



## LITTLE ROCK SPOUSES' CLUB, INC. CONSTITUTION

### ARTICLE I: NAME AND PURPOSE

#### Section I: Name

This organization will be named the Little Rock Spouses' Club, Inc. hereinafter referred to as the "LRSC." The LRSC is registered in the State of Arkansas under the Articles of Incorporation as the Little Rock Spouses' Club, Inc.

#### Section II: Purpose

The purpose of which this Corporation is organized and the activities proposed to be transacted, promoted, or carried on by it are as follows:

- A. To promote friendship among its members, to further their social and intellectual well-being and to coordinate their efforts in social and welfare activities.
- B. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions hereinafter set forth, to use and apply the whole, or any part, or the income therefrom and the principal thereof exclusively for charitable and educational purposes.

The LRSC is a two-part, private, non-profit organization, which is organized in accordance with Internal Revenue Codes as a 501(c)(7) social and recreation club.

#### **Social:**

- A. The social component operates to promote social, recreational, and other similar non-profit activities for members with funds generated from general membership (100%) and fundraising, not to exceed more than 35% of gross raised/donated monies.

#### **Charitable:**

- B. The welfare component is organized to support base, local and national charities and organizations as needed. Funds raised/donated in support of said welfare component should be at least 65% of gross raised/donated monies.
- C. The scholarship component operates to promote educational opportunities through donations from the operations of the Thrift Shop, the Rock and Roll

license plate proceeds, LRSC fundraising, as well as other contributors as specified for scholarship purposes.

## **ARTICLE II: GENERAL PROVISIONS**

### **Section I: Authority/Operations**

The LRSC is a private, self-sustaining, non-profit organization. It is established and operates contingent upon compliance with the requirements and conditions of all applicable Air Force regulations, to include AFI 34-223 dated 13 December 2018, the DoD 55000.7-R Joint Ethics Regulations, the Articles of Incorporation dated 1 March 1998, and with the written approval of the Installation Commander or his/her designee in accordance with AFI 34-223 or current instruction.

### **Section II: Non-Profit Organization Classification**

The LRSC is organized and operated exclusively for nonprofit purposes, and no part of its earning shall monetarily benefit any individual member as stipulated in Article 4 of the Articles of Incorporation. It is not a part of the Department of Defense or any of its components and has no governmental status. The LRSC is designated as a 501(c)(7) for federal tax purposes. In accordance with the Private Organizations and Unofficial Activities Handbook (Jan 2014, Office of the Staff Judge Advocate), "a 501(c)(7) may establish a fund separate and apart from its other funds to be used exclusively for charitable purposes."

## **ARTICLE III: ADMINISTRATION AND GOVERNING BODY**

### **Section 1: Administration**

- A. The LRSC is governed by its Constitution and Bylaws. The LRSC executive board and board of directors may also institute standing rules that implement the Bylaws. Should there be a conflict between the LRSC Constitution, the Bylaws, or its standing rules, the Constitution shall govern. The AFI 24-223 dated 13 December 2018 shall govern all before mentioned standing rules.
- B. The administration of this organization shall be by an Executive Board and the LRSC Board of Directors.
  1. The Executive Board shall consist of the Honorary Officers, elected officers, and the Parliamentarian.
  2. The LRSC Board of Directors, hereinafter referred to as the "LRSC Board," shall consist of the Honorary Officers, Advisors, elected and appointed officers, and special committee chairpersons as stipulated herein.

## **Section 2: Governing Body of the LRSC**

### **A. Honorary Officers**

The spouse of the 19AW/CC, AW/CV,/ and AW/CCC shall, with his/her consent, be the Honorary President, Honorary Vice President, and Honorary Command Chief and ex-officio members of all committees.

### **B. Advisors**

The Honorary Officers and President may jointly appoint up to four advisors, as deemed necessary (for example: consenting Team Little Rock leadership spouses).

### **C. Elected Officers-also referred to as the Executive Board**

General Membership shall elect the following officers:

- President
- Vice-President
- Secretary
- Treasurer

### **D. Appointed Officers-also referred to as the LRSC Board (The Executive Board is also considered part of the LRSC Board).**

The Honorary Officers and President may jointly appoint, with the approval of the executive board, the following:

- Parliamentarian-serves in a non voting capacity
- Welfare Chair
- Publicity Chair
- Membership Chair
- Scholarship Chair
- Social Chair
- Fundraising Chair
- Other as deemed necessary

### **E. Special Committees**

Special Committees shall be formed by active members at the discretion of the appointed chair positions with the approval of the President and the Executive Board, including but not limited to the following:

- Constitution and Bylaws
- Fundraising
- Budget
- Scholarships

## **ARTICLE IV: MEMBERSHIP**

### **Section 1: Definitions**

Membership in the LRSC is voluntary and shall consist of active and honorary members, as described herein, without discrimination based on age, race, religion,

color, national origin, disability, ethnic group, gender or sexual orientation. In accordance with AFI 340223, Paragraph 10.3, the LRSC prohibits hazing and harassment (physical and mental). The LRSC is neither authorized nor responsible for providing base access to active members.

All members must remain in good standing; a member in good standing shall be defined as one whose dues are paid in full and has a current membership application on file with the LRSC, and who meet all other requirements as specified by the rules set forth by the Executive Board (i.e. volunteer hours, participation requirements, etc.).

## **Section 2: Eligibility and Privileges**

### **A. Honorary Officers**

**Eligibility:** The spouse of the 19AW/CC, AW/CV, and AW/CCC shall, with his/her consent, be Honorary President, Honorary Vice President, and Honorary Command Chief and ex-officio members of all committees.

**Privileges:** Honorary Officers pay membership dues, cannot hold any office position, and do not regularly hold a vote except during extenuating circumstances when it is in the best interest of the LRSC in order to maintain operations when Honorary Officers are deemed to be in good standing (i.e. not enough executive board members in designated positions to make quorum). They do hold a vote at all general membership meetings.

The Honorary Officers may revoke the privileges of the President when the actions of the President are not in compliance with the governing authorities, as referenced in ARTICLE II, Section I of the LRSC Constitution or when the best interest of the LRSC has not been met or has been compromised.

### **B. Advisors**

**Eligibility:** The Honorary Officers and President may jointly appoint up to four advisors as deemed necessary. (For example: consenting Team Little Rock leadership spouses).

**Privileges:** Advisors pay membership dues, cannot hold any office position, and do not regularly hold a vote except during extenuating circumstances when it is in the best interest of the LRSC in order to maintain operations when Advisors are deemed to be in good standing (i.e. not enough executive board members in

designated positions to make quorum). They do hold a vote at all general membership meetings.

Advisors are appointed for a term of one year. Subsequent appointments are acceptable.

#### C. Elected Officers

**Eligibility:** All military spouses with access to Little Rock AFB with a valid DoD ID card are eligible to apply for any open executive board position, excluding Honorary Officers and Advisors.

Persons appointed as Advisors are eligible to apply for an elected officer position if they first resign from their position as an advisor.

Before acting in an elected office, all prospective board officers must have a current membership application on file with the LRSC.

**Privileges:** All elected officers will hold the right to vote at all Board and General Membership Meetings, except for the position of the President unless that vote is needed to break a tie.

#### D. Appointed Officers

**Eligibility:** All military spouses with access to Little Rock AFB with a valid DoD ID card are eligible to apply for appointment to an open board position. Vacant positions will be filled upon agreement of the Honorary Officers and the President.

Before acting in the appointed office, all prospective chairs must have a current membership application on file with the LRSC.

**Privileges:** All appointed chairs hold the right to vote at all board meetings and general membership meetings, excluding the Parliamentarian.

#### E. Honorary Members

**Eligibility:** Honorary membership shall be extended by invitation from the LRSC President, under advisement of the Honorary Officers. There shall be a maximum of 4 Honorary Members invited during any given year. Honorary membership is for one LRSC fiscal year and can be renewed by the LRSC President and/or Honorary Officers. Honorary membership is reserved for those individuals who would not otherwise be eligible for active membership or a widowed spouse of the armed forces.

Privileges: Honorary members do not pay membership dues, are not eligible to hold office, and cannot vote.

#### F. General Members

Eligibility: All military spouses of any of the armed forces with a valid DoD ID card are eligible for membership. Active membership is contingent upon payment of annual dues.

Privileges: Active members will have the right to vote, hold office, and attend all LRSC sanctioned activities. The LRSC is neither authorized nor responsible for providing base access.

### **ARTICLE V: METHOD OF FINANCING**

All membership dues shall go into the General Account.

Fundraising is the main source of Welfare Funds.

Funds provided from Thrift Shop donations will go into the Scholarship/Grant Account to be used exclusively for scholarships. The LRSC Board may choose to raise additional Scholarship/Grant Funds by other means.

100% of all proceed donated from the Air Power Arkansas Committee from the sale of the Rock and Roll license plates will go into the Scholarship/Grant Fund to be used exclusively for scholarships.

An annual budget must be created and submitted to the LRSC General Membership for approval by a majority (51%) vote.

### **ARTICLE VI: ACTIVITIES**

The LRSC is responsible for all planning and hosting of monthly social and recreational activities afforded to its members during the fiscal year from 1 June to 31 May.

In addition, the LRSC disburses scholarships/grants to approved applicants annually.

The LRSC also participates in other volunteer and philanthropic efforts.

### **ARTICLE VII: MEETINGS AND QUORUMS**

#### **Section I: Authority**

The rules contained in Robert's Rules of Order (newly revised) shall govern the LRSC in all cases, providing it does not conflict with the Articles of Incorporation, Constitution, Bylaws, and AFI 34-223.

## **Section II: Executive Board Meetings**

Executive Board meetings may be called at the President or Honorary Officers' discretion and is recommended at least once per quarter.

## **Section III: LRSC Board Meetings**

The LRSC Board will conduct monthly meetings, Board meetings may be cancelled at the discretion of the President, with the approval of the Honorary Officers, not to exceed two in any board year. The President and Honorary President may call additional board meetings.

## **Section IV: General Membership Meetings/Socials**

General Membership Socials shall be held at least once a month, except for June and July, unless otherwise designated which allows current/new board members to plan for the next fiscal year.

General Membership Meetings will be held at LRSC socials when deemed necessary to conduct business as stipulated herein.

The President or Honorary Officers may call special meetings of the General Membership.

## **Section V: Quorums**

A quorum exists when 51% of the board members are present for voting.

A simple majority vote is required for the passage of any item (51%).

In extenuating circumstances where voting executive board member positions are not filled and do not constitute a quorum, the standing executive board members, appointed officers, honorary officer, and advisors reserve the right to convene as a quorum to vote on any necessary issues that are in the best interest of the LRSC.

The President may permit proxies, email votes, and other verifiable means of voting when a special meeting cannot be held. A quorum of members voting is still required.

# **ARTICLE VIII: ADOPTION AND AMENDMENTS**

## **Section 1: Adoption**

This Constitution shall be effective upon its adoption by a majority vote (51%) of the eligible voting members present at any duly constituted meeting of the LRSC, subject to the approval of the 19AW Commander or his/her designee in accordance with AFI 34-223.

## **Section 2: Amendments**

The Constitution may be amended at any regular or special General Membership meeting by a majority vote (51%) of the eligible voting members present, subject to approval by the 19AW Commander or his/her designee. The proposed amendments must be provided to the membership for review at least 30 days prior to the scheduled vote. Proposed amendments must be presented to the LRSC Board for approval prior to presentation to the General Membership.

The Bylaws may be amended at any regular or special General Membership meeting by a majority vote (51%) of the eligible voting members present. Amendments to the Bylaws are not subject to a 30 day review prior to a vote, nor are they subject to approval of the 19AW Commander. Proposed amendments must be presented to the LRSC Board for approval prior to presentation to the General Membership.

## **ARTICLE IX: DISSOLUTION**

In the event the LRSC is dissolved or ceases to function for any reason, the LRSC Board will designate at least three members and one advisor as trustees to liquidate all properties and funds.

All debts and liabilities of the LRSC will be paid from the liquidation of the LRSC assets, not to include the Scholarship/Grant Fund.

All remaining General and Welfare assets will be donated and/or dispersed to the LRAFB First Sergeants' Council and will not benefit the LRSC General Membership.

All remaining Scholarship/Grant assets will be donated and/or dispersed equally between the Jacksonville North Pulaski School District and the Lighthouse Charter School System.

## **ARTICLE X: INSURANCE**

### **Section 1: Liability**

In accordance with existing Air Force instructions, all members are hereby advised that financial liability incurred by the LRSC may ultimately result in individual personal financial liability if their assets fail to discharge all liabilities. Any

individual, who was a member thirty days before such insolvency, shall be considered a member as of the date of the liability or insolvency.

Private Organization members must be made aware that they are jointly and severally liable for the obligations of the Private Organization, and their understanding of the liability must be documented. (AFI 34-223, 10.11)

### **Section 2: Bonding**

The LRSC shall purchase a bonding policy covering the President, Vice President, Secretary, Treasurer, and any other Committee chairperson the Executive Board recommends. The President, Vice President, Secretary, Treasurer, Parliamentarian, and Honorary Officers will maintain copies of the policy. A disclaimer regarding liability should be attached to all information regarding activities sponsored by the LRSC.

### **Section 3: Safe Deposit Box**

The LRSC will maintain a Safe Deposit Box at the LRSC Banking Institution. All original copies will be maintained in the Safe Deposit Box.