



MALMSTROM SPOUSES’ CLUB CONSTITUTION..... 4

ARTICLE I..... 4

NAME AND PURPOSE..... 4

ARTICLE II..... 4

AUTHORITY AND GENERAL PROVISIONS..... 4

ARTICLE III..... 5

MEMBERSHIP AND CONDUCT..... 5

ARTICLE IV..... 6

OFFICERS AND GOVERNING BODY..... 6

ARTICLE V..... 7

METHOD OF FINANCING AND DUES..... 7

ARTICLE VI..... 7

MEETINGS, QUORUMS, AND ELECTRONIC VOTES..... 7

ARTICLE VII..... 9

ADOPTION AND AMENDMENTS..... 9

ARTICLE VIII..... 9

DISSOLUTION AND DISPOSITION OF FUNDS..... 9

ARTICLE IX..... 10

INSURANCE AND LIABILITY..... 10

MALMSTROM SPOUSES’ CLUB BY-LAWS..... 12

ARTICLE I..... 12

MEMBERSHIP..... 12

ARTICLE II..... 13

GOVERNING BODIES AND OFFICERS..... 13

ARTICLE III..... 17

ADMINISTRATION..... 17

ARTICLE IV..... 19

DUES AND FINANCES..... 19

ARTICLE V..... 20

NOMINATIONS AND ELECTIONS..... 20

ARTICLE VI..... 21

STANDING COMMITTEES..... 21

ARTICLE VII..... 23

AMENDMENTS..... 23



CONSTITUTION

MALMSTROM SPOUSES' CLUB CONSTITUTION

ARTICLE I NAME AND PURPOSE

- A. This organization's name shall be the Malmstrom Spouses' Club (hereinafter referred to as MSC).
- B. MSC's mission is to develop, organize, and sponsor educational, charitable, and social activities. The goal is to collect and disseminate information of interest and value to its members and to foster, protect, and preserve the ideals of charity, benevolence, and good fellowship in keeping with the ideals of the United States Military Forces and Allies.
- C. MSC sponsors social activities financed through annual dues and voluntary payments. MSC raises funds for charitable and educational purposes through donations, including our annual Mercantile Auction, the MSC Thrift Shop, Cinderella's Closet, and fundraising activities. These fundraising activities are conducted through the work of MSC members who volunteer their time. Charitable recipients include the Malmstrom AFB community, the Great Falls community, and Air Force level functions for such organizations as, but not limited to, Air Force Assistance Fund & the 341st Force Support Squadron (FSS).
- D. This organization will conduct itself in a manner that is free of any form of discrimination and will provided equal opportunity and treatment for all members regardless of gender, race, religion, sexual orientation, creed, color, age, ethnic group, or national origin; nor will MSC knowingly sponsor, support, or participate in any organization that engages in such practices.

ARTICLE II AUTHORITY AND GENERAL PROVISIONS

- A. MSC is a type 3, private, self-sustaining, nonprofit, independent organization as defined by Air Force Instruction 34-223, *Private Organizations (PO) Program*, and in accordance with all applicable civil and military laws and regulations. This Constitution is the MSC's request to operate as a private organization on Malmstrom AFB, MT subject to the consent of the 341st Missile Wing Commander or designee. Operation is contingent on compliance with the requirements and conditions of all applicable Air Force regulations. MSC is governed by its Constitution and By-Laws. MSC may also institute other governing documents in accordance with the Constitution and By-Laws. Should there be a conflict between the Constitution and By-Laws or other governing documents, the Constitution governs.
- B. MSC is not a non-appropriated fund instrumentality, nor is it entitled to the privileges and immunities of the Federal Government. **MSC is a private organization. It is not part of the U.S. Department of Defense or any of its components and it has no governmental status.**
- C. MSC applied for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code; concordantly, MSC shall conduct activities within the guidelines of the Internal Revenue Code Section 501(c)(3), guidelines for a nonprofit organization. Said organization is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the code, for such purposes, the

making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

- D. No part of the net earnings of MSC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I (B) hereof. No substantial part of the activities of the MSC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, MSC shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Internal Revenue Code, or the corresponding section of any future federal tax code.
- E. In the event that MSC assets are insufficient to discharge liabilities, the membership is liable for organization debts to the extent allowed under the laws of the State of Montana. MSC members are jointly and severally liable for the legal obligations of MSC and they will be informed of this liability. Each member will be required to acknowledge his or her understanding of this liability in writing.

ARTICLE III MEMBERSHIP AND CONDUCT

- A. Membership
 - a. MSC is voluntary and shall include regular members and guests as defined in the By-Laws. Volunteers supporting MSC (e.g., supporting Thrift Shop, Cinderella's Closet, events, etc.) who choose not to be members must sign the waiver/membership form to ensure insurance coverage and support any caused liability in accordance with Article II(E). See the By-Laws for further classifications, responsibilities, rights, and privileges.
 - b. Membership and eligibility for office in this organization are not restricted on the basis of gender, race, religion, sexual orientation, creed, color, age, ethnic group, or national origin; nor will MSC knowingly sponsor, support, or participate in any organization that engages in such practices.
 - c. To be considered a member of the MSC, one must read the MSC Constitution, ByLaws, and Policies and sign a membership form.
 - i. Each page of the membership form will include the following statement: *"By signing this membership form, I acknowledge that I have read the constitution, bylaws, and policies and that as a member of the MSC, I am jointly and severally liable for this organization's debts."*
 - d. Members may voluntarily leave the organization by submitting their resignation from the organization in writing. This written notice must be given to a member of the Executive Board or delivered to the organization during a meeting.
 - e. Members will be automatically removed from the organization membership, including all Facebook groups upon changing duty station from Malmstrom AFB
- B. Conduct

- a. Members who do not conduct themselves in a highly professional manner, who fail to exemplify the goals and mission of the organization, and/or who conduct themselves in a manner that could harm the organization, or its members, may be removed from the organization.
 - i. Failure to accomplish roles and responsibilities as laid out in the Constitution and By-Laws.
 - ii. Non-payment of dues for ninety (90) days or of fees for MSC sponsored activities.
- b. The Executive Board and an advisor will make the determination of whether a member should be removed from the organization
- c. Before a determination is finalized, the member shall be notified of the charge(s) against him or her in writing and shall have five (5) business days to respond and submit matters to that Executive Board. Members who need more time to respond may request additional time from the Executive Board.
- d. The President of the Executive Board, or the Vice President in the President's absence, shall have complete discretion to determine if additional time is warranted and, if so, how much additional time should be given to the member to respond.
- e. Once the member has had a chance to respond as outlined above, final determination will require a majority vote from the Executive Board and the outcome will not be subject to appeal.
- f. All members are strongly encouraged to notify the Executive Board of any questionable member activity.

ARTICLE IV OFFICERS AND GOVERNING BODY

- A. The officers and chairmen of MSC shall be elected and appointed. The terms and duties of office shall be as defined in the By-Laws. To hold any of said positions the member, prior to election and during their term, must be considered in good standing. Good standing is defined as the following: paid with no debt to MSC, signed membership form on file, if a previous board member then they left in good standing, and actively participating in MSC meetings/events.
 - a. With the consent of those individuals, members in an advisory role shall serve according to the By-Laws.
 - i. Upon election of officers, a roster will be created and a copy kept in the official PO file in the office of the 341st Force Support Squadron Commander. Any changes in the listing will be submitted in writing to the 341st Force Support Squadron Commander.
 - ii. The following officers shall be elected by the membership:
 - 1. President
 - 2. Vice President
 - 3. Secretary
 - 4. Treasurer
 - iii. The President shall appoint the standing positions/committee chairs
 - 1. Parliamentarian
 - 2. Thrift Store
 - 3. Charitable
 - 4. Publicity/Webmaster
 - 5. Membership/Reservations
 - 6. Cinderella's Closet
 - 7. Mercantile Auction
 - 8. Scholarship
 - 9. Programs/Socials

10. Advisors

- B. The advisors and elected officers shall constitute the Executive Board
- C. The Executive Board and the chairmen of the standing committees, as listed in the By-Laws, shall be known as the Board of Governors and shall formulate the policies direct to the operations of the MSC. The responsibilities and duties of the Executive Board positions are defined in the By-Laws.

ARTICLE V METHOD OF FINANCING AND DUES

- A. The social and philanthropic activities of this organization shall be financed by Mercantile Auction proceeds, Community fundraisers, Thrift Store Profits and yearly membership dues.
- B. Charitable donations and educational scholarships shall be financed by the MSC profits given from those listed in Article V(A).
- C. Audits will be conducted in accordance with AFI 34-223.
- D. All members are required to pay dues in accordance with the By-Laws.
- E. Changes in dues take effect with a simple majority vote of current voting members present at the General Membership meeting in which the vote is taking place

ARTICLE VI MEETINGS, QUORUMS, AND ELECTRONIC VOTES

- A. Meetings
 - a. The meeting date and time will be determined by the current and acting President.
 - i. Meetings will occur monthly unless specified otherwise
 - ii. Business of MSC shall be conducted at general and special meetings or via group messaging with the Board of Governors.
 - b. Special meetings of membership may be called by the President with the approval of the Executive Board. All members shall be given no less than 48 hour notice of special meetings.
 - c. The President may also call for an email general membership meeting where a vote is needed by the general membership, which shall also be announced on the MSC website, email, MSC private Facebook page and/or by telephone.
 - d. Any MSC member in good standing may attend the Board of Governors meetings as an observer. Any MSC member in good standing may request and be approved by the President to address the Board of Governors.
- B. Quorum
 - a. The regular members present at any general membership or special meeting shall constitute a quorum.

- i. Quorum to conduct business and vote on matters will be one third (1/3) of the regular members and internet votes, of which the majority of the valid votes cast will pass an issue or matter.
 - 1. For decisions of an elected member's removal from the MSC, the quorum to conduct business and vote must be 75% of the active members present and internet votes.
- ii. All reasonable attempts shall be made to inform the membership of an upcoming vote and the need for their attendance or voting information and instructions by MSC website, email, MSC private Facebook page and/or by telephone.
- iii. As long as the majority of facts/information is available prior to the meeting, voting by internet is authorized. Internet votes are due prior to the meeting to allow for a proper majority calculation to pass an issue or matter.
- b. A quorum for a meeting of the Board of Governors shall be a majority of the voting members
 - i. Thirty (30) percent of the total number of members of the Board of Governors entitled to vote shall constitute a quorum of which the majority of the valid votes cast will pass an issue or matter. For boards of large numbers one may consider editing this percentage, however for boards with smaller members this percentage can be adjusted in order to effectively conduct business.
 - ii. Members serving as co-chairs will count as one member in determining matters of quota.
 - iii. Unfilled positions shall not be counted when determining quota.
 - iv. Members serving on more than one chair will only be entitled to have one vote. In this case, the different chairs shall only count as one member when determining quota.
 - v. As long as the majority of facts/information is available prior to the meeting, voting by internet is authorized. Internet votes are due prior to the meeting to allow for a proper majority calculation to pass an issue or matter.

C. Electronic Votes

- a. General Membership:
 - i. The Parliamentarian will run email votes for general membership meetings. Electronic voting for general membership issues may be used when members cannot attend or when time is of the essence and no other means is available or to ensure quorum is met.
 - ii. The general membership will be contacted via email with the relevant information and the vote will be requested.
 - iii. Voting will be permitted for three (3) full days following the email notice. The Parliamentarian will make every attempt to ensure the email is sent three (3) days prior to the official meeting, if required. After the vote is taken, the Parliamentarian will inform the President, after which the President will send an electronic message to the Board of Governors and the general membership announcing the results. The Secretary will then make a note of the vote and include the result in the minutes of the general membership meeting.
- b. Board of Governors:
 - i. The Parliamentarian will run all email voting for any Board of Governors vote, ensuring all possible efforts to receive responses before votes are published, and that quorum is attained. After the vote is taken, the Parliamentarian will inform the President, after which an email will be sent to the Board of Governors. The Secretary will then make a note of the vote and review in the minutes at the next scheduled monthly Board of Governors meeting. No less than 48 hours will be given for deadlines on Board of Governors email votes.

- D. Parliamentary authority for all meetings of the MSC shall be the rules contained in the latest edition of the *Robert's Rules of Order, Newly Revised* which shall guide the MSC in all cases where they do not conflict with the Constitution and By-Laws of the organization.

ARTICLE VII ADOPTION AND AMENDMENTS

- A. A general review of this document will be conducted every two (2) years by the Constitution Committee, or as directed by the President, to ensure compliance with AFI 34-223 and make any edits/updates, as required.
- B. Any MSC member in good standing may submit recommended amendments and/or revisions to the Constitution or By-Laws in writing, to the President, Secretary, and Parliamentarian.
- C. The proposed amendment and/or revision shall be presented at a regular or special meeting of the Board of Governors for their approval. Upon approval by the Board of Governors the proposed amendment(s) shall be posted publicly on the MSC website/Facebook for ten (10) days, and the general membership will be notified via email. Afterwards, it shall be presented to the general membership for approval at the next meeting of the general membership.
- D. The Constitution and By-Laws shall become effective upon their adoption by a majority vote for a Constitution change and a two-thirds vote for By-Laws change of eligible members present and/or internet votes in accordance with Article VI(C)1.c. Voting shall occur at any duly constituted meeting of the MSC and be subject to the approval of the 341st Missile Wing Commander. Any amendment or adoption of a new constitution will be submitted to the 341st Force Support Squadron Commander for review by the Staff Judge Advocate with final approval by the 341st Missile Wing Commander. Upon approval, they rescind the previous Constitutions of the MSC.
- E. In the event, any provision of this Constitution or By-Laws shall be deemed illegal or contrary to any Air Force Instructions, such portion shall be changed administratively.

ARTICLE VIII DISSOLUTION AND DISPOSITION OF FUNDS

- A. The MSC may be dissolved on the initiative of the membership or by the decision of the 341st Missile Wing Commander to withdraw authorization to operate on Malmstrom AFB.
- B. Funds in the treasury at the time of dissolution will be used to satisfy any outstanding debts, liabilities, or obligations. Remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

- C. A letter of dissolution will be submitted to the 341st Force Support Squadron Commander. All liabilities must be satisfied within 60 days after notification of dissolution of the MSC.
- a. In the event that liabilities or obligations of the MSC shall exceed its assets, the MSC regular members shall be obligated and shall ensure that such liabilities are discharged. In accordance with AFI 34-223, para 10.11, MSC members will *"be made aware that they are jointly and severally liable for the obligations of the Private Organization and their understanding of the liability must be documented."*

ARTICLE IX INSURANCE AND LIABILITY

- A. The MSC carries General Liability Insurance with a Farmers Mutual Union Insurance Policy through Thill Agency Inc. that is due the middle of July annually and has the following inclusions:
 - a. General Aggregate Limit - \$2,000,000
 - b. Products-Completed Operations Aggregate Limit - \$2,000,000
 - c. Personal and Advertising Injury Limit - \$1,000,000
 - d. Each Occurrence Limit - \$1,000,000
 - e. Fire Damage Limit - \$50,000
 - f. Medical Expense - \$5,000
- B. This General Liability Insurance will bring the MSC into full compliance with Air Force Regulations and has been recommended and approved by the Malmstrom AFB JAG Office. The policy is annually renewed and is due in general at the end of July each year. The bill will be mailed to the MSC PO Box 7346, Great Falls, MT, 59406 and online access instructions are provided within the MSC executive member binders.
- C. If an individual member obligates the organization, the obligation may only be for the sole use and the benefit of the organization. Should any member obligate the organization without proper authority to do so, the member will be liable to the organization.
- D. Financial liability incurred by MSC might result in individual personal financial responsibility if the treasury fails to discharge obligations. AFI 34-223 requires this provision to be in constitutions whereby members of the Private Organization have to insure bills are paid.



BY-LAWS

MALMSTROM SPOUSES' CLUB BY-LAWS

ARTICLE I MEMBERSHIP

- A. Membership in the MSC is voluntary and shall consist of two categories: General and Guest Members. Only members in good standing may attend and participate in MSC sponsored activities or functions, with exceptions of guests as defined in Article I(C) of the Bylaws. The Board of Governors, with the Advisor(s)'s consent, may revoke membership with just cause. The President or an Advisor may waive certain membership requirements. Only members whose dues are paid currently shall be considered members in good standing for club participation. Membership may be terminated for nonpayment of debts such as dues, luncheon, or special activity fees. Membership, once terminated, shall be reinstated upon payment of accrued dues and assessments.
- B. General Members
- a. The following may become general members:
 - i. Spouse of Active Duty Military, or civilian equivalent
 - ii. Spouse of Air National Guard or Air Force Reserve, or civilian equivalent
 - iii. Single military/GS Civilian
 - iv. Spouse of retired military
 - v. Widow/ers of retired military
 - vi. Gold Star Spouse
 - vii. Widow/ers of active duty military
 - viii. Current Military Affairs Committee (MAC) or CivAires members
 - b. All have the right to vote, hold elective office, chair a committee, participate in all MSC sponsored activities, and serve on the Board of Governors.
 - c. Individuals who are eligible for membership in MSC may attend one function prior to becoming a member.
 - d. The Board of Governors reserves the right to limit a function to members only.
- C. Guests
- a. Special guests and guest speakers may be invited by the President or the Board of Governors to attend any function.
 - b. A member may bring the same guest (one not eligible for membership) three times during the year, with the exception of houseguests, whose participation is unlimited. Houseguests of any member may attend social functions with approval from the President or Advisors. Members shall be financially responsible for their guests and shall make reservations for them.
 - i. Members may bring their houseguests, relatives, and other civilians as a guest to regular or special meetings of the general membership or mini clubs.
 - c. Allowed to participate in social events, but are ineligible to win door prizes.
 - d. Do not pay dues and have no voting privileges.
 - e. May participate in Special Activity events on a space available basis.
- D. Renewal of Membership
- a. All members, both new and renewing, must complete new applications yearly.

E. Termination of Membership

- a. A member may resign by notifying the Membership chair in writing.
- b. Permanent Change of Station (PCS) terminates membership except for members who reside locally while their spouses are on unaccompanied tours.
- c. Membership will be terminated upon failure to pay dues for 2 months, subject to notification in writing.
- d. Failure to pay for an uncalled/unpaid reservation will result in termination of membership, subject to notification in writing.
- e. Members may be reinstated upon fulfillment of past financial obligations to the MSC.

ARTICLE II GOVERNING BODIES AND OFFICERS

A. Governing Bodies

- a. MSC shall be governed by the Board of Governors which shall be composed of the Executive Board, Advisors, the appointed Chairpersons of all standing and/or special committees.
- b. The Executive Board of MSC shall report to the Board of Governors on any significant changes in club operations. The Executive Board of the MSC shall be composed of Advisors and elected officials. The duties of the Executive Board are defined in the ByLaws.
- c. The officers of this organization shall be elected officers and standing committee chairs.

B. Advisors

- a. Advisors shall serve with their consent in an advisory capacity to MSC, and shall be invited to participate in all committees. They constitute one vote at general board meetings if they are general members in good standing.

C. Elected Officers

a. President

- i. Presides over all regular and special meetings of the Executive Board, the Board of Governors, and the general membership, and votes only in the case of a tie vote of these meetings.
- ii. Appoints Thrift Store Chair and the chairs of the standing and special committees upon approval from the Board of Governors.
- iii. Fills vacancies occurring among the Board of Governors.
- iv. Serves as authorized signatory on MSC operational and welfare treasury accounts.
- v. Serves as official signatory on MSC Board of Governors and general membership meeting minutes.
- vi. Has financial oversight with the Treasurer for the Mercantile Auction and Scholarships.
- vii. May commission special committees as deemed necessary.
- viii. Will attend Community Advisory meetings, e.g. Community Action Information Board (CAIB), Newcomers Brief, Heart Link, and commander or 341 FSS requested events. Will provide informational briefings upon request, e.g. Newcomer's Brief, Air Force Ball Committee, First Fridays, etc.
- ix. Serves as administrator on all MSC Facebook pages, Instagram and website. Appoints admins as needed.

- x. Will be responsible for coordinating with the public for use of the rental closet. Delegation of this task is under the discretion of the President.
 - xi. All expenses must be approved by the Operational Treasurer.
- b. Vice President**
- i. Serves on the Executive Board and Board of Governors with one vote.
 - ii. Assumes duties of the Presidency if the President is unable to complete the full term of office and calls a vote to elect a new President
 - iii. Performs the duties of the President in that person's absence.
 - iv. Authorized signatory on MSC operational and welfare treasury accounts.
 - v. Attends advisory committee meetings of the Thrift Store in the President's absence.
 - vi. Is invited to participate as a voting member of all committees.
 - vii. Will attend Community Advisory meetings, e.g. Community Action Information Board (CAIB), Newcomers Brief, Heart Link, and commander or 341 FSS requested events. Will provide informational briefings upon request, e.g. Newcomer's Brief, Air Force Ball Committee, First Fridays, etc. in the President's absence.
 - viii. Act as Parliamentarian in that person's absence.
 - ix. Reporting officer for mini-club Persons of Contact (POC) and oversees their operation.
 - x. Serves as administrator on all MSC Facebook pages, Instagram and website.
 - xi. Will appoint a POC for each mini club desired by the general membership.
 - 1. Mini clubs are under the authority of the MSC and report to the Vice President.
 - 2. Mini club participants must be members in good standing.
 - 3. A POC is required to submit an attendance report to the Membership Chair and Vice President after each event.
- c. Secretary**
- i. Serves on the Executive Board and Board of Governors with one vote.
 - ii. Takes minutes of all general and special meetings of the Executive Board, the Board of Governors, and the general membership.
 - iii. Signs the official copy of monthly minutes with the President after approval by the Board of Governors.
 - 1. Keeps official minutes in the secretary binder.
 - 2. Keeps a digital log of MSC records on a Google drive
(malmstromspousesclub@gmail.com)
 - 3. Will post monthly minutes to MSC Website and Facebook page
 - iv. Performs the duties of the corresponding secretary and oversees all correspondence of MSC, including mail, direct messages via social media and written correspondence.
 - v. Monitors physical mail arriving to PO Box 7346, Great Falls, MT, 59406
 - vi. Provides board report and after action report templates to all governing board members.
 - vii. Maintains electronic copies of all board reports, minutes, and after action reports.
 - viii. Maintains current roster for the Executive Board and Board of Governors.
 - 1. Provides a printed copy for each member before the first board meeting.
 - 2. Sends to current roster private organizations contact (thomas.kiernan.1@us.af.mil)
 - ix. Maintains log of Thrift Store Key Holders and Board member binders
- d. Treasurer**
- i. Serves on the Executive Board and Board of Governors with one vote
 - ii. Is responsible for the MSC operational account for social and recreational purposes.
 - 1. Keeps an exact record of all monies received and disbursed from this account
 - 2. Reports a monthly financial statement and makes a mid-year budget appraisal.

- iii. Is responsible for the MSC welfare account for charitable and education purposes.
 - 1. Keeps an exact record of all monies received and disbursed from this account.
 - 2. Reports a monthly financial statement and makes a mid-year budget appraisal.
- iv. Presents a proposed budget for both operational and welfare accounts to the Board of Governors and general membership in August.
 - 1. Sends this to current private organizations contact (thomas.kiernan.1@us.af.mil)
- v. Acts as liaison between the Legal Office and MSC on financial matters.
- vi. Prepares an end-of-year report of all actual income and expenditures of both operational and welfare accounts.
- vii. Assures that appropriate tax forms are filed in accordance with the State and Federal laws.
- viii. Has financial oversight with the President for the Mercantile Auction, scholarships, fundraisers and socials
- ix. Appoints an Assistant Treasurer, if needed, with the approval of the President.
- x. Writes checks as needed and serves as a signatory for all MSC accounts.
- xi. Updates both operational and welfare expenses promptly and efficiently, reports any suspicious activity to the Executive Board.

D. Appointed Chairpersons

a. Parliamentarian

- i. Serves on the Executive Board and Board of Governors without a vote.
- ii. Is custodian and official interpreter of the Constitution and By-Laws of the MSC.
- iii. Advises the President and Board of Governors on parliamentary procedures.
- iv. Serves as chairman of the following committees: Nomination, Election, and Constitution.
- v. Acts as liaison between the Legal Office and MSC.
- vi. Makes and maintains members' name cards for board meetings.

b. Thrift Store Chair(s)

- i. Is custodian and official interpreter of the Thrift Store Constitution and By-Laws.
- ii. Serves on the Board of Governors with one vote.
- iii. Serves on the following committees: Thrift Store, Scholarship and Charitable
- iv. Acts as liaison between the Thrift Store and MSC.
- v. Keeps a detailed book on all Thrift Store revenues and expenditures.
 - 1. Any purchase above \$500 must be approved by the Board of Governors, if not in the approved budget.
- vi. Deposits both register and PayPal transactions to First Liberty Credit Union account accordingly
- vii. In thrift store chair absence, thrift store vice chair will fill in any duties.

c. Charitable Chair

- i. Serves on the Board of Governors with one vote
- ii. Solicits, obtains and shares welfare requests received via email, website, mail or in hand for vote at general board meetings.
- iii. Looks for community volunteer opportunities to either donate welfare funds and/or time.
 - 1. one service event per quarter to include Airman's Cookie Drive in December

d. Publicity/Webmaster Chair

- i. Serves on the Board of Governors with one vote
- ii. Acts as the Administrator on all social media pages associated with the MSC
 - 1. Facebook

- a. Malmstrom Spouses Club (public)
 - b. MSC Members (private)
 - c. MSC Board Members
- 2. Instagram
- iii. Website administrator (WIX)
- iv. Creates all correspondence, fliers, Facebook events and posters associated with the MSC
- v. Contact Marketing Manager in FSS/FSK to sign the current year's advertising agreement
- vi. Promotes events and fundraisers
- vii. Outreach liaison for communicating opportunities for engagement to club members
- e. Membership/Reservations Chair**
 - i. Serves on the Board of Governors with one vote
 - ii. Maintains a roster of current members
 - iii. Tracks RSVPs to report approximate quantities to the event organizer
 - iv. Greets and check in members as they arrive to events and confirm status
 - v. Make and maintain name tags for current members to wear during socials
 - vi. Will add all members for a given year to all social media pages
 - vii. May enlist a Co-Chair with approval of the Board of Governors.
- f. Cinderella's Closet Chair**
 - i. Serves on the Board of Governors with one vote
 - ii. Take ownership of Cinderella's Closet email account and Facebook page.
 - 1. Addresses any digital requests, questions and availability
 - 2. login and password instructions in binder
 - iii. Maintain regular hours at Cinderella's Closet or be available by appointment when needed.
 - iv. Sort donated items, maintain organized dress areas and use budgeted funds for dry cleaning.
 - v. Keep documentation of items borrowed and follow up on returns in a timely fashion.
- g. Mercantile Auction Chair**
 - i. Serves on the Board of Governors with one vote
 - ii. Plan the annual mercantile auction event, which includes the following responsibilities:
 - 1. Scheduling a date in March and communicating with 341FSS no later than 15 October
 - 2. Communicate with base legal and 341FSS to approve accommodations for the auction
 - 3. Coordinate venues, catering, auctioneer, photographer, MC, advertisement (publicity chair), invitations, decorations, ticket sales, program, bid sheets and certificates as needed
 - 4. Solicit local businesses for donations and coordinate retrieval of donations
 - 5. Maintain all digital records of events and planning.
 - 6. May enlist a Co-Chair with approval of the Board of Governors.
- h. Scholarship Chair**
 - i. Serves on the Board of Governors with one vote
 - ii. Keeps scholarship application up to date
 - iii. Submits application to publicity chair to be published before the date of the Mercantile Auction
 - iv. Contact local high schools/counselors, education office, first sergeants to share application
 - v. With help from Scholarship committee, will assign scholarships to applicants
 - vi. Will recognize the applicants on the MSC website, Facebook page and Instagram as winners of the scholarships
- i. Programs/Socials Chair**

- i. Serves on the Board of Governors with one vote
- ii. Acts as hostess/host for all events planned on behalf of the MSC
- iii. Plan all monthly social events except Mercantile Auction and charitable fundraisers
- iv. Assist in planning the MSC calendar which begins in June by selecting dates for Aug through May
 - 1. The event calendar will be discussed at the board meetings and with the Advisors for approval to avoid interference with base events
- v. Plan each event scheduled (See above)
 - 1. Reserve venue and plan meal if applicable
 - 2. Plan activity and any guest speakers
 - 3. Details about the event, including cost to members, should be available at least one board meeting before the event
- vi. Coordinate with the Publicity chair to advertise events
- vii. May appoint a co-chair with approval from the Board of Governors

E. Removal from Office

- a.** Any member of the Board of Governors may be removed from office or position. Removal of any member of the Board of Governors shall require a 2/3 majority vote of the Board of Governors. Any MSC member may call for removal of a Board Member but must do so with just cause and supporting information. The request for removal must be made in writing to the Board of Governors. Removal from office or position will be due to, but not limited to the following reasons.
 - i. Failure to discharge duties of his/her office.
 - ii. Misuse of MSC funds
 - iii. Conduct of illegal activity
 - iv. Missing two (2) consecutive meetings or continued unexcused absences from monthly Board of Governors or other required meetings
 - v. Misrepresentation of the MSC and its Membership
- b.** Any member of the Board of Governors may resign at any time.
 - i. Contact the President via email with a resignation note
 - ii. Any and all efforts should be made to find a replacement
 - iii. Ensure binder and all information necessary in fulfilling the role is passed onto the successor
 - 1. If an in person exchange cannot be accomplished, then all items should be returned to the President.

ARTICLE III ADMINISTRATION

A. Guidance

- a. The MSC shall be governed by the Board of Governors
- b. The Board of Governors, consisting of the Executive Board and the standing committee chairs, shall approve all major plans and shall be responsible for the organization, direction and operation of the MSC.
- c. The Board of Governors shall be governed by the Constitution, By-Laws and all applicable Private Organization Air Force Instructions and Regulations.

- d. Normal operating procedures of the MSC shall be provided in these By-Laws. Should there be a conflict between the MSC Constitution, By-Laws, or any standing rules, the Constitution will govern.
 - e. The Board of Governors shall meet consistent with their positions as described in these By-Laws.
 - f. The Board of Governors shall authorize all expenditures in accordance with the Constitution and By-Laws.
- B. Executive Board
- a. The Executive Board of the MSC shall be the advisors and elected officials
 - b. The Executive Board shall be elected by the general membership for the term of one (1) year or until new elections are held.
 - c. The Executive Board shall meet with the President to approve the appointments of standing and special committee chairmen; and shall attend Executive Board meetings when called at the discretion of the President.
 - d. The Executive Board shall be responsible for ordinary day-to-day asset accountability, liability satisfaction, and sound financial and operational management, and shall report to the Board of Governors at the monthly Board of Governors meetings.
 - e. Contractual agreements, other than those for monthly events, must be approved by the Executive Board before signing.
- C. General Responsibilities of Governing Board Members.
- a. Be cognizant of the MSC Constitution, ByLaws and Budget.
 - b. Attend all Board of Governors meetings and MSC events. If unable to attend, notify the President and corresponding Vice President of absence prior to meeting. More than two (2) unexcused absences from Board meetings may result in termination of Board member's term.
 - c. Prepare a monthly board report and after action report detailing activities and expenditures to be submitted prior to board meeting. Deadline will be provided by the secretary
 - d. All non budgeted expenses must be approved by the Treasurer, keeping all receipts and filling out a reimbursement form.
 - e. Review job description annually and revise, if needed, in September; return it to Parliamentarian in October.
 - f. Prepare and submit annual budget requirements to the Treasurer prior to the March Board meeting.
 - g. Any changes in procedures must be coordinated through the President and Vice-President
 - h. Submit an end of year report to President with recommendations for incoming office/chair
- D. Term of office.
- a. The term for elected officers shall begin the month following their installation. They shall serve for a period of one (1) year or until their successors are elected or appointed.
 - b. Elected officers' terms will not exceed two (2) consecutive years in the same office without the approval of the general membership.
 - c. Committee Chairmen and Co-chairmen serve at the discretion of the President and the Executive Board.
 - d. Advisors serve at the discretion of the President.
- E. Voting on Management Matters.

- a. With the exception of the President and the Parliamentarian, all members of the Board of Governors have one vote each.
- b. A standing committee co-chair may vote in the absence of the chair. In the event a committee has a co-chairman, only one vote is cast for the committee. In the event of one member chairing several committees, only one vote is cast.
- c. The President shall vote only in the case of a tie.

ARTICLE IV DUES AND FINANCES

A. Dues

- a. Dues are collected for the yearly operational expenses and socials for the club.
- b. Dues for active and associate members shall be assessed annually at the following rates:
 - i. E1-E3/civilian equivalent \$20
 - ii. E4-E9/civilian equivalent \$25
 - iii. Retired/Gold Star/Widowed/Current MAC or CivAires members \$25
 - iv. O1-O3/civilian equivalent \$30
 - v. O4+/civilian equivalent \$35
- c. Dues are non-refundable.
- d. In January, dues will be reduced to half price

B. Finances

- a. The fiscal year of the MSC shall begin June 1 and end May 31
- b. Mid-year review for both operational and welfare accounts shall be presented for approval to the Board of Governors and general membership no later than January 31.
- c. Upon resignation or the expiration of the term of the treasurer, an audit/review of the financial records maintained by that officer shall be performed.
- d. At the end of the fiscal year, a sum of no less than \$1000.00 shall remain in the operational account. The welfare account must contain sufficient funds to discharge obligations previously incurred by the Board of Governors.
- e. Maintain a Certificate of Deposit in the amount of \$2000.00 for dissolution. Interest earned will be deposited in an operational checking account.

C. Expenditures

- a. Expenditures, not to exceed \$500.00, may be approved by the Board of Governors. All expenditures of more than \$500.00, not included in the approved budget, must be approved at a regular or special meeting of the general membership.
- b. The President shall have the authority to disburse up to \$20.00 per month, for which that officer shall make due accounting to the Treasurer.
- c. The Treasurer, the President, and the Vice President shall be the only members authorized to sign MSC checks.

D. Fundraising

- a. Will be in compliance with AFI 34-223 and all applicable Private Organization Air Force Instructions and Regulations.
- b. No project to raise funds may be conducted without the approval from the Board of Governors.

- E. Insurance and Taxes
 - a. MSC shall secure and maintain adequate liability insurance commensurate with the risk of involvement.
 - b. The Treasurer shall file appropriate tax forms in accordance with State and Federal laws.
 - c. The President and executive board will have oversight and partner with the Treasurer to ensure tax forms are filed appropriately with the IRS.

ARTICLE V NOMINATIONS AND ELECTIONS

- A. Nomination Committee
 - a. The Committee shall include the following:
 - i. The Parliamentarian who serves as the chairperson.
 - ii. A minimum of one Executive Board Member.
 - iii. A minimum of two members of the general membership.
 - iv. A minimum of one Advisor.
 - b. The committee shall nominate at least two candidates for each elective office whenever possible.
 - i. Nominees have to be members in good standing
 - ii. Incumbent office holders who wish to run again may do so
 - c. The committee shall attempt to nominate an equal representation of Enlisted and Officer Spouses when membership allows.
 - d. The committee chairman shall present the slate of candidates at the regular meeting of the general membership in March.
 - e. Any member of the Nomination Committee who accepts a nomination for an office shall be automatically eliminated from this committee. The Parliamentarian shall appoint a replacement.
- B. Election Committee
 - a. The committee shall include the following:
 - i. The Parliamentarian who serves as the chairperson.
 - ii. A minimum of two members of the general membership.
 - iii. A minimum of one Advisor.
 - iv. Election Committee members may not be a current nominee
 - b. On Election Day, the Election Committee shall be responsible for printing, distributing, and counting ballots.
 - c. The election shall take place at the regular meeting of the general membership in April.
 - d. All members current on their dues are eligible to vote.
 - e. Voting shall be by secret ballot.
 - f. All ballots, once counted, will be sealed by the Election Committee Chairman and then destroyed following the May general membership meeting.
 - g. The actual number of votes cast for each candidate will be kept confidential.
 - h. The President's vote shall be sealed and:
 - i. Delivered to the Election Committee Chairman.
 - ii. Opened only in the case of a tie.
 - iii. Kept with the ballots until their destruction.
 - i. The Chairman of the Election Committee shall announce the results of the election.

- j. If the slate of candidates has only one candidate for each office, the membership may vote to approve the entire slate thereby waiving the election. This vote must be unanimous. If there is any opposition, then an election will be held.
- k. If an unopposed slate is presented, a voice vote may be taken and the election is completed.
- l. Officers shall be elected by a plurality of votes cast and shall be installed in May.
- m. Officers shall serve for a period of one (1) year or until their successors are installed or appointed. An elected officer may succeed herself/himself for one additional term if elected.
- n. Vacancies in elected office, with the exception of the President and Vice President, shall be filled through appointment by the President with advisory approval.
- o. In the event of a temporary vacancy in elected office exceeding thirty (30) days, the President, with advisory approval, may appoint an Acting Officer to fulfill the duties of that position.
- p. The outgoing Executive Board should meet with the incoming Executive Board following April's election at the monthly May meeting to relay any pertinent facts and/or issues that occurred. The incoming Executive Board should meet to begin initial planning for their Board year, being ready to discuss ideas and implement with the Board of Governors at their first meeting in June. Binders must be signed in by outgoing board members and out by new board members by the Secretary to ensure binder oversight.
 - i. The outgoing Board of Governors may not financially obligate the incoming Board of Governors.
 - ii. The outgoing MSC Executive board and board members may not spend in excess of \$200 at the final meeting of the year and are expected to monitor and allocate funds appropriately prior to the final meeting where duties, accounts and responsibilities are handed over.
- q. A Board of Governors joint meeting of outgoing and incoming Board members will occur in May. This joint Board meeting shall be called to order by the incumbent President and will function with the outgoing members reporting and conducting old business. The first meeting of the newly elected Officers and appointed Chairs will immediately follow with new business.

ARTICLE VI STANDING COMMITTEES

- A. Constitution Committee
 - a. Standing Committee Members are:
 - i. The Parliamentarian who serves as the chairperson
 - ii. A minimum of one Executive Board Member
 - iii. A minimum of two members of the general membership
 - iv. A minimum of one Advisor
 - b. Committee will meet every 2 years to recommend any changes to the Board of Governors for approval.
 - c. Committee will meet upon the requirement to create a new constitution (e.g., change in President, direction from 341 MW/CC, etc.)
- B. Budget committee
 - a. Standing Committee members are:
 - i. The President, who serves as the chairperson
 - ii. Vice President
 - iii. Treasurer
 - iv. Secretary

- v. Thrift Store Chair
 - vi. Advisors
 - vii. Any and all members of the Board of Governors invited by the President.
 - b. Budgets for both operational and welfare accounts shall be presented for approval to the Board of Governors and general membership no later than September 30.
 - c. Budget committee meetings need to be held quarterly with a mid year review on or before January 31
- C. Membership Committee
- a. Standing Committee Members are:
 - i. Membership Chair, who serves as chairperson
 - ii. Any members of the general membership invited by the Membership Chair
 - b. The Committee Chairman may appoint a co-chair from the committee members.
- D. Mercantile Auction Committee
- a. Standing Committee Members are:
 - i. Mercantile Auction Chair, who serves as chairperson
 - ii. Treasurer
 - iii. Charitable Chair
 - iv. President
 - v. Advisor
 - vi. A minimum of 3 members of the general membership invited by the Mercantile Auction chair
 - b. The Committee Chair may appoint a co-chair from committee members.
- E. Programs/Socials Committee
- a. Standing Committee Members are:
 - i. Programs/Socials Chair, who serves as chairperson
 - ii. Any member of the general membership invited by the Program Chair
 - b. The Committee Chairman may appoint a co-chair from committee members.
- F. Publicity/Webmaster Committee
- a. Standing Committee Members are:
 - i. Publicity/Webmaster Chair, who serves as chairperson
 - ii. Any member of the general membership invited by the Publicity/Webmaster Chair.
 - b. The Committee Chairman may appoint a co-chair from committee members.
- G. Scholarship Committee
- a. Standing Committee members are:
 - i. Scholarship Chair, who is the chairperson
 - ii. President
 - iii. Treasurer
 - iv. Thrift Store Chair
 - v. Advisor
 - vi. A minimum of three (3) members of the general membership invited by the Scholarship chair
 - b. The Committee Chairman may appoint a co-chair from committee members.

- c. In the event any member of the Board of Governors has an applicant eligible for scholarship or applied for scholarship themselves, they must provide this information to the committee and recuse themselves from any discussion or vote.
- d. Each applicant is limited to an award of \$5000. At the discretion of the Governing Board, that limit may change if funds are available for quality applicants.
- e. If not enough quality applicants apply, funds may be carried over to the next year.
- f. MSC Scholarship application is open to and must:
 - i. All spouses and dependents of active duty, reserve, retiree or deceased duty members affiliated with Malmstrom AFB and the 120th Montana Air National Guard.
 - ii. Have a Minimum 2.8 Cumulative GPA or Equivalent GED/HiSET scores.
 - iii. (High School Seniors) submit a copy of SAT or ACT scores.
 - iv. Have a valid military identification card.

H. Charitable Committee

- a. Standing Committee Members are:
 - i. Charitable Chair, who is the chairperson
 - ii. Thrift Store Chair
 - iii. Any member of the general membership invited by the charitable chair.
- b. The Committee Chairman may appoint a co-chair from committee members.
- c. In the event, any member of the Board of Governors will directly benefit from an organization requesting funds from MSC, they must provide this information to the committee and recuse themselves from any discussion or vote.

I. Thrift Store

- a. Standing Committee Members are:
 - i. Thrift Store Chair, who is the chairperson
 - ii. Vice Chair
 - iii. Thrift Store Bookkeeper
 - iv. Regular volunteers
 - v. President
 - vi. Treasurer
- b. Committee follows the Constitution and Bylaws of the Malmstrom Thrift Store.

ARTICLE VII AMENDMENTS

The By-Laws may be amended by a majority vote at a regular or special meeting of the general membership following the recommendation of the Board of Governors. By-Laws pertaining to the direct operations of the Board may be suspended by a 2/3-majority vote of the Board of Governors. A suspension of the By-Laws must then be presented to the general membership for their approval by majority vote.

Leann Ward
MSC President

Date: _____

For Legal Use Only:

This Constitution does/does not comply with the provisions of AFI 34-223 and I do/do not recommend approval.

Approving Authority:

Date: _____

This private organization constitution is approved/disapproved.

Commander, 341st Mission Support Group

Date: _____