

CONSTITUTION OF THE FORT LEAVENWORTH SPOUSES' CLUB
Revised 2-14-07

ARTICLE 1 – NAME AND AUTHORITY

Section 1

The name of this association shall be the “**Fort Leavenworth Spouses’ Club**,” hereinafter referred to as the “FLSC” or “the Club”.

Section 2

The FLSC exists on Fort Leavenworth at the discretion and written consent of the Installation Commander and will adhere to the guidance on the conduct of Private Organizations pursuant to Army Regulation 210-22, DOD Instruction 1000.15, and all other applicable Army regulations and directives.

All activities and functions of this association shall follow applicable regulations and, when required, be approved by the Installation Commander, or approving authority.

Section 3

The business of the FLSC shall be conducted as a Private Organization with no affiliation, sponsorship, or guarantee whatsoever with or by the government of the United States of America or its agencies. No assets or funds of this club may be in any case claimed by said government except through lawful contract or due process. Said government shall not incur any obligation of the FLSC.

ARTICLE II – OBJECTIVE

The objective of the FLSC shall be to develop and provide social and educational opportunities to its members and to provide, through fundraising, charitable support to the community with an emphasis on military-associated causes.

ARTICLE III – ADMINISTRATION

Section 1 - General

The FLSC shall be administered in accordance with this approved Constitution and Bylaws and other applicable directives under the supervision of the Governing Board. Programs and activities conducted by the FLSC shall not prejudice or discredit the military service or other agencies of the United States Government. Furthermore, at no time shall the FLSC propagate extremist activities, advocate violence against others, or the violent overthrow of the Government, or seek to deprive individuals of their civil rights. Unless otherwise

provided herein or in the Bylaws, all business shall be conducted in accordance with Robert's Rules of Order.

Section 2 – Legislative Compliance

The FLSC will comply with state and/or local laws concerning licensing, certification or registration in regard to its activities. The FLSC will be responsible for ensuring applicable fire and safety regulations, environmental laws, local, State, and Federal tax codes (Section 501(c)(7) of the Internal Revenue Code), applicable laws on labor standards, and compliance with any other applicable statutes and regulations within the operation of the FLSC.

Section 3 – Association/Fiscal Year

The association year shall run from the date of installation of officers in May to the next installation of officers the following May. The fiscal and membership year shall run from 1 June through 31 May of the following year.

Section 4 – FLSC Sponsored Activities

FLSC sponsored activities are defined as any activity planned by and for FLSC members with no accrual of personal financial gain by any individual FLSC member. The FLSC shall not engage in any activity, which competes with, or conflicts with, authorized activities of nonappropriated fund instrumentalities or appropriated fund Government functions.

ARTICLE IV – BOARDS AND OFFICERS

Section 1 – Governing Board

The Governing Board of the FLSC shall consist of the Elected Officers, Honorary President, Honorary Advisor(s), Appointed Officers (Chairpersons of Standing Committees), and the Parliamentarian. Each member shall have one (1) vote with the exception of the President, Honorary President, Advisor(s), and Parliamentarian. In the case of Co-Chair positions, that Standing Committee shall have only one vote. The President shall vote only in case of a tie. The Governing Board shall:

- a) Ensure that the purpose and objectives of the FLSC are met during transaction of its routine business and activities.
- b) Establish policies and procedures for the FLSC in accordance with the FLSC Constitution and Bylaws and all applicable Army regulations and DOD directives.
- c) Approve all expenditures essential for the operation of the FLSC and ensure all disbursements are within the purpose for which this FLSC was established through an approved budget.
- d) Hold office for one year beginning with installation or appointment and ending with the association year. No officer may hold the same office for more than two consecutive years.

Section 2 – Elected Officers

Elected Officers of the association shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer. All Elected Officers will be selected from spouses amongst the General Membership and will be members in good standing of this association. The election process is outlined in Article XII. Elected Officers, with the exception of the President, are encouraged to select and appoint a committee, after conference with and approval of the President.

Section 3 – Executive Board

The Executive Board of the FLSC shall consist of the Elected Officers, Honorary President, Honorary Advisor(s), and Parliamentarian. The Executive Board shall meet at the discretion of the President. Any recommendation made by the Executive Board requiring a vote shall be referred to the Governing Board.

Section 4 – Appointed Officers

Appointed Officers shall be the Chairpersons of the Standing Committees and the Parliamentarian. The President shall appoint them after conferring with the Advisor(s) and/or the Honorary President. Appointed officers are encouraged to select a committee to assist them with their job duties, after conference with and approval of the President.

Section 5 – Honorary President

The office of Honorary President shall be reserved for the spouse of the Commanding General. If unavailable, the Commanding General's spouse representative shall be asked to serve. The Honorary President will be offered an Active Membership, however will not be required to pay dues. The Honorary President shall serve in an advisory capacity as an ex-officio member of both the Governing Board and the Executive Board as well as on all Selected Committees. The Honorary President shall not be a voting member of the Governing Board; however, he/she shall retain voting eligibility as a General Member of the Club.

Section 6 – Advisor(s)

The Honorary President shall appoint advisor(s) to the Board. The Advisor(s) positions shall be advisory in nature and shall not be voting members of the Executive or Governing Board; however, he/she shall retain eligibility as a General Member of the Club. The Advisor(s) may serve as an ex-officio member of all Selected Committees.

Section 7 – Duties

Duties of FLSC Officers and Committee Chairs are outlined in the FLSC Bylaws.

Section 8 – Vacancies

Should a vacancy occur in the office of President, the First Vice President will fill that office. In the case of simultaneous vacancies in the office of the President and First Vice President, the Second Vice President will assume the office of President. If the Second Vice President is unable to assume the duties of the President, the Honorary President or Parliamentarian will obtain nominations from the Governing Board and conduct a secret ballot election by the Governing Board. Vacancies in elected offices other than the President will be filled by nomination of the President and election by a majority vote of the Governing Board.

Section 9 - Early Termination of Office

FLSC Governing Board members are presumed to have resigned upon their permanent departure from the Fort Leavenworth area or upon their failure to attend three (3) FLSC Board meetings if, as brought to the attention of the FLSC Executive Board, they do not have a valid explanation for their failure to attend the meetings. Upon recommendation of the FLSC Executive Board, the FLSC Governing Board reserves the right to request a resignation from any board member, at any time, due to failure of fulfilling his/her job duties.

Section 10 – Incomplete Slate

In the event of an incomplete slate, except for the office of President, the vacant position(s) shall be appointed by the incoming President as soon as is reasonably possible and approved by a majority vote of the Governing Board.

ARTICLE V – MEMBERSHIP

Section 1 – General

Pursuant to paragraph 3-7 of Army Regulation 210-22, membership will not be discriminatory based on race, color, creed, sex, disability, or national origin. Membership will be voluntary and will become effective upon payment of dues as provided in this article. Membership shall consist of Active, Associate, International, and Honorary members as defined herein. Members are encouraged to read these by-laws as a condition of informed consent. Members will understand fully that they are personally liable for all debts of the association in the event of bankruptcy, insolvency or dissolution.

Section 2 - Standing

A member in good standing is defined as having paid the appropriate dues, incurred no outstanding FLSC debts and is in compliance with the current Constitution and Bylaws, policies and procedures of the FLSC. Should the membership status of any officer change during the term of office, he/she will continue that office until the next elections are held.

Section 3 – Active Membership

Active Membership will entitle the individual to the right to vote, the right to hold office, and the right to receive appointment to committees. Active Membership will be extended to the following:

- a. Spouses of active duty commissioned officers, warrant officers, and enlisted personnel.
- b. Spouses of government employed civilians currently employed on Fort Leavenworth.
- c. Retiree spouses of commissioned officers, warrant officers, government employees, and enlisted personnel.
- d. Widows or Widowers of officers, warrant officers, government employed civilians, and enlisted personnel.

Section 4 – Associate Membership

Associate Membership will entitle the individual to all the rights and privileges of an Active Member except the right to hold elected office. Associate membership will be extended to the following individuals:

- a. Female officers, government employed female civilians, and female enlisted personnel.
- b. Spouses of Reservists or National Guard service members.
- c. Family members (other than spouses) who are over 18 years of age and reside with commissioned officers, warrant officers, and government employed civilians, and enlisted personnel.
- d. Spouses of DoD Contract Employed Civilians
- e. Such persons as may be approved for associate membership by the Governing Board of the organization.

Section 5 – Honorary Membership

Honorary Membership will be extended at the discretion of the Governing Board to individuals who have been involved in the coordination of military and civilian life and to other distinguished persons. Honorary membership shall be offered on a yearly basis and shall include the rights and privileges of an Active Member with the exceptions of the right to vote or hold elected/appointed office. Dues will not be assessed for Honorary Members; however, honorary membership may be declined should the honoree wish to serve on the Governing Board. Honorary Members shall enjoy all the rights and privileges of active members with the exception of voting and holding office. Honorary members include:

- a. Former presidents of this association.
- b. Other distinguished persons with the approval of the Board.

Section 6 – International Membership

International Membership will be offered to all spouses of International Officers in residence at Fort Leavenworth. International Members shall enjoy all the rights and privileges of active members with the exceptions of voting and holding office. Dues are not assessed for International Membership; however, this honorary membership may be declined in favor of an active or associate membership

Section 7 – Membership Termination

Membership may be denied or withdrawn from a member of the FLSC under such conditions as prescribed by the Governing Board, provided such conditions are nondiscriminatory according to race, creed, sex, disability, or national origin. Membership in the FLSC may be terminated at any time at the request of the member. Requests shall be submitted to the Membership Chairperson. Dues are not refundable and non-transferable.

Section 8 – Special Considerations

Guests are welcome to attend an FLSC function; however, persons eligible for membership may attend only one function without joining. Persons not eligible for membership may attend FLSC functions as a guest provided the function is not designated as “members only.” In the interest of community relations, the Honorary President, Advisor(s), and/or President may issue invitations for special occasions to members of the local communities.

Article VI – FINANCES

Section 1 - Revenue

The revenue necessary to pursue the objectives described in Article II shall be derived from dues or fees paid by the membership and revenue-producing activities entered into by FLSC when approved and conducted under the supervision of the Governing Board.

Section 2 – Approval of Morale, Welfare, and Recreation Directorate

All revenue producing activities not confined to the association membership shall have prior approval of the Directorate of Morale, Welfare, and Recreation.

Section 3 – Definition of Funds

The association shall have two funds – the Operating Fund and the Community Assistance Fund.

- a) Dues and monies raised from the membership go into the Operating Fund Account.

- b) Funds acquired through special fundraising events, minus expenses, must go into the Community Assistance Fund Account and may not be transferred to the Operating Fund.
- c) In the event that there are funds remaining in the Operating Fund Account in excess of necessary expenditures of the fiscal year, funds may only be transferred to the Community Assistance Fund after an approving vote of the Governing Board. In the event the funds available exceed \$1,000, a majority vote of the General Membership is also required.
- d) A minimum balance of \$4,000 must be held in reserve in the Operating Fund and \$4,000 must be held in reserve in the Community Assistance Fund at the end of the fiscal year.

Section 4 – Audit of Records

The Treasurer's books shall be submitted for audit to a Certified or Licensed Public Accountant in accordance with Army regulations or Policy letters regarding Private Organizations at Fort Leavenworth.

- a. The Treasurer's books shall be submitted for audit not later than two weeks after the end of the FLSC fiscal year (May 31) or upon resignation of the Treasurer.
- b. With the exception of those being audited, records shall be turned over to the new Treasurer immediately following the end of the fiscal year.

Section 5 – Term of Obligations

The Board shall not incur any financial obligations, which extend beyond its term of office without providing adequate funding over and above sufficient operation funds (Bylaws ART. VI, Sect. 2.)

Section 6 – Liability of Indebtedness

In no event shall the United States Government be held liable for any indebtedness incurred by the members of this association.

Section 7 – Payment Terms

The Treasurer shall pay all obligations of the FLSC in accordance with the fiscal year, to include but not limited to monthly bills, sales taxes, and any reimbursements within five working days of receipt.

Section 8– Authorization of Expenditures

The Governing Board must authorize any expenditure of funds not covered in the annual budget that exceeds \$100. A single item expenditure of over \$1000 not covered in the annual budget must be approved by the General Membership.

Section 9 – Expenditures and Reimbursements

The Board shall approve all expenditures for the operation of this association, which may include reimbursement to the Army for utility expenses, and shall ensure that disbursements are within the purpose for which this association was established (per sound business practices) and do not exceed the budget. Any expenses incurred during the Club year must be reported for reimbursement by the end of the Club year (May 31). The Governing Board shall at no time appropriate or authorize the obligation of monies in excess of funds actually on hand or subscribed.

Section 10 - Budgets

The proposed budgets (Operating and Community Assistance) will be presented for approval at the first General Membership meeting in September. Approval shall consist of a majority of those present. A subsequent revised budget will be determined in January by committee and approved by a majority vote of those present of the Governing Board at the meeting in February.

Section 11 – Monetary Benefit

No monetary benefit will accrue to any member of FLSC Governing Board through their association with FLSC.

Section 12– Check Policy

All checks that exceed \$500 (five hundred dollars) written from either the Operating or Community Assistance Account will require dual signatures of both the President and Treasurer.

ARTICLE VII – FISCAL LIABILITY

The membership is liable for organizational debts in the event its assets are insufficient to discharge liabilities. Neither the Fort Leavenworth Military Community nor the United States Government will incur or assume any liability on behalf of, or result of, the activities of the FLSC. An individual member of FLSC will not be personally liable for the negligent conduct of FLSC or its members unless he or she authorizes assets to, participates in or otherwise ratifies such conduct.

ARTICLE VIII – INSURANCE

Section 1 – Coverage

The FLSC has secured adequate insurance to protect against public liability and property damage claims or other legal actions that may arise as a result of activities of the organization or one or more of its members acting on behalf of itself, or the operation of any equipment, apparatus or device under the control and responsibility of the FLSC.

Section 2 – Fidelity Bonding

The President, First Vice President, Treasurer, Membership Chair, Ways and Means Chair, Property Chair, Secretary, and Special Events Chair shall be bonded at FLSC expense. Additionally, fidelity bonding will be purchased by FLSC for members handling monthly cash flow exceeding \$500 and will equal to the normal maximum amount of cash flow handled.

ARTICLE IX – PROPERTY

The property of this association shall consist of such articles as may properly come into its possession. The property shall be accounted for by the Treasurer and the Properties Chairperson with sound business practices and a record of same maintained with the permanent record.

ARTICLE X – RECORDS

Section 1 – Historical Files

A historical file consisting of the following permanent records will be maintained by the Secretary for a period of four (4) years, after which they will be destroyed. Documents of historical interest may be maintained in permanent storage at the discretion of the Governing Board.

- a. The most current original letter of approval to operate on the installation.
- b. The most current original copy of the Constitution.
- c. The most current original copy of Bylaws.
- d. The most current record of approval of the Constitution and Bylaws.
- e. Current list of members.
- f. Current inventory of physical and financial assets.
- g. A copy of current applicable Army Regulations.
- h. After action reports for each position
- i. IRS Tax Exemption Certificate

ARTICLE XI – MEETINGS AND QUORUMS

Section 1 – General Membership Meetings

Meetings open to the General Membership are defined as General Membership meetings, and may include luncheons and other social activities. General Membership meetings will be held at least four times a year. All business meetings of the General Membership shall be governed by procedures set forth in Robert's Rules of Order unless otherwise provided for in the Club's Constitution or Bylaws. Any agenda item to be presented at a General Membership meeting must be submitted in writing to the President at least 48 hours prior to the scheduled meeting.

Section 2 – Governing and Executive Board Meetings

The Governing Board will meet monthly, June through May. The Executive Board will convene when necessary at the discretion of the President.

Section 3 - Quorum

A quorum shall consist of a majority (more than fifty percent) of the voting members of the Governing Board. The vote of the majority of the quorum present shall govern.

Section 4 – General Member Attendance

FLSC members may attend any FLSC Governing Board Meeting; those wishing to address the Governing Board may do so after notifying the FLSC President no less than 48 hours in advance of the meeting. Said member will have no vote and will comply with Robert's Rules of Order while in attendance.

Section 5 – Special Meetings

Special meetings of the General Membership for the purpose of conducting business may be called by the President with the concurrence of two-thirds of the voting members of the Governing Board. Any active member may seek to have a special meeting called by submitting such proposal to the President and should that fail, by direct petition to the Governing Board, who shall then consider the matter and approve the request with two-thirds of the voting members of the Governing Board concurring.

ARTICLE XII – ELECTIONS

Section 1 - Nominations

A Nominating Committee will be created and chaired by the Parliamentarian. The Nominating Committee will be composed of FLSC members in good standing who do not wish to apply for FLSC office, and will be invited to sit on the Nominating Committee. The Nominating Committee will meet at least two months prior to the election, with appropriate notice given to the General Membership. The Nominating Committee will announce a slate to the Governing Board at the March meeting and to the General Membership in March, no less than one month prior to the election. Nominations from the General Membership will be accepted upon announcement of the proposed slate of officers with the prior written approval of the nominees.

Section 2 – Officer Elections

The officers shall be elected from and by the General Membership at the April meeting for a term of one year. Election will be by secret ballot for those offices with multiple candidates; by simple show of hands for those offices with a single candidate. Candidates receiving a

simple majority of the votes cast by the members present shall be elected. The Parliamentarian shall serve as the Election Officer.

Section 3 – Assumption of Duties

Elected officers will assume their duties immediately after installation, which will take place at the General Membership meeting during the month of May. Appointed officers will assume their duties upon appointment.

ARTICLE XIII – AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Section 1 - General

The FLSC Constitution and Bylaws will be reviewed and potentially revised bi-annually through committee (Article XIII, Section 4) and completed in conjunction with the revalidation request in the spring of each odd year.

Section 2 – Amendments to the Bylaws

Amendments to the Bylaws will be considered at any time when submitted by a member, in writing and signed, at least two (2) weeks prior to any board meeting and/or the bi-annual Constitution and Bylaw Revision Committee Meeting. Amendments to the Bylaws must be approved by:

- a. A majority vote of the Governing Board present in a duly constituted meeting.
- b. The Installation Commander or approving authority.

Section 3 – Constitutional Amendment Approval

Amendments to the Constitution may only be considered through the bi-annual Constitutional and Bylaw Review process (Article XIII, Section 4) and must be approved by:

- a. A majority vote of the members of the Board present in a duly constituted regular or special meeting in February.
- b. A majority vote of the members present and voting in a duly constituted meeting of the General Membership (recommended in February.)
- c. The Installation Commander or approving authority.

Section 4 – Constitution and Bylaw Review Process

The Constitution and Bylaws review committee will be chaired by the Parliamentarian who shall:

- a. Nominate members in good standing to the President for official appointment. At a minimum, the committee shall include the President, Honorary President, Advisor(s), one Governing Board Member and one non-Board member.

- Committee composition shall be certified no later than two (2) weeks prior to the meeting.
- b. Announce committee date in the November and December Sunflower and at the November and December General Membership meetings.
 - c. Receive proposed amendments from any member, in writing and signed, at least two (2) weeks prior to bi-annual committee meeting.
 - d. Report the committee recommendations to the board in February and request approval that the revised Constitution and Bylaws be presented to the General Membership for approval in a duly constituted General Membership meeting.
 - e. Make the proposed amendments to the Constitution and Bylaws available in writing (electronically an accepted alternative) to the General Membership in February in a duly constituted General Membership meeting for a vote for approval at that time.
 - f. Submit the updated FLSC Constitution and Bylaws to the Installation Commander for final approval.

ARTICLE XIV- ADOPTION

Section 1 - General

This Constitution shall become effective upon adoption in a duly constituted regular or special meeting of the General Membership with a majority vote of the eligible members present and upon approval of the Installation Commander. Furthermore, the final approved copy of the Constitution and Bylaws must be published and made available to the General Membership. This Constitution shall supersede all previous Constitutions and amendments except that it shall not affect elected officers nor specific agreements and contracts entered into under the terms of previous constitutions until such terms of agreements or contracts shall have reached their expiration dates.

Section 2 – Final Authority

No article in this Constitution shall be construed to deprive the Installation Commander of the final authority to approve all changes to the Constitution.

ARTICLE XV – DISSOLUTION

On dissolution of the association (so decided by affirmative vote of a majority of the general membership present and without any provision to meet again in the future), the funds of the association, all residual assets, and properties (after payment of all liabilities) shall be distributed to benefit the military community after first complying with applicable Kansas laws. If liabilities exceed assets, all members shall be assessed a pro rata share for remaining debts after assets have been liquidated and applied toward liabilities.

Article XVI– APPROVAL

This Constitution was approved by the general membership at a regular General Membership Meeting of the Fort Leavenworth Spouses' Club held on February 14, 2007.

In witness whereof, the following officers affix their signature.

Approved by Governing Board on _____

Approved by General Membership vote on _____

Lynnette Burge
President, FLSC

Maggie Landis
First Vice President, FLSC

Date

Date

Judith Fandrich
Parliamentarian, FLSC

Date