

CONSTITUTION and BYLAWS

**The Nellis Area Spouses' Club Charitable Association
501(c)(3)
At
NELLIS AIR FORCE BASE, NEVADA**

The undersigned, formed as a nonprofit association, shall be organized and operated pursuant to the provisions of AFI34-223(Air Force Instruction), concerning nongovernmental, independent, self-sustaining, nonprofit organizations located and operated on the Nellis Air Force Base, NASCCA is formed pursuant to Nevada Revised Statutes chapter 82, filing articles of incorporation with the Nevada Secretary of State. {AFI34-223, 1}

ARTICLE I – GENERAL PROVISIONS

Section 1. NAME AND AUTHORITY

- 1. The name of the organization will be the Nellis Area Spouses' Club Charitable Association, hereafter referred to as the NASCCA 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 NASCCA is not a Non-appropriated Fund Instrumentality, nor is it entitled to the privileges and immunities of the Federal Government. {99FSS/PO}***
- 2. The place in this state where the principal office of this organization is to be located is P.O. Box 9785, Nellis AFB, Clark County, Nevada 89191. {IRS Code} Internal Revenue Service***
- 3. This is a private organization and operates on Nellis Air Force Base only with the consent of the 99th Mission Support Group Commander. {99FSS/PO}***

Section 2. PURPOSE

- 1. The NASCCA is organized as a private, nonprofit organization and shall be operated exclusively for charitable, educational, religious and scientific purpose, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific purpose of the NASCCA shall be to raise funds to sponsor charitable, educational (including scholarships) and welfare projects at Nellis Air Force Base and the civilian community. {IRS Code}***
- 2. The general purpose and powers of the NASCCA, even though an association and not a corporation, are to have and to exercise all rights and powers conferred on nonprofit corporations formed under the Nevada Nonprofit Corporation Act, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form, and to use, apply, invest and reinvest the principal or income therefrom or to distribute the same for the above purposes; provided that the NASCCA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of the NASCCA. {99FSS/PO}***
- 3. The NASCCA 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. BYLAWS - Bylaws shall be established or changed by the membership of the NASCCA. Individual Bylaws may be initiated, changed, or eliminated by two-thirds (2/3) vote of the voting members at any meeting with two (2) weeks' notice.

Section 4. LIABILITY AND INSURANCE

- 1. All individual members of the NASCCA are jointly and severally liable for the obligations of the organization. Each member of the NASCCA will be provided 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 NASCCA 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 NASCCA in accordance with AFI 340223, 10.11. 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 judgements against the organization to its members. A copy of the insurance policy and all renewal policies will be forwarded to the 99th Force Support Squadron Private Organization Monitor. The liability policy for the NASCCA shall remain in effect unless the Board of Governors submits a waiver from the 99th Force Support Squadron Private Organization Monitor for approval by the Commander, 99th Mission Support Group. Liability insurance may be waived if the risk of liability is negligible. {99FSS/PO}***
- 3. Bonding: Maintain insurance policy that bonds all Board of Governors and Thrift Shop employees that handle funds while conducting business on behalf of the NASCCA.***

4. The authority, insurance, and limitations of the NASCCA will be as stated in AFI34-223 and at the discretion of the Installation Commander. This is an AFI34-223 Type 501 (c)(3) organization (nongovernmental, independent, self-sustaining, non-profit).
5. *No part of the net earnings of the NASCCA shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons or any individual, except that the NASCCA 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 the NASCCA 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, the NASCCA 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 the NASCCA 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)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2). {IRS Code}*

Section 5. METHODS OF FINANCING

The finances of this organization will be in accordance with Code Section 501(c)(3) and by the permission of the Installation Commander. *The income will consist primarily of profits from the Thrift Shop and occasional fundraising. {IRS Code}*

1. *Budget:*
 - a. *The Charitable Fund will be used primarily for charitable donations in accordance with Code Section 501(c)(3) and expenses associated with the Charitable, Thrift Shop and Scholarship Committee's and fundraising. {99FSS/PO}*
 - b. A budget prepared by the Budget Committee and approved at the April Board of Governors meeting shall be posted immediately, and then presented to the General Membership in April for a review and to the General Membership in May for a vote. The fiscal year shall begin the 1st of June of each year. Funds cannot be distributed until the General Membership has approved the budget by a simple majority.
 - c. Expenditures of non-budgeted funds over \$1000 (one thousand dollars) will be taken to the Executive Board, Board of Governors and the General Membership for approval.
 - d. The minimum carry over amount for the Charitable 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.
2. **99FSS/PO Reporting**
 - a. *Quarterly Reporting: The NASCCA shall internally file quarterly financial reports by the 15th day of each ending quarter. The NASCCA 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 NASCCA 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 NASCCA. 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 Charitable Treasurer 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 Treasurer'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. {99FSS/PO}*
3. **Miscellaneous Finances:**
 1. Any RSVP for an event will be billed for the event, if not canceled by RSVP deadline.
 2. *Individual members of the NASCCA CANNOT and WILL NOT accrue income from the NASCCA funding except in the form of wages, salaries, or other payment for services rendered. {AFI34-223, 10.5} {99FSS/PO}*
 3. *The NASCCA will not engage in any activity that duplicates or competes with any base FSS activity or NAFI, including AAFES. The NASCCA 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}*
 4. **Offer and Acceptance of Gifts:** The Board of Governors is the approving authority to accept all gifts. A gift is defined as a contribution, donation, bequest, or devise of real property or personal property, tangible or intangible. Any offer of a gift to the NASCCA must be clarified to determine whether the organization or individual making the offer actually intends to make the gift to the NASCCA, 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, as represented by the NASCCA. If the intention is to make a gift to the United States Air Force, as represented by the NASCCA, the donor will be referred to the Force Support Squadron, and the NASCCA will not be involved in that process. Only if the donor intends to make the gift to the NASCCA, which is a Private Organization and not part of the government, will the NASCCA 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 if the Board of Governors approves or disapproves of the donation. The written acceptance will be performed by the President and Secretary and maintained in the permanent records of the NASCCA.

4. *Thrift Shop {AFI34-223, 10.9.1}*

- a. The NASCCA operates a Thrift Shop, which shall be governed by the Executive Board.
- b. Specific Thrift Shop operations are specified in the Thrift Shop Policies & Procedures.

ARTICLE II – OFFICERS AND GOVERNING BODY

Section 1: The Governing Body shall

1. Consist of the Board of Governors, including honorary, elected and appointed officers and chairs of all standing committees.
2. Consist of a minimum of four elected officers for the NASCCA to operate.
3. Approve all NASCCA policies and procedures and be responsible for administration of policy.
4. Be knowledgeable about the club's 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 Board of Governors shall

1. Include the following non-voting members: assigned Advisor(s), President (except in case of a tie) and Parliamentarian. Each of the remaining Board of Governors positions has one vote. Paid employees of the Thrift Shop may serve on the Board of Governors, with the exception of the four positions listed below. However, they must abstain from voting on Thrift Shop financial issues. Resignation of Board of Governors members shall be submitted in writing to the President prior to the time of resignation.
2. 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).
3. Have a quorum to conduct business.
4. Approve the budgets to be taken to the General Membership.
5. Approve expenditures of funds not to exceed \$1000 (one thousand dollars) per project unless otherwise budgeted.
6. Approve charitable distributions.
7. Approve scholarship documents and the number and amounts of academic scholastic awards.

Section 3: The Honorary Group shall

1. Consist of the Honorary President, Honorary Vice President and Advisors. Both the President and Honorary President shall ask the Advisors to serve a one-year term.
2. *Be knowledgeable about the club's 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. Act in an advisory capacity to the General Membership; and Executive Board, Board of Governors and Special Committees at the request of the President.
4. Have no vote in the proceedings of the Executive Board, Board of Governors, or any committees, nor shall they make motions.
5. Renounce their honorary status if they choose to run for an elected office or hold a chairmanship within the NASCCA.
 - a. The Honorary President shall
 - i. Be the spouse of the U.S. Air Force Warfare Center Commander, with their consent, or their designee.
 - ii. Be a non-voting member of all committees.
 - b. The Honorary Vice President shall
 - i. Be the spouse of the U.S. Air Force Warfare Center Command Chief Master Sergeant, with their consent, or their designee.
 - ii. Be a non-voting member of all committees.
 - c. The Advisors
 - i. With the approval of the Honorary President, the spouses of the 99th Air Base Wing, 57th Wing, 432nd Wing, 926th Wing Commanders and the NTTR or the spouses of the 99th Air Base Wing, 57th Wing, 432nd Wing, 926th Wing and the NTTR Command Chief Master Sergeants, or their designated representatives, shall be the Advisors with her/his consent.
 - ii. With the approval of the Board of Governors, if any of the above positions are not filled, the spouses of Commanders of any existing Units located at or associated with Nellis AFB, Creech AFB or the NTTR shall be invited to fill these positions.
 - iii. Advisors will be asked to serve the Executive Board or as a liaison to any NASCCA committee.

Section 4: The Executive Board shall

1. Be composed of the Elected Officers, Parliamentarian, and assigned Advisor(s). The number of Advisors shall be no more than one less the number of the Elected Officers. Non-voting members include the assigned Advisor(s), President (except in

case of a tie) and Parliamentarian. Paid employees of the Thrift Shop may serve on the Executive Board unless specified below. However, they must abstain from voting on Thrift Shop financial issues. They shall perform the duties and responsibilities of their positions as outlined in these Constitution and Bylaws, respective Job Descriptions and Robert's Rules of Order (current edition). Resignation of Executive Board members shall be submitted in writing to the President prior to the time of resignation.

2. Have a quorum to conduct all Executive Board business.
3. Attend all Executive Board, Board of Governors, and General Membership events.
4. Approve the budgets to be taken to the Board of Governors and to the General membership.
5. Approve Presidential appointments of standing and special committee chairs and the Parliamentarian.
6. Approve Thrift Shop Budget, Thrift Shop Policies and Procedures, Thrift Shop Contracts, Thrift Shop Terms of Employment and Scholarship documents, including the number and amount of academic scholastic awards.
7. Approve all documents that are required to be sent to the Force Support Squadron.
8. Be comprised of no less than 4 (four) active duty member spouses.
9. Review and update the policies and procedures annually or as needed.

Section 5: The Elected and Appointed 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, Executive Board and Board of Governors meetings.
 - b. Serve as ex-officio member of all committees, except the Nominating Committee.
 - c. Appoint a Parliamentarian and Chairs for Standing and Special Committees with the approval of the Executive Board.
 - d. Be authorized to spend up to budgeted amount for appropriate cause from the President's Fund. The total yearly expenditure is not to exceed the budgeted amount.
 - e. Appoint officers to fill vacancies, according to Article VII, Section 7, and delegate duties to elected officers as deemed necessary.
 - f. *Be responsible for all FSS required documents. {AFI34-223, 10.6.1, 10.11}*
 - g. Coordinate and submit all required documents each fiscal year for filing taxes.
 - h. Coordinate with and assist each member of the Board of Governors with their duties.
 - i. Create standing, special and temporary committees as required.
 - j. Not be a paid employee of the Thrift Shop.
2. The Social Vice President shall
 - a. Perform the duties of the President in their absence and temporarily give up their right to vote when acting as President except when needed to break a tie.
 - b. Succeed to the office of President when vacant.
 - c. Perform duties as directed by the President.
 - d. Be, if desired, a paid employee of the Thrift Shop. If this position is held by a paid employee, they may not vote on Thrift shop financial issues.
3. The Charitable Vice President shall
 - a. Perform the duties of Social Vice President in their absence.
 - b. May not be a paid employee of the Thrift Shop.
 - c. Perform duties as directed by the President.
 - d. Coordinate with and assist Standing Committee Chairs under the Charitable Vice President.
4. The Secretary shall
 - a. Keep an accurate record of all General Membership, Special, Executive Board and Board of Governors meetings, and distribute minutes to the Board.
 - b. Maintain current records for the term of office and the permanent records of the NASCCA.
 - c. Assists President with collection of required documents for annual review, such as signed copies of minutes, including treasurers' report.
 - d. Perform duties as directed by the President.
 - e. Be, if desired, a paid employee of the Thrift Shop. If this position is held by a paid employee, they may not vote on Thrift shop financial issues.
 - f. Prepare the official correspondence of the Board of Governors.
 - g. Maintain a post office box for the use of the NASCCA and pick up and distribute the mail.
 - h. Maintain an email account for the use of the NASCCA, check it daily and forward emails appropriately.
 - i. Maintain supplies for the NASCCA.

5. The Social Treasurer shall
 - a. Serve as Charitable Treasurer in their absence.
 - b. Not be a paid employee of the Thrift Shop.
6. The Charitable Treasurer shall
 - a. *Be the custodian of the charitable fund and chair the Charitable Budget Committee meetings. {AF34-223, 10.6}*
 - b. Receive, disburse, and account for fundraising income, receipts, and expenditures of the charitable fund.
 - c. Balance the charitable fund monthly and report the state of the charitable fund at each Board of Governors meeting.
 - d. Submit charitable fund monthly reports and annual review to the Secretary.
 - e. Submit a list of all contributions to the President for the NASCCA annual review and tax preparation.
 - f. Assist President with yearly filing of the NASCCA taxes.
 - g. Ensure that the Charitable fund checkbook is available at all NASCCA events and meetings.
 - h. Serve on the Scholarship Committee.
 - i. Serve on the Thrift Shop Council.
 - j. Serve as Social Treasurer in their absence.
 - k. Perform duties as directed by the President.
 - l. Not be a paid employee of the Thrift Shop.
7. The Parliamentarian shall
 - a. Be knowledgeable of the rules of parliamentary procedure to advise the President, Executive Board and the Board of Governors when needed.
 - b. Be custodian of the Constitution and Bylaws and Policies & Procedures of the NASCCA.
 - c. Be the Chair of the Constitution and Bylaws Review Committee.
 - d. Be the Chair of the Job Description Review Committee.
 - e. Be a voting member of the General Membership and a non-voting member of the Executive Board and Board of Governors.
 - f. Serve as Chair of the Nominating and Election Committee.
 - g. Authorize and conduct any telephone or e-mail 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)*
 - h. Perform duties as directed by the President.
 - i. Be, if desired, a paid employee of the Thrift Shop.
 - j. Serve as Protocol Officer for the activities and/or special events of the NASCCA.

Section 6: The Standing Committee Chairs shall

1. Be invited by the President to serve a one-year term.
2. Be any voting member of the NASCCA, as long as a simple majority of the Standing Committee Chairs are active members.
3. Attend as a voting member all monthly Board of Governors meetings. If a Standing Committee Chair is a paid employee of the Thrift Shop, they must abstain from voting on Thrift Shop financial issues.
4. Appoint a Co-Chair with the coordination of the President, if desired. If a paid employee of the Thrift Shop, they must abstain from voting on Thrift Shop financial issues if attending Board of Governors meetings in place of the Chair.
5. Submit a written report monthly to the Secretary, including financial report if pertinent, for each Board of Governors meeting.
6. Be required to maintain current description of their duties and submit an accurate job description with final board report.
7. Serve no more than two consecutive terms in the same position, unless requested by the President to continue.
8. Report directly to respective Vice President
 - a. Social Vice President- Programs, Membership/Reservations, Ways and Means, Historian, Special Activities, Member at Large and Publicity
 - b. Charitable Vice President-Thrift Shop, Scholarships and Charitable Requests

Section 7: Sub-Committee Chairs are appointed as needed by the President and shall have no vote at the Board of Governors meetings.

Section 8: 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. Nominating and Election Committee shall
 - i. Be chaired by the Parliamentarian.
 - ii. Be composed of the assigned Advisor(s), and up to three active NASCCA members.
 - iii. Upon suggestion that a Nominating Committee member becomes a candidate for office, they must resign unless they immediately disavow interest in candidacy.

- iv. Prepare a slate of candidates for the elected offices.
 - v. 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.
 - vi. Make absentee ballots available if necessary. They must be e-mailed, mailed or individually hand carried directly to the Parliamentarian.
- b. Constitution and Bylaws Committee shall
- i. Be chaired by the Parliamentarian.
 - ii. Be composed of the assigned Advisor(s), President, Social Vice President, Charitable Vice President and Secretary.
 - 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}*
- c. Job Description Committee shall
- i. Be chaired by the Parliamentarian.
 - ii. Be composed of the assigned Advisor(s), President, Social Vice President, Charitable Vice President, Secretary and others as needed.
 - iii. Meet annually prior to the initial meeting of the nominating committee.
- d. Charitable Budget Committee shall
- i. Be chaired by the incumbent Charitable Treasurer.
 - ii. Be composed of the assigned Advisor(s), President and Charitable Vice President, Social Treasurer, Secretary and the candidates for the executive board elections may be invited to the March meeting. Additional members may be appointed by the President.
 - iii. Meet in October and March and also at the President's discretion.
- e. Thrift Shop Council shall
- i. Be chaired by the Thrift Shop Liaison or the Charitable Vice President in their absence.
 - ii. Be composed of the following voting members: President, Thrift Shop Liaison, Charitable Vice President, Charitable Treasurer, Secretary, and an additional member of the NASCCA appointed by the president and the following non-voting members: assigned Advisor(s), Thrift Shop Manager, and Thrift Shop Bookkeeper. Additional members may be added as deemed necessary by the President.
 - iii. Meet at least quarterly.
 - iv. Have Thrift Shop Policies and Operating Procedures to govern the operation of the Thrift Shop. Any amendments will be written by the Thrift Shop Council and approved by the Executive Board.
 - v. Submit a monthly financial report and the NASCCA profit check, written by the Thrift Shop bookkeeper, to the Thrift Shop Liaison for each Board of Governors meeting. An annual proposed budget will be presented by the Thrift Shop Council to the Executive Board prior to the initial meeting of the charitable budget committee.
- f. Scholarship Committee shall
- i. Be chaired by the Scholarship Chairman or the Charitable Vice President in their absence.
 - ii. Be composed of the assigned Advisor(s), President, Charitable Vice President, Charitable Treasurer, and additional committee members from the membership as required.
 - iii. Meet in September each year to review the applications, criteria and Policies and Procedures and make any necessary revisions. This will all be brought to the Board of Governors for final approval. The number and amount of academic scholarship awards will be determined by the budget, as approved by the Board of Governors.
 - iv. Report to the Charitable Vice President.
 - v. Any committee member, having any personal or family member interest in applying for a scholarship, shall resign from the committee, and a replacement shall be sought from the same group that the resigned member represented.
 - vi. Appoint an independent panel of judges to select the persons to be awarded scholarships. The judges may not be members of the NASCCA.
 - vii. Specify detailed scholarship information in the Scholarship Policies and Procedures.

Section 9. OFFICER ELECTIONS

1. *The slate will be presented at the March General Membership event, and at that time, nominations shall also be taken from the floor. 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 April General Membership event. {RONR, (10th ed.) p.428, l. 32-35}*
3. 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. The Parliamentarian 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 candidate receiving a plurality of votes shall be elected.
5. The Parliamentarian shall present a list of winners to the President and Honorary President.
6. Elected officers shall serve a term of one year.

7. 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 Board of Governors meeting.
 - c. Vacancies created with less than six (6) months remaining shall be filled by appointment of the President.

Section 10. MEMBERSHIP

1. *Membership of the NASCCA cannot be based on race, color, religion, gender, age, national origin, creed, or disability. {IRS Code} {AFI34-223, 10.2}*
2. *All members will be held jointly and severally liable for the debts, obligations, and liabilities of the NASCCA.*
3. *The membership is liable under the laws of Nevada for organizational debts in the event the organization's assets are insufficient to discharge liabilities. {AFI34-223, 10.11}*
4. *Membership in the NASCCA is automatically activated upon approved membership in the Nellis Area Spouses' Club (NASC).*

ARTICLE III – MEETINGS AND QUORUMS

Section 1. The Executive Board and the Board of Governors shall meet monthly, August through June, and July if necessary, and upon the call of the President.

Section 2. Any member of the NASCCA may attend a Board of Governors meeting upon notifying the President of their wishes, prior to the call to order.

Section 3. Voting procedures will follow those set forth in Robert's Rules of Order (current edition). A proposition presented to the General Membership 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 Executive Board and Board of Governors, 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 4. An advisor must be present for all voting.

ARTICLE IV – AMENDMENT AND ADOPTION

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 Parliamentarian and presented at a regular or special meeting of the Board of Governors for their approval. The proposed amendment shall be presented at a General Membership event, posted, and voted on by simple majority at the next regularly scheduled General Membership event. Any disputes from the General Membership need to be made in writing and presented to the Board of Governors before voting occurs. The Board of Governors 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 general membership, 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 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 Robert's Rules of Order (current edition) shall govern the NASCCA in all cases to which they are applicable and in which they are inconsistent with the Constitution and Bylaws and any special rules of order the NASCCA may adopt. {RONR (10th ed.), p. 16, l. 8-14}

ARTICLE VI – DISSOLUTION

Section 1. Notice of Dissolution – *The NASCCA 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 - NASCCA 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 NASCCA, any funds in the treasury after satisfaction of any outstanding debts, liabilities or obligations will be donated to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious or scientific purposes and which has established its tax-exempt status under Code Section 501(c)(3), such as Air Force Aid Society. 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: 25 October 2016
Date approved by membership: 16 November 2016

NASCCA President Signature _____

NASCCA Charitable Vice-President Signature _____

NASCCA Parliamentarian Signature _____

Revised 23 May 2019