

# CONSTITUTION AND BY-LAWS

## OF THE

### ROBINS SPOUSES' CLUB

#### ARTICLE I NAME AND PURPOSE

**SECTION 1 – NAME:** The name of this organization shall be the Robins Spouses' Club, hereinafter referred to as RSC, and is created under the authority of AFI 34-223, Private Org Program.

**SECTION 2 – PURPOSE:** The purpose of the Robins Spouses' Club is for philanthropic and social purposes. The organization is divided into two divisions: Operational and Philanthropic. This is a private organization. It is not a part of the Department of Defense or any of its components and it has no governmental status.

**Operational Division** – The objective of this division is to promote, develop, organize, and sponsor professional education, cultural and social activities for RSC members to foster, protect, and preserve the ideals of charity, benevolence, and good fellowship in keeping with the ideals of and traditions of the United States Armed Services.

**Philanthropic Division** – The objective of this division is to support charitable and educational endeavors, which serve a public interest. The objective is to raise funds to be used exclusively for charitable and educational purposes to benefit both military and civilian communities through the distribution of scholarships, grants and monetary donations.

The RSC will conduct all activities in a manner which is free from any discrimination and provides equal opportunity for treatment of all members, irrespective of race, color, religion, sex, sexual orientation, or national origin.

#### ARTICLE II GENERAL PROVISIONS

**SECTION 1 – AUTHORITY:** The Robins Spouses' Club is a private organization operating on Robins Air Force Base under the authority of AFI 34-223, *Private Organizations*. It is a self-sustaining interest group operated by people outside the scope of any official position they may have with the Federal government, and it operates only with the written permission of the installation commander or his/her designee.

**SECTION 2 – LIABILITIES:** The liabilities of the Robins Spouses' Club are as follows:

- a. **Obligation:** Obligations will be for the sole use and benefit of the RSC. No individual may obligate the Robins Spouses' Club without approval from the Executive committee. If an obligation is made without prior approval, the member will be held liable.
- b. **Insolvency:** Members of Robins Spouses' Club may become financially liable for the obligations and debts of the Robins Spouses' Club if its assets fail to meet its obligations and debts. Members are joint and severally liable for the obligations and debts of the Robins Spouses' Club.

**ARTICLE III MEMBERSHIP**

**SECTION 1 – QUALIFICATIONS:** Membership in the Robins Spouses’ Club is voluntary and open to all active duty, guard, reserve, retired, Department of Defense personnel, to include GS, Contract and Partner Nation personnel and their dependents age 18 and over, without regard to race, creed, religion, ethnic origin, or sex.

**SECTION 2 – TYPES OF MEMBERSHIPS:** The Robins Spouses’ Club will have three types of memberships: General membership, Advisor membership, and Courtesy Membership as defined below:

- 1) General membership – shall have the right to vote at General Assembly meetings, hold elected and appointed Board of Governor positions, pay dues, and participate in the management of RSC activities.
- 2) Advisor membership – shall be invited by President with the approval of the Executive Committee, pay dues, and vote ONLY in General Assembly Meetings. Invitations will be extended by the President to the Spouses of the 78th Air Base Wing (Installation) Commander and Command Chief Master Sergeant, or designees. Additional invitations for the role of Advisor may be extended to the spouses of other command elements of major Robins mission partners by the President in consultation with the Advisors. Advisors are paying members and have all the privileges and benefits of a general member, except the right to vote in BOG meeting and hold elective office.
- 3) Courtesy membership – Invitations to key Middle Georgia community partners may be extended by the President with Executive Committee approval. Courtesy members will have no voting rights, will not hold an elected or appointed BOG office/position, and will not pay dues.

Membership Type	Hold Elected Office	Hold Appointed Office	May Vote?	Pay Dues?	Payment Method
General	Yes	Yes	Yes	Yes	Annual/Biannual
Advisor	No	No	Only General Assembly Votes & Elections	Yes	Annual/Biannual
Courtesy	No	No	No	No	N/A

**SECTION 2 – DUTIES OF THE PRESIDENT:** The President shall have the following duties and obligations:

- a. Enforce the Constitution, and all other rules, regulations and conventions of Robins Spouses’ Club
- b. Preside over all meetings of the RSC.
- c. Represent the RSC at all functions requiring an organizational representative or select a designee as he/she deems fit to represent the RSC.
- d. Act as either Treasurer in his or her absence.

- e. Take responsibility for the disposition of any assets or discharge of any liabilities remaining in the event the RSC is dissolved.
- f. Appoints the Parliamentarian
- g. Appoints, with Executive Committee approval, all chairpersons of all committees, special committees, governing board positions.
- h. Will not make a motion or second a motion, only votes in case of a tie.
- i. Is authorized to spend a sum not to exceed the amount budgeted as “discretionary expenses” providing such an expenditure is in keeping with the Constitution and Bylaws of the RSC.
- j. Submits the Constitution and Bylaws of the RSC to the 78<sup>th</sup> FSS Private Org Monitor every two years or as needed.
- k. Submits monthly and annual board reports to summarize the activities of the position and provide continuity for their successor.

**SECTION 3 – DUTIES OF THE VICE-PRESIDENTS:** The Vice-President(s) shall have the following duties and obligations:

- a. Operational VP –
  - 1. Assist the President in all RSC business.
  - 2. Perform the duties of the President in his or her absence.
  - 3. Attends base and community briefings/meetings to promote the RSC as designated by the President.
  - 4. Attend Operational and Budget Committee meetings as needed.
  - 5. Acts as advisor to all Operational Committee/governing body positions.
  - 6. Carries out all responsibilities as outlined in the job description and any other duties as assigned by the President.
  - 7. Assume the duties of the President in the event of resignation or removal of office.
- b. Philanthropic VP –
  - 1. Assist the President in all RSC business.
  - 2. Performs Operational VP duties in their absence. The Philanthropic will assume the duties of the President in the absence of the President and Operational VP.
  - 3. Serves as advisor to all Philanthropic committees.
  - 4. Carries out all responsibilities as outlined in the job description and any other duties as assigned by the President.
  - 5. Attend Philanthropic and Budget Committee meetings as needed

**SECTION 4 – DUTIES OF THE TREASURER(s):** The Treasurer(s) shall have the following duties and obligations:

- a. Receive and disburse funds belonging to the RSC as directed by the voting membership and/or the Board of Governors, hereinafter referred to as BOG.

- b. Presents monthly financial statements, balances, any pending transactions to the Governing board and membership at general assembly meetings or any time a request is made by any member in good standing.
- c. Establish an annual operational and philanthropic budget /financial plan for the RSC. The plan may include projected activities, including income and expenditures, and capital purchases, such as equipment for each division as determined by the Executive committee. The budget will establish the financial objectives to generate income to ensure proper coverage of all planned expenses.
- d. Maintain the financial records of the RSC.
- e. Maintain all bank accounts, withdraw funds and make disbursements for payments authorized by the RSC membership and/or Executive committee. Receives and disburses all funds belonging to the Operational and Philanthropic funds.
- f. Advises President and divisional VP on all financial matters.
- g. Chairs the Budget Committee Meeting
- h. Ensures all IRS tax filings are completed on time for the fiscal year for their respective divisions.

**SECTION 5 – DUTIES OF THE SECRETARY:** The Secretary shall have the following duties and obligations:

- a. Attends, records, and compiles minutes of each regular Executive Committee and BOG meetings as well as any special meetings of the RSC and the Executive Committee. Maintains attendance records for meeting attendees.
- b. Submits BOG and Executive Committee meeting minutes via email to the BOG and 78th FSS PO monitor within two weeks of the meeting date. Maintain all meeting minutes in the Google drive folder.
- c. Make available to the membership copies of the Constitution, by-laws, and minutes of all meetings.
- d. Carries out all responsibilities outlined in job description and any other duties as assigned by the Operational VP and/or President.

## **ARTICLE V ELECTIONS**

**SECTION 1 – ELIGIBILITY:** All members in good standing of the RSC shall be eligible for election to any of the officer positions.

**SECTION 2 – NOMINATIONS:** Elections will be held annually in April. Nominations will be made at the General Assembly membership meeting prior to the month of the elections. Nominees must give consent, in person or in writing, of willingness to serve if elected before elections may be held.

**SECTION 3 – PROCEDURE:** All officers will be elected by a majority vote, using secret ballots, of all members present at the election during April’s general assembly meeting. In the event an in-person election cannot be held, an electronic ballot will be provided to ALL active and honorary members in good standing to cast their vote. Votes will be calculated and ratified by no less than two Executive Committee members (not running for an opposed position) and one Advisor. The election results will be provided by the Parliamentarian and/or President or their designee.

**SECTION 4 – TERMS OF SERVICE:** The term of service is for one year beginning 1 June. A member can hold the same elected position for no more than two (2) consecutive board years. Executive Committee members will not serve in the same position for more than two (2) consecutive years. However, in the event that no volunteers present for nomination to a vacant elected office, the previously elected officer may choose to serve an additional term (for a total of three (3) consecutive elected terms in the same position).

**SECTION 5 – SPECIAL ELECTIONS/APPOINTMENTS:** Except for a presidential vacancy, the RSC President will appoint a new active member in good standing into any Executive or Governing board position with approval of the Executive committee. In the event of a presidential vacancy, the Operational Vice-President will automatically assume the position until the next general election.

**SECTION 6 – TERMINATION OF OFFICERS:** Officers may be removed from their position for improperly discharging duties and responsibilities and/or for actions that discredit the Robins Spouses’ Club as outlined in the RSC Code of Ethics and RSC Policy and Procedures. A two-thirds vote (rounded down) of the current membership shall be required to remove such an officer. Officers being considered for removal will be allowed the opportunity to address the general membership prior to any vote to remove is held. Officers may also resign by submitting their resignation in writing to the Executive committee. Removals are effective immediately while resignations are effective 30 days later. Any appointed BOG member can be removed from office for improperly discharging duties and responsibilities and/or for actions that discredit the Robins Spouses’ Club by a majority vote of the elected Executive Committee. The BOG member considered for removal may address the Executive committee before discharge. If either an Executive or Governing board member is removed from office and subsequently nominated or considered for re-appointment within the next two (2) years, a majority vote by the Executive Committee must approve said nomination and/or appointment.

## **ARTICLE VI MEETINGS**

The BOG shall meet monthly or at the request of a simple majority of the membership, or at the request of any member of the Executive Committee, upon reasonable notice. A quorum shall exist and be presented to include the members in attendance. For Executive Committee meetings, electronic/remote/telephone votes are permitted to ensure the quorum is met. The general membership shall meet monthly or at the request of a simple majority of the membership, or at the request of any member of the Executive Committee. The Secretary, or designee, will record the minutes of each meeting.

## **ARTICLE VII VOTING**

**SECTION 1 – GENERAL PROVISIONS:** All active and honorary members in good standing have full voting rights. The President may not vote except in a tie or during an election of officers. A simple majority of eligible members present is required for passage of any matter voted upon except as otherwise specified in this Constitution and by-laws.

**SECTION 2 – SPECIAL VOTING PROCEDURES:** A two-thirds majority vote of all active and honorary members in good standing are required for the removal of an officer for cause and the approval of the Constitution and by-laws or any revision thereof.

## **ARTICLE VIII COMMITTEES**

**SECTION 1 – STANDING COMMITTEES:** The Executive Committee, with the advice and consent of the membership, shall establish and maintain standing committees as needed. The names and functions of the standing committees at the time of formal organization are: Nomination, Grants, Scholarships, Budget, Thrift Shop and Blue Boutique.

**SECTION 2 – SPECIAL COMMITTEES:** Special committees will be appointed to plan, organize, and execute specific projects. The President will appoint the Chairperson of the committee and the remaining committee members will be volunteers.

## **ARTICLE IX ACCOUNTING**

### **SECTION 1 – RESPONSIBILITY:**

- a. The Robins Spouses' Club shall be responsible for asset accountability, liability satisfaction, and responsible financial management.
- b. The Treasurer(s) shall be responsible for managing the funds of the Robins Spouses' Club Operational and Philanthropic accounts.
- c. The Robins Spouses' Club will be self-sustaining.
- d. The RSC owns and operates the RSC Thrift Shop and The RSC Blue Boutique under the Philanthropic division and shall be governed by the RSC Board of Governors, Thrift Shop Committee, and Blue Boutique Committee. All proceeds from the RSC Thrift Shop and RSC Blue Boutique shall be disbursed to the Philanthropic account for scholarships and grants.

**SECTION 2 – FINANCIAL STATEMENTS:** The Treasurer(s) will maintain a monthly financial statement and present it for review at every monthly meeting. The Treasurer(s) will also provide the quarterly financial statement to the 78th FSS PO monitor. In the event the Treasurer(s) are unable to present a quarterly financial statement to the PO monitor, the appropriate divisional Vice President shall submit the report in their absence.

**SECTION 3 – AUDIT REQUIREMENTS:** The appropriate divisional account of the RSC will be reviewed prior to the installation of a new Treasurer or when the membership deems it necessary by a simple majority of the vote. Per AFI 34-223, if the gross annual revenue is \$5,000 or more, an annual financial statement will be submitted to the 78th FSS PO monitor. If the gross annual revenue is more than \$100,000, but less than \$250,000, an annual review by a public accountant is required.

**SECTION 4 – PROPRIETARY RIGHTS:** Members of the RSC do not have proprietary rights in organization funds. Assets and income will also not accrue to individual members except through wages and salaries for employees or other payment for services rendered.

**SECTION 5 – SIGNING CHECKS:** All checks will be co-signed by two (2) authorized persons, as designated by the Policy and Procedures.

### ARTICLE X INSURANCE COVERAGE

The RSC shall, commensurate with the risk involved, secure and maintain adequate insurance for protection against bodily injury and property damage claims or other legal actions that may arise as a result of activities of the organization. RSC will submit a copy of the current insurance policy declaration page.

### ARTICLE XI ADOPTION AND AMENDMENTS

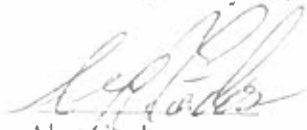
Approval of the Constitution and by-laws will require a two-thirds majority vote of all members. Suggested revisions to the Constitution and by-laws may be submitted as new business at any scheduled meeting. Upon approval by a two-thirds majority of members, the Constitution and by-laws will be amended to reflect the approved change. This Constitution and by-laws are effective upon signature of the President of the RSC and the approval of the installation commander or designee.


### ARTICLE XII DISSOLUTION


**SECTION 1 – GENERAL PROVISIONS:** In case of dissolution of the RSC, written notice will be given to the 78th FSS PO monitor. Dissolution will be carried out only with the final approval of the installation commander or designee. Whatever funds are contained in the Treasury at the time will be used to satisfy any outstanding debts, liabilities or obligations. Any disbursement of funds remaining in either account shall be disbursed to a non-profit organization selected and voted upon by the existing membership.

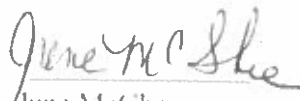
**SECTION 2 – GROUNDS FOR DISSOLUTION:** The RSC may be dissolved by an affirmative two-thirds vote of the members or by the direction of the installation commander or designee. In the event of an emergency evacuation of dependents, if dependents have not been authorized to return within twelve months, then the organization (if run by dependents) will dissolve automatically.


Dated this 3<sup>rd</sup> day of November, 2023.


  
Alex Cardenas  
President

  
Tiffany J. Kelley  
Operational Vice President

  
Debbie Nicoletti  
Philanthropic Vice President

  
June McGhee  
Operational Treasurer

  
Staci Hoffman  
Philanthropic Treasurer

  
Kathy Gialleo  
Secretary