be no less than \$1000 (one thousand dollars) and the maximum carry-over amount shall be no more than \$5000 (five thousand dollars) unless funds are earmarked for specific items.
 - 3. Post immediately for the Membership to review
 - 4. Bring to a vote at the May GM Event. The fiscal year shall begin the 1st of June of each year. Funds cannot be distributed until the GM has approved the budget by a simple majority.

Section 7. OFFICER ELECTIONS

- 1. Nominations will remain open for a minimum of 3 weeks after the announcement to the GM. Each individual concerned must have agreed to run for election before being slated. {RONR, (10th ed.) p.421, l. 6-10}
- 2. In the event that only one person is running for each office, no vote is required. A motion to accept the slate of officers by acclamation shall be made and seconded at the May GM event. $\{RONR, (10^{th} d), p.428, l.32-35\}$
- 3. Where there are multiple nominations for one or more elected positions, the Committee Chair shall
 - a. Prepare all ballots, supervise all elections, count the ballots, and report the results if necessary. The count of the ballots shall not be divulged. All ballots shall be destroyed after 30 days following the election.
 - b. Make absentee ballots available if requested. They may be e-mailed, directly to the Committee Chair.
 - c. The President's ballot shall be put in a sealed envelope and shall be held in reserve, to be used only in the event of a tie for an elected office.
 - d. The Committee Chair shall be responsible for retaining ballots cast for a period of thirty (30) days following the election, after which, they shall be destroyed.
- 4. The Committee Chair shall present a list of winners to the President and Honorary President.
- 5. Elected officers shall serve for a term of one year, 1 June to 31 May.
- 6. Vacancies created on the elected board with more than six (6) months remaining, shall be filled in the following manner:
 - a. When possible, the Nominating/Election Committee shall nominate at least two (2) candidates for the position.
 - b. The candidate(s) shall be presented and an election shall be held at a regular BoG meeting.
 - c. Vacancies created with less than six (6) months remaining shall be filled by appointment of the President.

Section 8. MEMBERSHIP

- 1. Membership of the NASC cannot be based on race, color, religion, gender, age, national origin, creed, or disability. {IRS Code} {AFI34-223, 10.2}
- 2. Membership in the NASC is voluntary and shall be of three categories: Active, Associate and Honorary.
- 3. Membership shall be activated upon receipt of application and dues.
- 4. Only current members are eligible to participate in NASC sponsored activities. Membership in the NASC constitutes automatic membership in the NASCCA.
 - a. Active Members Eligibility
 - i. Spouses of active duty military members assigned or attached to Nellis AFB, Creech AFB and the NTTR.
 - ii. Spouses of active duty military members who are serving remote tours.
 - iii. Spouses of active duty military members who are on TDY status.
 - iv. Spouses of active duty military members who are assigned or attached elsewhere.
 - v. Spouses of activated reservists and National Guard members.
 - vi. Active members are authorized to hold elected office, may vote on all matters to come before the GM, and to enjoy all privileges of the NASC.
 - b. Associate Members Eligibility
 - i. Spouses of all retired and traditional reserve military members.
 - ii. Widows or widowers of deceased military or civilian members who reside in the vicinity of Nellis AFB as long as their marital status remains unchanged.
 - iii. Spouses of current or retired DOD or DOE Civilians including NAF and other DOD contractors attached to Nellis AFB, Creech AFB and the NTTR.
 - iv. Former spouses eligible for benefits under Public Law 97-252, Title 10, "Uniformed Services Former Spouses' Protection Act".
 - v. Adult relatives residing in the household of an Active or Associate NASC member.
 - vi. These members shall have all privileges of Active members, but limited to holding up to half of the BoG elected positions

- c. Honorary Members
 - i. These members shall have all privileges of Active members except for voting and holding an elected office. They shall be exempt from payment of dues. The President, with the approval of the BoG, may invite such individuals, for a period of one year.
- 5. All members will be held jointly and severally liable for the debts, obligations, and liabilities of the NASC. The membership is liable under the laws of Nevada for organizational debts in the event the organization's assets are insufficient to discharge liabilities. {AFI 34-223, 10.11}
- 6. New Members are considered anyone who is eligible and joins the NASC for the first time during their current Nellis area assignment.
- 7. Termination of Membership
 - a. Membership shall be terminated when the member is no longer affiliated with the DoD community or no longer assigned to Nellis Air Force Base, Creech AFB or the NTTR. {99FSS/PO}
 - b. Termination shall take place upon written request of the member concerned or upon failure of a member to pay dues, after 30 (thirty) consecutive days.
 - i. Any member who terminated their membership in the NASC for reasons other than PCS may reapply for membership consideration by submitting a letter of request presented to the President and considered by the BoG.
 - ii. Membership termination will not result in a refund of dues, extenuating circumstances may be reviewed by the BoG c. Active members who lose their status as military dependents due to divorce forfeit their NASC membership (not eligible under Article II, S10, 2b:iv).
 - d. The BoG may remove an individual from membership after consulting with the Legal Office/Wing Leadership/FSS to determine cause. Before revocation of membership takes place, a BoG quorum vote is needed for approval. Reinstatement of members will be considered by the BoG upon a letter of request to the President.

ARTICLE III – MEETINGS AND QUORUMS

Section 1. Voting procedures will follow those set forth in <u>Robert's Rules of Order</u> (current edition). A proposition presented to the GM must be adopted by a simple majority vote, which is one more than half of the present members eligible to vote. A quorum of the BoG, that is the majority of voting members, is required to conduct any business, other than postponement until a quorum is present. {RONR (10th ed.), p. 469, l. 24-29}

Section 2. An advisor must be present for all voting.

Section 3. Special meetings of the BoG or GM may be called at any time by the President, or upon petition of at least twenty-five percent of the active membership. Notification is to be given to the President. Notice of such special meetings must be given by e-mail or by telephone at least one day prior to the date.

ARTICLE IV – ADOPTION AND AMENDMENTS

Section 1. Amendment

- 1. AFI 34-223, para 9.5 requires the Constitution to be updated every two years or when there is a change in the purpose, whichever comes first. {99FSS/PO}
- 2. An amendment to this Constitution and Bylaws shall be proposed in writing to the President and presented at a regular or special meeting of the BoG for their approval. The proposed amendment shall be presented at a GM event, posted, and voted on by simple majority at the next regularly scheduled GM event. Any disputes from the GM need to be made in writing and presented to the BoG before voting occurs. The BoG has the authority to make any and all changes in the constitution and bylaws for the sole purpose of bringing it into compliance with mandatory changes in military, state, and federal instructions.

Section 2. Adoption

- 1. The Constitution becomes effective upon adoption by an affirmative vote by majority of the GM, review of the United States Air Force Warfare Center Judge Advocate, and final approval of the 99th Mission Support Group Commander or designee. The adoption of this Constitution and Bylaws supersedes and nullifies any prior Constitution and Bylaws. {99FSS/PO}
- 2. All amendments to this Constitution are subject to final approval of the 99th Mission Support Group Commander or designee. {99FSS/PO}
- 3. Conflicts of any provisions of the Constitution or Bylaws with existing military directives will be changed administratively, subject to the final review of the Commander, 99th Mission Support Group. {99FSS/PO}

ARTICLE V -Parliamentary Authority

The rules contained in the current edition of R<u>obert's Rules of Order</u> (current edition) shall govern the NASC in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws and any special rules of order the NASC may adopt. $\{RONR (10^{th} \text{ ed.}), p. 16, l. 8-14\}$

ARTICLE VI – Dissolution

Section 1. Notice of Dissolution – The NASC will notify 99th Force Support Squadron Private Organizations Monitor of its intent to dissolve and prepare a time-phased action plan to do so. {99FSS/PO}

Section 2. Financial Resolute - NASC does not contemplate pecuniary gain or profit to the Governors, officers, or members thereof, and it is organized solely for charitable purposes. In case of dissolution of the NASC, any funds in the treasury after satisfaction of any outstanding debts, liabilities or obligations will be donated to support an on- or off-base charity that reflects favorably on the Nellis Area Spouses' Club and the Air Force, such as Air Force Aid Society or Airmen and Family Readiness Center. Disposal of other assets shall be determined by the membership. Distribution of residual funds and other assets will not accrue to the benefit of any individual member of the membership as a whole. However, if outstanding debts of the NASC remain upon dissolution, the members of the NASC are jointly and severally liable for such debts. For the purpose of this Section, a member is defined as one whose name is carried on the roll of the active and associate members as of the date of notification. {IRS Code} {99FSS/PO}

Section 3. Ordered Dissolution

- 1. In the event that a Non-Appropriated Fund Instrumentality fills the need for which this Private Organization is established, the NASC will be dissolved by the direction of the Commander, 99th Mission Support Group. Under those circumstances, all financial transactions of dissolution would be concluded separately and apart from the operation of any activity established as a Non-Appropriated Fund Instrumentality. {99FSS/PO}
- 2. The Commander, 99th Mission Support Group, has the authority to dissolve this organization in the event that there are no members present or in the best interest of the United States Air Force. {99FSS/PO}

CERTIFICATION

I certify the information in this Constitution is true to the best of my knowledge.

Date presented to membership: 10 May 2023 Date approved by membership: 18 May 2023

-DocuSigned by:

Johnny Haynes Johnny Haynes

NASC (Interim) President

DocuSigned by:

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NASC Operations Finance Officer