

CONSTITUTION

OF THE COMMUNITY SPOUSES CLUB OF FORT BENNING, GEORGIA

ARTICLE I

NAME AND PURPOSE

Section 1. This association will be officially known as and called the Community Spouses Club of Fort Benning, Georgia, hereinafter to be referred to as the CSC.

Section 2. The CSC is established as a private organization pursuant to DOD Instruction 1000.15, Private Organizations on DOD Installations; DOD 5500.7-R, Joint Ethics Regulation; AR 210-22, Private Organizations on Department of the Army Installations; and US Army Maneuver Center of Excellence (MCOE) policy memoranda regarding Private Organizations. The CSC exists on the military installation at the discretion and with the consent of the Installation Commander or designee. Such consent shall be contingent upon the following requirements and conditions as may be appropriate.

- a. Any programs and activities conducted will not prejudice or discredit the military service or other agencies of the United States Government.
- b. This organization will conduct no activity in the name of the installation or any organization of the Army establishment.
- c. Neither the Army nor a Non-appropriated fund entity as defined in DODI 1000.15 shall incur any obligation on behalf of or assume any obligations of the association. Individual members of the CSC may become personally liable for the obligations and debts of the Association.
- d. The CSC will not engage in activities that conflict with the provisions of DODI 5500.7-R, the Joint Ethics Regulation.

Section 3. The purpose of this association shall be to develop and foster a spirit of fellowship, responsibility, and stewardship; to outreach to the community, to provide opportunities for social, cultural, creative and educational pursuits; and to support worthwhile service and community projects. The CSC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. This constitution supersedes all previous constitutions.

ARTICLE II

GENERAL PROVISIONS

Section 1. The CSC shall be self-sustaining and will receive no financial assistance from Non-Appropriated Fund instrumentality in the form of contributions, repairs, services, dividends, or other donations of money or other assets as stated in paragraph 6.5, DODI 1000.15, and AR 210-22 paragraphs 5-2 and 5-3.

Section 2. The Installation Commander and/or designated representative has the authority to enforce compliance by the CSC with conditions enumerated herein, to inquire into their activities and to withdraw consent for its existence on this installation if deemed necessary in the interest of the Government.

Consent for the CSC to operate on the installation will automatically cease two years after being granted unless the CSC applies for and receives revalidation within that two-year period.

Section 3. The Property of the CSC shall consist of such articles as may properly come into its possession. Records of the property shall be maintained by the Treasurer in accordance with generally accepted accounting principles. Should the CSC either dissolve or cease to be allowed to operate on Fort Benning, Georgia, the CSC will remove all CSC property from Fort Benning within 10 working days of dissolution or receipt of notice to cease activities on Fort Benning. After that time, the CSC's property will be considered abandoned on the installation by the CSC and may be acquired or disposed of by the installation under applicable DOD, Army, federal, state, and or local laws, regulations, etc.

Section 4. The President will maintain a historical file of CSC permanent records. The President may delegate or share this task with the Secretary. This historical/continuity file will consist of the following records as listed in the organization Bylaws:

- a. Original Constitution with all current revisions
- b. Original Bylaws with all current revisions
- c. Records of approval of Constitution and Bylaws and all amendments thereto
- d. Annual membership rosters
- e. Copies of previous audits (financial and nonfinancial) with records of the property
- f. All insurance policies
- g. Articles of Incorporation
- h. IRS designation letter
- i. Tax ID letter
- j. Secretary of State approval letter
- k. Monthly Board of Director meeting minutes with financial statements
- l. Monthly Financial Statements from the Thrift Store
- m. Thrift Store SOP, Volunteer Handbook, and Volunteer Consignment Policy with all current revisions
- n. CSC Board of Directors Roster
- o. Scholarship/Community Grants Recipient Workbook

Section 5. All files of the CSC, excluding the permanent records and the current checkbook, will be kept on a calendar year basis and held seven years after which time they may be destroyed. The checkbook will be placed with related records when it is completed; using the applicable provisions of AR 25400-2 series as a guide.

Section 6. This organization will comply with federal, state, and local laws concerning taxation, licensing, certification, or registration, in regard to club activities.

Section 7. The monthly minutes and financial statements of the CSC will be forwarded to DFMWR for review and approval within fifteen working days following the conduct of a club meeting.

Section 8. The CSC will not use a seal, logo, or insignia of any DOD component, organization, unit or installation on the CSC's letterhead, correspondence or in its title.

Section 9. In no event shall the United States Government be held liable, in fact or in spirit, for any actions taken or indebtedness incurred by the CSC or the members of the CSC.

Section 10. The Association will not compete with any appropriated or non-appropriated fund activity that offers similar programs or services.

Section 11. The Association will reimburse the Army for any utility expenses incurred by the Army as a result of the operation of the Association, unless it would cost the Army more to bill and collect than it costs to provide the utility.

Section 12. The Association will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the Government.

Section 13. The Association will not seek to deprive individuals of their civil rights.

Section 14. The Association will not engage in the distribution or sale of alcoholic beverages at any time.

Section 15. Income shall not accrue to individual members of the CSC except through wages and salaries as employees of the CSC Thrift Shop, or as award recognition for services rendered to the CSC or the Fort Benning Community.

Section 16. The Fort Benning Community Spouses' Club is organized as a 501 (c) (3) non-profit private organization, provided for in applicable Army regulations.

ARTICLE III

OFFICERS AND GOVERNING BODY

Section 1. Nominations, elections, terms of office, and duties are outlined in the Bylaws.

Section 2. The elected officers of this association shall be the following: President, First Vice President, Second Vice President, Secretary, and Treasurer.

Section 3. The CSC including the CSC Thrift Shop shall be administered in accordance with this approved Constitution and Bylaws of the Association and other applicable government and state directives under the supervision of the Executive Board.

Section 4. The spouse of the MCOE Commanding General shall be invited to serve as Mentor/Honorary President. The Mentor/Honorary President, in consultation with the President, shall be invited to designate a Senior Advisor. The spouse of the MCOE Command Sergeant Major or designated representative shall also be invited to serve as a Senior Advisor. The Mentor/Honorary President and Senior Advisors are non-voting members of the Board of Directors.

Section 5. The Executive Board shall consist of the Elected Officers, the Senior Advisors, the Mentor/Honorary President, and the Parliamentarian. The Senior Advisors, the Mentor/Honorary President, and the Parliamentarian are non-voting members of the Executive Board.

Section 6. The Board of Directors shall consist of the Executive Board and the appointed chairpersons. The Board of Directors shall conduct routine business of the CSC. Only the Elected Officers and appointed chairpersons, as outlined in the Bylaws, shall be voting members of the Board of Directors.

Section 7. The Board of Directors shall carry out the purpose and objectives of the CSC by approving transactions of its routine business in accordance with the approved Constitution and Bylaws and established policies and shall make and enforce such Bylaws as are necessary to govern the CSC.

Section 8. The day to day operations of the Thrift Shop are the responsibility of the Thrift Shop Manager, under the supervision of the CSC President with oversight by the Executive Board. The operation of the

Thrift Shop and administration of its policies are the responsibility of the Thrift Shop Manager, under the supervision of the CSC President with final authority held by the Executive Board. The Executive Board will ensure that the purpose and objectives of the Thrift Shop is in accordance with the Constitution and Bylaws as approved by the Board of Directors. The Executive Board will establish policies pertaining to Thrift Shop and shall make and enforce such changes as are necessary.

ARTICLE IV

UNSCHEDULED CHANGES OF OFFICERS

Section 1. Members of the Board of Directors have the right to resign at any time throughout the CSC year and are presumed to have resigned upon their permanent departure from the Fort Benning area.

Section 2. A member of the Board of Directors can be asked to resign upon continued failure of their duties as described in Article II of the CSC Bylaws.

Section 3. Before any member of the Board of Directors can be asked to resign, the Executive Board must meet and vote on the matter. If the Executive Board agrees a resignation is in the best interest of the club, then the President shall call for the resignation of that member of the Board of Directors. If that board member chooses not to resign, their removal may be authorized by a vote of the Board of Directors.

Section 4. In the event an elected office becomes vacant or is unfilled, the President, with the approval of the Executive Board, will appoint an active member in good standing to fill the vacant position. This appointment will be assumed immediately and will be presented to the General Membership at the next scheduled meeting (luncheon).

Section 5. If the office of President is vacated at any time, the First Vice President will fill this position. In the event the First Vice President is unable or unavailable to serve, the Second Vice President will be invited to fill this position. In the event neither Vice President is able or available, the position will be filled by a nominee selected by the Executive Board, approved by the Board of Directors, and elected by the General Membership.

ARTICLE V

MEMBERSHIP

Section 1. Membership discrimination based on race, color, gender, religion, sexual orientation, age, disability, or national origin will not be permitted, IAW DODI 1000.15, Para 6.12.

Section 2. Membership in the CSC will be voluntary. The following will be eligible for membership and will become members upon completion of application and payment of dues (where applicable):

- a. Active Members shall live in the Fort Benning or surrounding area, pay annual dues and have all rights and privileges of the organization. Active membership will be extended to the following individuals:
 - I. Spouses of all Active Duty US Military ID Card Holders, including Active Duty, National Guard, and Reserve on Active Duty Status
 - II. Service Members of the Armed Forces of the United States on Active Duty, including National Guard and Reserve on Active Duty Status

- b. Associate Members shall pay annual dues and have all the rights and privileges of an Active Member except the right to hold an Executive Board position other than Secretary or Parliamentarian. Associate membership will be extended to the following individuals:
 - I. Widows/Widowers of all US Military ID Card holders (including Active Duty, Reserve, or National Guard Components and Retired)
 - II. Spouses of all US Military ID Card-holding Retirees residing in the Columbus/Fort Benning and surrounding area
 - III. Retired Service Members of the US Armed Forces residing in the Columbus/Fort Benning and surrounding area
 - IV. Civilian employees of the Department of Defense and their spouses.
 - V. Family Members (over 18 years) residing with the sponsoring service member who is on Active Duty at Fort Benning
 - VI. Family Members (over 18 years) residing with those eligible to be Associate and Honorary members
 - VII. Spouses of all International soldiers in residence at Fort Benning.
 - VIII. Other individuals, such as significant others, at the discretion of the President.
- c. Complimentary Members shall be individuals, such as community leader spouses, invited by the President to be members for one year upon approval of the Board of Directors. Complimentary members pay no annual dues and are ineligible to vote or hold office.
- d. Honorary Members include individuals who are spouses of General Officers or past Presidents of the Club serving at Fort Benning and the spouse of the MCOE Command Sergeant Major. Honorary Members are entitled to all rights and privileges, except for holding elected office and committee chairmanship.

Section 3. Membership in the CSC will not be discussed in official business meetings, and the CSC Membership Chair will strictly maintain lists of members. The member list will be provided to board chairs for the purpose of CSC business only. Under no circumstances will such lists be posted in public view in the workplace.

Section 4. Members must conduct themselves in accordance with the laws of the federal government, the state of Georgia, and Fort Benning policies. Members should conduct business in a professional manner and not bring discredit or dishonor to the CSC. Any member not adhering to the fore-mentioned laws or that brings discredit to the organization may be removed by a unanimous vote of the Board of Directors.

Section 5. All members shall be provided a copy of the Constitution and Bylaws upon request.

ARTICLE VI

METHOD OF FINANCING

Section 1. The funds of the association shall be derived from annual membership dues, revenue-producing activities, Bit of Benning Ways and Means, and the Thrift Shop as approved by the Board of Directors. All fundraising activities on the installation shall have prior approval of the Installation Commander or designee. Accounts will be maintained with the subheadings of General Operating Fund, Community Outreach, the Benning Benevolence Fund, Thrift Shop Operating Fund, and Scholarship Monies in Trust

- a. The General Operating Fund is derived from annual dues, revenue-producing activities, net profits from Bit of Benning Ways and Means, and 30% of the net profits from all other undesignated fundraising activities.
- b. The Community Outreach Fund is derived from 90% of the monthly net profits of the Thrift Shop and 60% of the net profits from all other undesignated fundraising activities.
- c. The Benning Benevolence Fund is derived from the net profits of fundraising activities specifically designated for community nonprofit benevolence organizations, 10% of the monthly net profits of the Thrift Shop, and 10% of the net profits from all other undesignated fundraising activities
- d. The Thrift Shop Operating Fund is used to fund the Operations of the Thrift Shop. It is maintained by the Manager and Bookkeeper of the Thrift Shop with oversight by the Executive Board. Net profits shall be deposited monthly as follows: 90% to the CSC Community Outreach Fund account, 10% to the Benning Benevolence Fund.
- e. Where a Donor has provided the Club with a Scholarship donation and directed the Club to disburse those monies over multiple board years, the restricted donations(s) will be deposited to a 'Scholarship Monies in Trust' account until disbursed.
- f. Directed monetary donations will be deposited to the appropriate authorized account.
- g. Nondirected monetary donations will be deposited to the appropriate authorized account as follows: 90% to the Community Outreach Fund; 10% to the Benning Benevolence Fund.
- h. The Treasurer, or in his/her absence, the President, shall receive all dues and all other monies of the Fort Benning Community Spouses' Club and deposit same in an authorized depository.
- i. The Treasurer, or in his/her absence, the President, shall pay all obligations of the Fort Benning Community Spouses' Club to include but not limited to, monthly bills, sales taxes, and any reimbursements from the Operating Fund account.
- j. The Thrift Shop Bookkeeper, or in his/her absence, the Thrift Shop Manager, shall receive all monies of the Thrift Shop and deposit same in the Thrift Shop Fund.
- k. The Thrift Shop Bookkeeper, or in his/her absence, the Thrift Shop Manager, shall pay all obligations of the Thrift Shop to include but not limited to, monthly bills, sales taxes, and any reimbursements from the Thrift Shop Fund account.

Section 2. The General Operating Fund is the account used to fund the Operations of the CSC. This fund shall not exceed an amount determined in Article VIII, Section 7 of the Bylaws. In the event the Operating Fund exceeds the predetermined amount at the April Board meeting, the excess funds shall be deposited as follows: 90% to the Community Outreach Fund and 10% to the Benning Benevolence Fund for distribution in a manner consistent with the guidelines of these two Funds.

Section 3. The Benning Benevolence Fund account is used to purchase goods or services needed by nonprofit benevolence organizations, such as the Fort Benning Battle Buddy Resource Center or any other verified nonprofit benevolence organization, as directed by the Executive Board and approved by the Board of Directors.

Section 4. All books of the Organization are open for inspection by the CSC Executive Board at all times.

Section 5. Any transaction up to \$500.00 may be approved by either the President or the Treasurer. Checks or transactions in the amount of \$500.00 or higher must be approved or signed by the Treasurer and either the President or the First Vice President. Expenditures of \$500.00 or higher must be approved by the President. At each monthly Board meeting, the Treasurer will present each Board member with a list of all transactions in the amount of \$500.00 or higher. This list will give the payee name, date, and amount of each transaction and will include all such transactions since the last Board meeting.

Section 6. The CSC understands that gambling in federal buildings is prohibited and that raffles on post are in compliance with Policy Memo 600-29-14 dated 12 December 2018. Raffles conducted off post will be in conformance with Georgia law and with the approval of the county sheriff.

Section 7. Unused funds may be transferred from the Benning Benevolence Fund to the Community Outreach Fund during each scholarship and grants cycle upon a majority vote by the Board of Directors. Approved transfers shall leave The Benning Benevolence Fund with no less than \$2,000.

ARTICLE VII

ACTIVITIES

Section 1. The primary purpose of the CSC Thrift Shop is to provide scholarships and community grants funds as well as benevolence funds for the organization. The secondary purpose of the Thrift Shop is to provide a service to the Fort Benning community. Net profits from the Thrift Shop are deposited as described in Article VI, Section 1 of this Constitution.

Section 2. The primary purpose of Bit of Benning Ways and Means is to provide a service to the Fort Benning community, by providing the members of the community a way to conveniently purchase gifts and other merchandise at a reasonable price. Any net profits made by Bit of Benning Ways and Means are deposited into the General Operating account as described in Article VI, Sections 1 and 2 of this Constitution.

Section 3. The primary purpose of Operation Deploy Your Dress is to provide a service to the Fort Benning community by providing a convenient way to obtain formal wear and other merchandise at no cost. Any net profits made by Operation Deploy Your Dress are deposited into the General Operating account as described in Article VI, Sections 1 of this Constitution.

Section 4. The primary purpose of the Benning Benevolence Fund is to provide goods and services needed by the Fort Benning Battle Buddy Resource Center or any other verified nonprofit benevolence organization. Any monetary donations to the Benning Benevolence Fund or fundraising activities undertaken specifically for the benefit of the Battle Buddy Resource Center or any other verified nonprofit benevolence organizations are deposited in the Benning Benevolence Fund account as described in Article VI, Section 1 and Section 3 of this Constitution. The Benning Benevolence Fund will be disbursed as directed by the Executive Board with approval by the Board of Directors.

Section 5. The Community Outreach Fund shall be disbursed as follows:

1. Directed donations including named scholarships and/or community grants are distributed per donor instruction
2. Non-directed monies are recommended to be distributed as follows:
 - a. 60% distributed through scholarships.
 - b. 40% distributed through Community Grants.

Section 6. Other fundraising activities may be undertaken with the consent of the Board of Directors and the approval of the Installation Commander, MCOE, DFMWR, AR 600-29 Fundraising with the Department of the Army (7 June 2010), and Policy Memorandum 600-29-14, Fund Raising Activities on Fort Benning, 12 December 2018.

ARTICLE VIII

MEETINGS AND QUORUMS

Section 1. The general membership meetings, to include luncheons and social activities, shall be held according to an announced schedule which may be changed with a minimum of one month's notice. Other business meetings may be called at the discretion of the President. Organizational business that requires action by the members may be conducted at any of these meetings.

Section 2. A quorum for conducting general membership business at a general membership meeting shall be defined as the voting members present. A simple majority vote shall govern.

Section 3. The Board of Directors shall meet monthly unless otherwise announced by the President. An Executive Board meeting may be called at the discretion of the President.

Section 4. A quorum for conducting business of the Board of Directors shall be defined as two-thirds of the voting members of the Board. A simple majority vote shall govern as long as there is a quorum present.

Section 5. All meetings will be conducted according to the then current Robert's Rules of Order (Revised Edition). The President will have the final authority to decide points of order.

Section 6. At any Board and/or General Membership meeting parents of children 6 months and older must utilize childcare.

ARTICLE IX

ADOPTION AND AMENDMENTS

Section 1. This Constitution and any Bylaws hereto shall become effective upon the adoption by a quorum vote of the General Membership at a scheduled general membership meeting, provided at least one week's notice has been given to its members, either orally or in writing. The Constitution and Bylaws must be approved by the Installation Commander, MCOE, DFMWR, pursuant to AR 210-22 Private Organizations on Department of the Army Installations, prior to adoption by the Membership. The Constitution will then supersede all previous constitutions and amendments except that it will not affect officers elected, specific agreements, or contracts entered into under the terms of the previous constitutions until such terms of agreement or contracts have reached their expiration date.

Section 2. The procedure for Constitutional Amendment is:

- a. The Amendment must be voted on by a quorum of the CSC Board of Directors and approved by a two-thirds majority.
- b. After approval by the Board of Directors, approval by the General Membership is required. The Amendment must be voted on by the members present and voting in a duly constituted regular or special meeting of the General Membership and approved by a simple majority.
- c. The amendment will not go into effect until approval by the Installation Commander and pursuant to AR 210-22 and policy Memorandum 210-22-8.

Section 3. The procedure for amending the Bylaws is: a. The Bylaws may be amended by a two-thirds vote of a quorum of the voting members present at any regular or special meeting of the Board of Directors, provided all members of the Board have been notified of the meeting and of the proposed amendment at least one week in advance of the meeting.

ARTICLE X

INSURANCE

Section 1. The Garrison Commander (GC) or the GC's DFMWR designee has been furnished with a "Declaration Page", "Policy", and a "prepaid in-full" receipt for one (1) year's coverage as proof of "umbrella" liability insurance in the minimum amount of \$1,000,000; which amount the GC or the GC's DMWR designee deemed as sufficient for protection against public liability, claims, property damage claims, or other legal actions arising from CSC activities, one or more of the CSC's members acting on its behalf, or the operation of any equipment, apparatus, or device under the control and or responsibility of the CSC. Should that amount of insurance coverage be insufficient, the CSC members may be held personally liable for debts, claims, and legal actions that arise as a result of the activities of the Association or one or more of its members acting on its behalf. Therefore, individual Association members could be sued, judgments could be rendered against them, and their assets (e.g., land, homes, cars, bank accounts, other personal and or real properties) could be seized and or their salaries and incomes (military and or civilian) garnished to pay the judgments.

Section 2. CSC members may be held personally liable for debts, claims, and legal actions that arise as a result of the activities of the CSC or one or more of its members acting on its behalf. All members shall be required to sign a statement acknowledging their individual personal liability in the event CSC assets are insufficient to discharge all CSC liabilities. The CSC shall ensure that all State and jurisdictional laws are met.

Section 3. Fidelity bonding will be purchased for members or employees handling monthly cash flow exceeding \$500 including but not limited to: President, 1st Vice President, 2nd Vice President, Treasurer, Benning Benevolence Fund Chair. Such bonding will be in an amount equal to the normal maximum amount of cash handled.

ARTICLE XI

DISSOLUTION

Upon dissolution of the CSC, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

This Constitution of the Community Spouses Club of Fort Benning was approved by the General Membership at a regular meeting held on April 20, 2022. In witness whereof, the following officers affix their signatures:

President Misty Ferguson Misty Ferguson Date May 2, 2022

1st Vice-President Tutt McCracken Tutt McCracken Date May 2, 2022

Secretary Alex Hill Alex Hill Date 2nd May 2022

Version revised on February 23, 2022 (by Tim Selby, Parliamentarian, and the Constitution and Bylaws Revision Committee)