Shaw Spouses' Club (SSC)
By-Laws
2019-2020

ARTICLE I: PURPOSE

The purpose of these By-Laws is to establish instructions for the operation and conduct of the Shaw Spouses' Club (SSC), Shaw AFB, South Carolina, as administered by the Governing Board (GB).The provisions of this document are subordinate to the Constitution but supersede other operating guidelines. In cases not governed by Constitution, By-laws, and other operating guidelines, the current edition of *Robert's Rules of Order Newly Revised* shall govern.

ARTICLE II: ACTIVITIES

In accordance with AFI 34-223, Private Organizations, the SSC will conduct activities with the following guidelines:

1. The organization will not engage in activities that duplicate or compete with any base FSS activity or NAFI, including the Army and Air Force Exchange Service (AAFES).

2. The organization must not prejudice or discredit the US Government or conflict with governmental agencies in the course of doing business. Solicitation of funds by private organizations for themselves is prohibited on Air Force installations. In addition, this private organization is prohibited from conducting games of chance, lotteries, raffles, or other gambling type activities, except as authorized by AFI 34-223, Paragraph 10.16.

3. No part of the net earnings of this association will incur to the benefit of, or be distributable to, its members, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III of the SSC Constitution.

ARTICLE III: MEMBERSHIP

A. Members

1. Membership in the SSC is voluntary, however it is a requirement for participation in all SSC regularly scheduled activities and any special activities.

2. Eligibility for Membership is extended to the following:

a. Active Members:

i. Spouses of all military members of the armed forces on active duty permanently assigned to Shaw Air Force Base.

ii. Spouses of all military members who are assigned elsewhere, while the spouse resides in the Shaw Air Force Base area.

b. Associate Members:

i. Spouses of active or retired Department of Defense Employees assigned to Shaw Air Force Base.

ii. Spouses of retired military members or reserve members of the armed forces.

iii. Former spouses who are eligible for benefits under Public Law 97-252, Title 10 "Uniformed Services for Spouses Protection Act".

iv. Widowed spouses of military members who are not remarried.

c. Honorary Members:

i. With approval of the Executive Board, the SSC Honorary Advisory Group may invite such person(s) as deemed appropriate to be Honorary Members of the SSC, granting membership for a period of one (1) year.

d. The Executive Board shall consider all categories of membership eligibility not covered by these By Laws on a case-by-case basis.

3. Termination of Membership

a. Membership in the SSC is terminated as follows:

i. Upon permanent departure from the area.

ii. Upon written resignation to the Membership Chairperson.

iii. Upon suspension of the sponsor for the duration of the sponsor's suspension.

iv. For activities involving unacceptable behavior, to be determined by the Executive Board with a two/thirds approval vote of the whole Governing Board for cause(s) involving discreditable conduct.

v. For failure to pay dues.

vi. Refusing to pay any financial commitment owed to the SSC.

b. Any member suspended from the SSC will be notified of the suspension, in writing by the Secretary.

4. Reinstatement of membership is by written application to the Membership Chairperson with payment tendered of all accrued debts to the SSC, after approval by the Executive Board.

B. Guests

1. Guest privileges shall only be extended to persons eligible for SSC membership upon their first attendance to any SSC sponsored activity.

2. The guest's fees shall be the responsibility of the SSC member who makes the reservation.

3. Bona fide houseguests of members may attend SSC functions. Bona fide houseguests are those visiting temporarily. Bona fide houseguests may attend no more than one event per dues year.

4. Guest privileges shall not be extended to persons prohibited from using the Carolina Skies

Club.

5. Guests shall not be allowed to attend any SSC sponsored "Members Only" function.

6. Guests shall not be eligible for awarded door prizes.

7. The Executive Board shall consider all categories of guest eligibility not covered in the By-Laws on a case-by-case basis.

C. Rights, Requirements, and Responsibilities:

1. Active members shall pay dues and have the privilege of voting, holding elected office, and participating in all SSC activities.

a. Active members are entitled to all privileges and benefits of full membership, including the right to vote and hold elected and non-elected SSC board positions.

b. Spouses of military members, who are eligible for SSC membership, will be required to pay annual nonrefundable dues up front. The dues amounts will be decided upon yearly by the SSC Executive Board.

c. If a spouse of an active duty member retires while the active member is serving as a member of the board in an elected position they may choose to continue to serve through the conclusion of the term with active member privileges and responsibilities

2. Associate members shall pay dues and enjoy all privileges of Active Members, except holding an elected officer position. Associate members can be appointed to chair standing committees or special committees. Associate members hold voting privileges.

a. If a spouse of an active duty member retires while the active member is serving as a committee chair or in an appointed position they may choose to continue to serve through the conclusion of the term with active member privileges and responsibilities.

3. Honorary members will not pay dues, but may participate in all activities except voting, holding office, and being a standing committee chairperson. Honorary members will not be held liable for any debts incurred by the organization.

4. Each member is provided with access to a copy of the Constitution, By-Laws and/or Operating Policies of the organization.

5. Each member, except honorary members, is informed prior to joining that financial liability incurred by the organization may result in individual responsibility. This does not relinquish the members' responsibility even if the organization has been dissolved or redesigned. For this reason, the Executive Board will ensure that a time-phased plan of action is prepared for review by the membership, prior to dissolution of assets, or at any time financial statements reflect the organization to be having financial trouble. The organization must be able to discharge its debts. Should the entity fail to do so, it will be the responsibility of its members to ensure that all debts are satisfied.

ARTICLE IV: METHODS OF FINANCE

A. Finances

1. The Governing Board is solely responsible for asset accountability, liability satisfaction,

and sound financial and operational management of the SSC.

2. The SSC's fiscal year is considered June 1st through May 31st .

3. All SSC funds shall be deposited into the SSC accounts at an institution subscribing to the Federal Deposit Insurance Corporation (FDIC).

4. The SSC may choose to provide a Bond covering the President, Vice President, Treasurer(s), and any other Committee Chairpersons the Executive Board recommends for financial reasons.

5. The President, Vice President, and Treasurer(s) and any other Committee Chairpersons the Executive Board recommends are authorized to sign checks. Two (2) signatures are required on all checks.

6. The SSC shall obtain liability insurance coverage against personal injury and property damage claims that may arise from the activities of the SSC or its members. If insurance coverage is waived for the SSC's normal activities, the SSC shall obtain insurance for any high-risk events, unless waived by the Installation Commander, or designee.

B. Dues

1. Membership dues, as established by the SSC Governing Board, are required to be paid in full, up front, and are nonrefundable. The full dues year will be established as September through May.

2. The amount of dues shall be approved each spring as included in the proposed annual budget.

3. Members joining after 1 January shall pay a prorated amount of annual dues. The Governing Board reserves the right to offer other promotional discounts.

4. Annual dues must be paid in full with membership application, upon which a member will be considered in good standing.

5. All membership dues shall be deposited into the Operational account.

C. Accounts

1. The SSC will maintain Operational Fund and Charitable Fund accounts as defined in its Constitution.

2. The SSC Operational Fund and Charitable Fund accounts will comply with IRS regulations as applied to a 501(c)(3), Non-Profit Organization and AFI 34-223.

3. The SSC shall operate within Operational and Charitable Account Budgets approved by the Governing Board and presented to the General Membership at the September General Membership meeting for approval.

4. Members of the Governing Board, including but not limited to the President, Vice President and Treasurer will have signatory authority over the accounts.

5. Funds to either SSC account will be deposited by a signatory authority, into the appropriate account, within 72 hours of receipt of said funds.

6. The Operational fund account is comprised of membership dues, sales, and net proceeds from SSC non charitable fundraising activities (e.g., Ways & Means). This money shall be utilized for operational expenses.

7. The Charitable fund account is comprised of the net proceeds from all special SSC sponsored Charitable account fundraising events. This account shall be used for scholarships, community requests and/or charitable activities. In keeping with the IRS regulations, money from the Charitable Account may not be transferred to the SSC Operational account.

8. SSC fundraising will be approved by the 20FSS/CC or designee; not exceed three per quarter; not compete with AAFES, Non-Appropriated Funds (NAF), Air Force Assistance Fund drive (AFAF) nor the Combined Federal Campaign (CFC), or use uncompensated FSS resources in accordance with AFI 34- 223.

D. **Budgets**

1. The SSC shall maintain separate budgets for the Operational and Charitable fund accounts.

2. Operational expenses shall not exceed more than forty percent of the entire annual SSC budget.

3. Any expenditure exceeding $500 not covered by the approved budget shall be voted upon at a regular General Membership meeting following Governing Board approval.

4. Any unbudgeted expenditure not exceeding $500 can be approved by a majority vote of the Governing Board.

5. The President shall be permitted to incur expenditure up to $100 within a governing year without Board approval in case of an emergency.

6. A Budget Review Committee will provide recommendations to the Governing Board regarding budget proposals and revisions. The Budget Review Committee shall be chaired by the Treasurer and include at least one other member of the Governing Board and General Membership.

E. Board Transition

1. An outgoing Governing Board may not financially obligate the incoming Governing Board. Because pending scholarship awards are paid in the fall, Charitable funds so committed must be carried forward in full.

2. Remaining funds at the end of the fiscal year shall be carried forward in the same account (Operational funds shall not move to Charitable, nor vice versa).

ARTICLE V: GOVERNANCE

The SSC Governing Board shall consist of the Executive Board, Parliamentarian, SSC Advisory Group and the Chairpersons of all standing and special committees, as well as any additional appointed positions. This board shall be the governing body of the SSC and shall direct the operation of the SSC. Board members will accept a one year term beginning 1 June unless otherwise noted. They will not remain in their position for more than two consecutive terms without Executive Board approval and shall fulfill their position duties and others duties as deemed necessary by the president.

A. Nominations and Nominating Committee:

1. Any active member of the SSC may be nominated to serve as an elected officer of the organization. The membership will approve the nomination by a two-thirds vote of the active members present at any general membership or special meeting.

2. The Parliamentarian will serve as the chairperson of the Nominating Committee (non-voting), who shall select a committee, with the assistance of the Advisory Group.

3. The Nominating Committee shall consist of the Parliamentarian, two Advisors, and two members (1 board and 1 general).

4. The Honorary Senior Advisor, as well as any other Advisors deemed appropriate, shall attend all Nominating Committee meetings.

5. The Nominating Committee shall form in the beginning of each year to prepare a slate of nominees for presentation to the General Membership Meeting in March.

6. The Nominating Committee will present, with the candidate's approval, the candidates in good standing for each office to the General Membership Meeting in March.

7. Members may nominate a candidate for office from the floor at the March General Membership Meeting. Any member who wants to nominate a candidate from the floor must submit their intent to nominate to the Parliamentarian NLT 48 hours prior to the March General Membership Meeting.

B. Election:

1. The election of elected officers shall be held at the April General Membership Meeting, and shall be by secret ballot (except in the case of a candidate running unopposed). A plurality vote of the members voting will elect. Any tie shall be resolved by the President's sealed vote, which will be given to the Parliamentarian prior to the counting of votes.

2. If a candidate is running unopposed, election may be by a show of hands for that office.

3. Ballots will be prepared, distributed, collected, and counted by the Nominating Committee.

4. Election polls shall be open for at least one and one-half (1 1/2) hours, and members shall be informed of the election hours at least two (2) weeks in advance of the day of election. Election hours may be extended beyond one and one-half (1 1/2) hours at the discretion of the Nominating Committee.

5. Any eligible voting member of the SSC may obtain an absentee ballot from the Parliamentarian. A voting member may request an absentee ballot only for herself or himself. The ballot must be turned in 24 hours prior to voting or it will not be counted.

6. Any delinquent active member shall be prohibited from voting until accrued dues are paid.

7. If a vacancy remains in an Executive Board position after the annual elections, in the best interest of the club, the board may search for a nominee and present this nominee to the General Membership at the next possible meeting. The General Membership may receive this

nomination, vote, and install the candidate in one meeting.

D. Quorums & Voting

1. A quorum is the minimum number of members that must be present to take a valid vote. A quorum shall consist of 20% of eligible voting members at General Membership Meetings and two-third of eligible voting members at all Governing Board and committee meetings.

2. Voting

a. Conditions of Vote: Convening bodies may make motions and undertake discussion at any meeting, but a quorum must be established prior to bringing motion to vote.

b. Notice of Pending Business: Any business requiring a General Membership vote must be prominently posted for members' review at least 7 days prior.

c. Minimum Vote to Pass: The number of votes required to carry a motion shall be as follows:

i. General membership meetings must have a minimum of 20% of the entire membership present in order to present a motion. In order to pass a motion, 2/3 of those members present must vote in favor.

ii. Board and Committee meetings must have a minimum of 50% of the voting members present to present a motion. In order to pass a motion, 2/3 of the board or committee members present must vote in favor. See Table 1 for detailed explanation.

d. Non-Voting Members: The President shall not vote on Executive Team, Governing Board, and General Membership items, except in case of tie. The Parliamentarian and Honorary Advisors shall never vote.

3. Electronic Voting: When extenuating circumstances make assembly impractical, the President may call for an electronic vote of any governing body. The Parliamentarian will conduct the vote, report results to the President, notify the voting body of outcome, and ensure the Secretary records the vote in minutes.

a. Quorum of the whole is required – i.e., all of body's voting members must be contacted as per roster.

b. Discussion and Voting

i. The window for discussion shall be no less than 12 hours.

ii. The voting window shall be no more than 72 hours or until majority vote is reached.

4. Required response

a. Votes of the Governing Board require response from a majority of voting members.

b. Votes of the General Membership require no minimum response. Members who choose not to respond defer to the original recommendation and are considered "yes" votes.

C. Term of Office:

1. Installation of newly elected officers shall be held at the May General Membership Meeting.

2. Officers shall assume their duties at the following board meeting.

3. Officers shall serve for a period of one (1) year or until their successors are elected or appointed. Officers shall serve no more than two consecutive elected terms in the same position without Executive Board approval.

D. Succession and Dismissal:

1. Executive Succession: In the event the President or any EB officer evacuates office or cannot perform their duties, succession of the Executive Board shall follow as: President, Vice President, Secretary, Treasurer, and Parliamentarian.

2. All Governing Board members shall undertake duties as defined in job descriptions. The Governing Board, with the Advisors' and Honorary Officers' consent, may with just cause dismiss a Governing Board member.

ARTICLE VI: OFFICERS AND COMMITTEE CHAIRPERSONS

A. The Executive Board

1. The executive power shall be vested in the SSC Executive Board, which consists of the Honorary Advisors, the elected positions of President, Vice-President, Secretary, and Treasurer, and the appointed Parliamentarian.

2. Day-to-Day operations of the SSC are managed by the Executive Board.

3. Duties of elected Executive Officers: elected Executive Officers shall undertake duties as defined in job descriptions.

B. Honorary Advisory Group

1. The Senior Honorary Advisor is the spouse of the 20FW Commander or their designee. Additional Honorary Advisors may be the spouse of the 20FW Command Chief or their designee, as well as 9 Air Force, AFCENT, and ARCENT Commanders and Command Chiefs or their designee. This group shall be collectively known as the SSC Advisory Group.

2. Honorary Advisors are not required to pay membership fees and have non-voting privileges. The degree of their participation in the affairs of the SSC will be left to their discretion.

3. Advisors shall be ex-officio committee members with non-voting privileges and shall advise the President and/or Governing Board regarding protocol, operations, financial compliance, appreciation events and other duties, as needed.

4. At least one (1) Advisor or designee shall be present at all Executive Board, Governing Board, committee, and General Membership meetings where voting is taking place.

C. Elected Officers

1. Elected officers shall carry out the responsibilities and duties of their office as stated in the

Constitution, By-Laws, Policies, and Job Descriptions as well as perform such duties that may be designated by the president.

2. Elected officers shall attend all designated business meetings of the SSC and all meetings of the Executive and Governing Boards. Summaries are as follows:

a) The President – Cultivates organizational vision, ensures executive function, and exemplifies the spirit of the SSC's social and philanthropic objectives; sets agendas and presides over meetings.

b) Vice President– Performs the duties of the President if/when absent. Assists the President at all times and maintains a working knowledge of all club activities. Oversees Charitable committee and fundraising.

c) Secretary – Records and posts minutes, compiles board reports, and posts documents/business to website; manages office operations (e.g., sends and pick-ups official mail); archives board records.

d) Treasurer – Shall be responsible for all financial affairs of the SSC. Manages compliance of finances including deposits, payments, keeping of bank records, income/expenditures, and monthly reports.

D. Appointed Officers

1. Appointed Officers include the Parliamentarian and all Standing and Special Chairs/Committee Coordinators. With Executive Board approval, all will be appointed by the President. With exception of Parliamentarian, all shall serve on the Governing Boards in a voting capacity.

2. Duties of Appointed Officers: Appointed Officers shall undertake duties as defined in their job descriptions. Duty summaries are as follows:

a) The Parliamentarian shall ensure procedural compliance with SSC governance; conduct official SSC voting; Chair the Nominating Committee and the Constitution and By-Laws Committee.

b) The Member at Large shall act as the SSC representative to Shaw AFB official agencies, Carolina Skies Club and Sumter community organizations to disseminate and collect relevant information, as requested or required.

c) Public Relations shall disseminate all approved SSC information; manage the SSC website & social media; create print/photo history of SSC events.

d) Socials Chair shall plan, organize, execute and provide information for all aspects of monthly General Membership meetings; submit an annual calendar of events at the August GB meeting; may engage Socials Committee or Decoration Committee, as needed.

e) Membership shall register new members; maintain current membership applications, roster and Evite list; create annual social roster; update monthly membership lists; correspond with reservation and special activity chairs; provide

member nametags for GM events.

f) Reservations shall collect event fees and report attendance of events to the Social Chair and aid in correspondence with event venue representatives, as requested or required.

g) Special Activities shall organize, recruit, facilitate, and provide information regarding special activity group meetings to the SSC membership, as requested or required.

h) Charitable researches and facilitates fund requests and chairs the Charitable Committee.

i) Hospitality shall arrange SSC compassionate contributions and/or member correspondence; circulate and welcome new members at events; may provide presented tokens of appreciate to new and departing members.

E. Standing Committees:

1. Standing committees are allotted one vote per committee, regardless of the number or co-chairs or members. The number of standing committees and their functions and composition will be determined annually by the SSC Governing Board. Historically, the SSC has maintained standing committees for the following fundraising opportunities: Ways and Means, Charitable, Auction, and Scholarship.

2. Chairpersons of the standing committees will be appointed by the President, with approval of the Executive Board.

3. The President, with approval of the Executive Board, may appoint or delete standing committees with approval of the SSC Governing Board.

4. Standing committee Chairpersons or co-chairs will present monthly reports to the SSC Board.

5. Annual reports and recommendations will be submitted by each standing committee chairperson to the Executive Board and will be made part of the SSC's permanent records.

F. Special Committees:

1. Special Committees are non-voting positions that may be appointed by the President, with approval of the Executive Board, for a specific purpose and shall cease to exist after its purpose is accomplished. Historically, the SSC has maintained special committees: Airman Cookie Drive, Budget, Constitution and By-Laws, Nominating, and Decorating.

2. Special Committees shall present their findings to the Executive Board, which will become a part of the SSC's permanent records.

3. Special Committee representatives may attend Executive Board Meetings as required by the President or as pertinent to their function within the SSC.

ARTICLE VII– AMENDMENTS, REVISION, ADOPTION

A. By-Law Amendments

The By-Laws to the SSC's Constitution may be amended, revised, or eliminated at any time during the year by a two-thirds majority of the voting members present at a general or special meeting of the SSC (provided the General Membership quorum is present). These procedures are applicable to both the Constitution and the By-Laws.

B. Amendment Proposal Procedure

1. Any proposed amendments to the By-Laws should be presented in writing by any voting member of the SSC General Membership.

2. Any proposed amendments to the By-Laws proposed by a general member should be signed by at least seven (7) voting members of the SSC General Membership.

3. Any proposed amendments to the By-Laws should be presented to the SSC Governing Board for approval.

4. Approval for amendment will be by a two-thirds majority of a quorum of the voting members of the General Membership.

C. Proposed Amendments

1. Any proposed amendments to the By-Laws shall be presented to the General Membership.

Proposed amendments shall be communicated in both writing and at the next General Membership Meeting.

2. A proposed amendment shall be voted upon at the next General Membership Meeting following its presentation.

D. Amendment Adoption

1. All adopted amendments shall be submitted to the 20FW/FSS CC or designee for review. The 20FW/FSS CC will then submit them to the Installation Commander or appropriate designee for approval.

2. In the event that any provision of the By-Laws shall be deemed illegal or contrary to Air Force directive, such portion shall be deemed changed administratively to conform to same.

3. The Constitution and By-Laws amended by change or revision will remain in effect for a period of not less than six months.

ARTICLE VIII– DISSOLUTION

Dissolution and dispensation of assets require: General Membership approval; written notice to the 20FSS; payment of all debits from the Operational account; donation of historical items to the 20th Wing Historian; dispensation of charitable funds to another charitable organization or final SSC function.

SSC President Date SSC Parliamentarian Date SSC Advisor Date

Installation Commander (or designee) Date

Table 1 SSC Quorums and Voting

SSC Quorums and Voting			
Convening Body	**Type of Vote**	**Quorum**	**Additional**
Governing Board	All Votes (except email)	2/3	No: Advisor; Parli, Co's, Specials Pres breaks tie
General Membership		All eligible voters present	Prominently display at least 7 days prior to vote Pres & Parli ok Active & Assoc Dues Pd
Email (GB/GM)	Any email vote	All eligible voters with a valid email address	Voting Window= 12 to 72 hours
Motions requiring 2/3 consent **(all others require simple majority)**	**· Governance Adoption** **· Governance Amendment** **· Dismissal and/or Reinstatement** **· Elections** **· Dissolution**		