

**ACADEMY SPOUSES' CLUB**  
**Constitution**

**ARTICLE I – NAME**

The name of this organization shall be the Academy Spouses' Club and shall hereinafter be referred to as the ASC. This charitable and social association is a Type III private organization as defined in AFI 34-223 Private Organization (PO) Program, in accordance with sections 501(C)-3 and 501(C)-7 of the Internal Revenue Code.

**ARTICLE II – OBJECT**

**Section A: Purpose**

The purpose of this organization is two-fold:

1. To raise, administer and distribute funds for charitable, educational and military purposes. Its function is to provide funding for scholarships, donations to on- and/or off-base organizations at the discretion of and approval by the ASC Board organizations qualifying under Section 501-C-3 of the Internal Revenue Code,
2. To foster a spirit of good fellowship through the provision of social, cultural, and recreational activities among its members.

**Section B: Operation**

The ASC is operated exclusively for non-profit purposes and no monetary benefit accrues to its members. Operation is contingent on the requirement and conditions of all applicable Air Force Instructions and with consent of the 10th Air Base Wing Commander (hereinafter referred to as the 10 ABW/CC).

**ARTICLE III – MEMBERSHIP**

Membership in the ASC will be voluntary and will be classified as Active and Honorary as defined in the By-Laws. No membership will be denied to those eligible because of age, race, religion, color, national origin, disability, ethnic group, or gender (including pregnancy, gender identity and sexual orientation).

**ARTICLE IV – ADMINISTRATION**

The board members of this organization shall be Advisory, Elected, and Appointed:

**Section A: Advisory Council**

1. The Honorary Presidents will be the spouses of the USAFA Superintendent and the USAFA Command Chief or their experienced designee(s).
2. The President will appoint 2 Advisors. One from the 10<sup>th</sup> ABW leadership Team and one from the Mission elements Leadership team (Officer & Enlisted) or their experienced designee(s).

**Section B: Executive Board**

1. Elected Board Members:
  - a. President (The President has the right to vote at all General Membership meetings, but only votes in case of a tie situation during Board Meetings).
  - b. 1st Vice President
  - c. 2nd Vice President
  - d. Secretary
  - e. Operational Treasurer
  - f. Welfare Treasurer
  
2. The Parliamentarian shall be a non-voting appointed officer, by the ASC President.

**Section C: Academy Spouses' Club (ASC) Board**

The ASC Board is a body consisting of the Advisory Council, Executive Board and the Chairs of the Standing Committees (as defined in the ASC Bylaws). It shall formulate all ASC policies and procedures and be responsible for the administration of all social and charitable endeavors.

**Section D: ASC Thrift Shop Advisory (TSA) Board**

1. ASC 2nd Vice President (Presiding President)
2. ASC Honorary President(s) or ASC Advisor(s)
3. ASC Parliamentarian
4. ASC Secretary
5. ASC Welfare Treasurer
6. ASC Thrift Shop Manager
7. ASC Thrift Shop Bookkeeper
8. ASC Thrift Shop Liaison

**ARTICLE V – MEETINGS AND QUORUMS**

**Section A: Meetings**

1. The ASC Board year will run from 1 June to 31 May.
2. Special meetings of the General Membership may be called at any time by the President with the approval of the ASC Board or upon written request of thirty percent of the Active Membership.
3. Elections by secret ballot will be held yearly at a General Membership Meeting. If there is only one candidate for each office, a simple show of hands vote may be taken to elect the whole slate of board members. All Active members in good standing are eligible to vote. Absentee ballots from eligible members are allowed.
4. Parliamentarian with the Nominating Committee (consisting of 3 ASC members approved by the ASC Board and an Honorary President(s)' and/or Advisor(s)' participation is recommended) shall assemble the slate of candidates, to include open nominations from the floor, and supervise the election.

5. Officers will be elected by simple majority, with the President casting a sealed ballot to be open only in case of a tie.
6. Induction of elected ASC Board Members will occur at the next general membership meeting.
7. The **Constitution and Bylaws Committee** shall consist of:
  - a. Parliamentarian (Chair) \*voting member
  - b. One Governing Board Member \*voting member
  - c. One General Member \*voting member
  - d. President \*only votes to break a tie
  - e. Advisor \*non-voting member
8. Meet in January of each odd numbered year and be chaired by the Parliamentarian.
9. ASC Governing Board will have no less than three (3) days to review the amended documents prior to their presentation at the ASC Board Meeting.
10. Submit to the Governing Board their recommendations for amendment.

### **Section B: Quorums**

1. A Quorum, at any General Membership meeting, shall consist of at least one quarter of the Active membership.
2. A quorum for the ASC Board meeting shall consist of two-thirds of the presently filled board voting positions.
3. Absentee voting will be allowed via e-mail to the Parliamentarian. A proxy, defined here as any ASC member in good standing who is designated by an absent board member, may vote in the absent board member's stead.

### **ARTICLE VI – FUNDING**

Funding of this association shall be provided by members' dues, donations, fundraising functions, and Thrift Shop earnings.

### **ARTICLE VII – THRIFT SHOP** **NAME AND PURPOSE**

**Section A:** The Academy Spouses Club Thrift Shop at United States Air Force Academy shall hereinafter be referred to as the "ASC Thrift Shop" and established as such a project under the following Constitution. Proposed changes to this Constitution will be agreed to and approved by the ASC Thrift Shop Advisory (TSA) Board before submission to the 10<sup>th</sup> Air Base Wing Commander (hereinafter referred to as the 10<sup>th</sup> ABW CC).

**Section B:** The primary purpose of the Thrift Shop is to provide funds for the Academy Spouses' Club Charitable Organization to use toward scholarship and grants in the surrounding community. No part of the ASC Thrift Shop's gross earnings may be used to benefit, financial or otherwise, any person having a personal or private interest in the activities of the Thrift Shop.

**Section C:** The ASC Thrift Shop provides authorized individuals a convenient medium to sell, donate and/or purchase previously owned merchandise.

### **PATRONS**

**Section A: CUSTOMERS:** Purchases may be made by anyone who has access to the installation.

**Section B: CONSIGNORS:** Authorized personnel consist of any active duty military, retired military, guardsmen, Reserve military, military dependents, and all customers with DoD I.D. card privileges and civilian personnel of the Armed Forces.

1. Consigned items shall be entered onto a consignor contract by persons of the age of 18 or older and those who possess a valid DoD ID card as mentioned in the above paragraph.
2. One (1) account per household/per family (with the exception of dual military) shall be authorized.
3. Each consignor will be allowed to consign the maximum amount of items allowed daily unless they are on the posted ASC Thrift Shop “Do Not Take” list.

**Section C: DONORS:** Donations may be made by anyone who has access to the installation.

### **ACADEMY SPOUSES’ CLUB THRIFT SHOP ADVISORY BOARD**

**Section A:** The ASC Thrift Shop operates with the approval of the 10<sup>th</sup> ABW CC and the ASC Board or when in contingency operations, the Advisory Council (See Article IV, Section A). A governing body, known as the TSA Board, shall oversee the ASC Thrift Shop and be ASC members in good standing.

**Section B:**

1. Members may serve more than one year, if re-appointed. Reappointments are made annually during the month of June.
2. The ASC 2nd Vice-President or his/her designee is the presiding officer over the TSA Board throughout the year.
3. The TSA Board will establish and maintain the Operating Policies and Procedures of the Thrift Shop with recommendations from the Manager.

### **MEETINGS AND VOTING PROCEDURES**

**Section A:** The TSA Board will meet quarterly and/or more at the discretion of the members of the TSA Board. Minutes of the meeting must be prepared by the ASC Secretary and provided to each TSA Board member. An additional copy of the minutes shall be posted on the ASC Thrift Shop volunteer bulletin board located in the kitchen.

**Section B:** A quorum for the TSA Board meeting shall consist of two-thirds of the presently filled board voting positions. A proxy, defined here as any TSA Board member in good standing, with the ASC, who is designated by an absent board member, may vote in the absent board member’s stead. Minimum TSA Board

attendance shall consist of Honorary President(s) and/or Advisor(s), 2nd Vice President, ASC Thrift Shop Liaison, Welfare Treasure, Parliamentarian and Thrift Shop Manager.

**Section C:** All TSA Board members with voting rights (consisting of the ASC Welfare Treasurer, ASC Secretary, ASC TS Manager, and ASC TS Liaison) shall vote to pass the following items quarterly or annually at the discretion of the presiding officer. Such items as: hiring paid employees, policy issues, etc. The presiding officer only votes to resolve a tie vote. If the presiding officer cannot attend then the President of the ASC will fill in his/her place and vote accordingly. In the absence of the additional voting members a vote may be sent by proxy. The Presiding Officer, Honorary President(s) or ASC Advisor(s), Bookkeeper and Parliamentarian are Non-Voting member of the TSA Board.

**Section E:** Members of the TSA Board shall maintain the confidentiality of the board meeting proceedings. No outside visitors may attend an TSA Board meeting without prior approval from the Presiding Officer.

### **MANAGEMENT AND OPERATION OF THE ASC THRIFT SHOP**

**Section A:** The ASC Thrift Shop will be open from 0930-1400 hours Tuesday- Friday.

**Section B:** The ASC Thrift Shop will be closed on Federal Holidays and 10<sup>th</sup> ABW designated Family Days. The ASC Thrift Shop follows Academy School District 20 for closures, will also close if D20 is delayed and may close for inclement weather days. Any changes to the above schedule will be at the Manager's discretion.

### **FINANCIAL RESPONSIBILITY**

**Section A:** The ASC Thrift Shop will work on a fiscal year of 1 June through 31 May. An annual review shall be conducted upon any changes of the bookkeeper and at the discretion of the TSA Board. If the ASC Thrift Shop's gross annual revenue is \$250,000 or more a Certified Public Accountant, with no connection to the ASC Thrift Shop, must do an annual audit. If the gross annual revenue is between \$100,000 but less than \$250,000 an Accountant (CPA is not required) will perform an annual financial review and will provide written verification of the accounting data and other relevant information. A copy of this review will be provided to the ASC Board as well as on file in the ASC Thrift Shop and on file with the 10<sup>th</sup> ABW CC.

\*FROM AFI:

10.7. Private Organizations with certain levels of gross annual revenue must undergo audits and financial reviews at the Private Organization's own expense: (T-2)

10.7.1. Certified Public Accountants perform annual audits of Private Organizations with gross annual revenues of \$250,000 or more. Use of a Certified Government Financial Manager is permitted in overseas locations when the Resource Management Flight Chief documents that a Certified Public Accountant is not available.

10.7.2. Accountants (Certified Public Accountant not required) perform annual financial reviews of Private Organizations with gross annual revenues of \$100,000, but less than \$250,000. Accountants conduct these reviews and provide written verification of the accounting data and other relevant information.

10.7.3. Private Organizations that have gross annual revenues of less than \$100,000, but more than \$5,000, normally are not required to conduct an independent audit or financial

review. However, such Private Organizations must provide an annual financial statement to the Force Support Resource Manager/Resource Manager Flight Chief no later than 20 days following the end of the Private Organization's fiscal year. (T-2)

The ASC Thrift Shop will be responsible for handling all requirements for the federal and state tax purposes; such as tax forms to be filed for the non-profit reports.

**Section B:** All checks issued by the ASC Thrift Shop will be signed by the ASC Thrift Shop Bookkeeper. In the absence of the Bookkeeper the ASC President, 2nd Vice-President, Welfare Treasurer or TS Manager can sign checks.

**Section C:** Annual Budget - The TSA Board shall submit an annual budget to the ASC Board for review and approval, with a mid-year review conducted by the TSA Board and submitted to the ASC Board for approval.

**Section :D** An itemized monthly financial statement will be provided to the ASC Thrift Shop Liaison by the Bookkeeper.

**Section E:** Access to funds in the safe is limited to the Bookkeeper, Manager, 2nd Vice President and paid employees. The amount of funds stored overnight is not to exceed \$300.00.

**Section F:** A list of all persons who have safe access and access to the building must be on file in the ASC Thrift Shop office.

**Section G:** The Manager and Cashiers are required to deposit all monies on a daily basis and request change to ensure that the correct funds are available for the next business day. The deposit slip is to be returned to the Bookkeeper the next business day.

**Section H:** All monthly proceeds after expenses will be given to the ASC Board in support of their Scholarship and Charitable endowments.

**Section I:** Any expenditure in excess of \$200.00, not provided for in the annual budget, must be approved by the TSA Board.

## EMPLOYEES

The ASC Thrift Shop currently has several paid positions; the Bookkeeper, Cashiers and Manager. These positions operate on fiscal year, 1 June through 31 May. Each contract shall be reviewed at the end of the fiscal year for continuance in the stated position.

Application/Resumes will be accepted for a 15-day period. At the end of the 15-day period qualified applicants will be interviewed. All Applicants must be able to obtain a pass to access the military installation. The ASC Thrift Shop Interview Committee will hire the Manager and Bookkeeper and shall be comprised of, but not limited to the ASC President, ASC Thrift Shop Liaison, 2nd Vice President and an Advisor. Upon

completion of the interviews, a recommendation will be made to the TSA Board for their approval. The TS Manager and TS Liaison will conduct interviews and hire cashiers.

### **LIABILITY**

Liability and property damage insurance against claims or lawsuits that may arise from commission or omission of members when acting in any capacity for or participating in the activities of the organization has been purchased. Such insurance coverage will expressly provide that neither the United States nor any non-appropriated fund instrumentality will be liable for any claims or judgments against the organization or its' members. All ASC members acknowledge that each is personally, jointly and severally liable for the debts and liabilities incurred by this organization.

### **DISSOLUTION**

Upon dissolution of the ASC Thrift Shop, all funds and properties, real or personal in excess of liabilities shall be given to the ASC. Failure on the part of the ASC Thrift Shop to discharge financial obligations incurred by the said organization for any reason may result in financial responsibility of the ASC even though the ASC Thrift Shop funds may have been dissolved. The ASC shall notify the 10<sup>th</sup> ABW CC or his/her designee of such action and approval.

### **ARTICLES VIII – PARLIAMENTARY AUTHORITY**

All Parliamentary procedures not covered by this Constitution shall be governed by Robert's Rules of Order, Newly Revised.

### **ARTICLE IX – AMENDMENTS, REVISIONS AND ADOPTIONS**

#### **Amendments**

1. Any proposed amendments to the Constitution or ByLaws shall be:
  - a. Presented to and approved by the ASC Board or, when in contingency operations, the Advisory Council.
  - b. Read at the next General Membership Meeting.
  - c. Published and made available for examination by the General Membership for at least 30 days.
  - d. Revised or revoked at a regular business meeting by at least two-thirds vote of the total membership at the meeting.
2. All adopted amendments will be submitted to the 10 ABW CC for approval.
3. In the event that any provision of the Constitution or ByLaws are deemed illegal or contrary to the Air Force Directive, such portion shall be deemed changed administratively.

**ARTICLE X – CONTINGENCY OPERATIONS**

In the event that four (4) of the seven (7) Executive Board positions are not filled, or the position of the President or 1st Vice President is not filled by the new board year, the ASC will continue to operate under the supervision of the Advisory Council according to the rules established in the By-Laws.

**ARTICLE XI – LIABILITY**

Liability and property damage insurance against claims or lawsuits that may arise from commission or omission of members when acting in any capacity for or participating in the activities of the organization has been purchased. Such insurance coverage will expressly provide that neither the United States nor any non-appropriated fund instrumentality will be liable for any claims or judgments against the organization or its members. All members acknowledge that each is personally, jointly and severally liable for the debts and liabilities incurred by this organization.

**ARTICLE XII – DISSOLUTION**

Upon dissolution of the ASC, all funds and properties in excess of liabilities shall be disposed of in the following manner: the Executive Board or, when in contingency operations, the Advisory Council, shall recommend to the membership a course of action, it shall be voted on by a two-thirds vote of the Active Members present and approved by the 10 ABW CC or his/her designee. All members shall be responsible if assets do not cover liabilities.

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Chad Holland  
ASC President

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Date

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Kelli Weinerth  
ASC Parliamentarian

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Date

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10 FSS Legal ABW/ JA

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Date