

**LANGLEY OFFICERS' SPOUSES' CLUB  
CONSTITUTION  
2013-2014**

**Article I: Name**

The name of this organization shall be the Langley Officers' Spouses' Club, hereinafter referred to as LOSC.

**Article II: Authority**

This Constitution is the LOSC's request to operate as a private organization on Langley Air Force Base in accordance with the provisions of AFI 34-223 and supplements thereto, and its activities shall be conducted in accordance with these directives. The LOSC is a private organization. It is not a part of the department of defense or any of its components and it has no governmental status. Therefore, any claims, judgments, or other financial liabilities incurred by the LOSC may ultimately result in personal financial responsibility by its members, if the LOSC fails or is unable to discharge its obligation. This may be so even if the LOSC has been dissolved.

**Article III: Purpose**

- A. The purpose of the LOSC is to develop, organize, and sponsor cultural, educational, social and recreational opportunities and 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 and benevolence, in keeping with the ideals of the United States Air Force.
1. This goal shall be achieved by fostering a spirit of good fellowship among LOSC members and the ideals and esprit de corps of the LOSC.
  2. No member of the LOSC shall possess any right, title to, or interest in the LOSC administrative property or net earnings as an individual or within a private capacity.
  3. The LOSC shall not influence legislation, or participate in or intervene in any political campaign on behalf of any candidate for public office.
  4. The LOSC shall conduct activities within the guidelines of the Internal Revenue Code Section 501(c)(4), guidelines for a non-profit organization. Said organization is organized exclusively for social and welfare purposes within the meaning of section 501(c)(4) of the Code, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(4) of the Internal Revenue Code or corresponding section of any future federal tax code.

5. The LOSC fundraising activities shall not conflict with appropriated or non-appropriated fund activities or compete with the Army and Air Force Exchange Services, Force Support (FSS) Activities, CFC, or NAF.
- B. The LOSC operates on Langley AFB with the consent of the Installation Commander. Operation is contingent upon compliance with the requirements and conditions of all applicable Air Force directives.

#### **Article IV: Membership**

Membership in the LOSC is voluntary and defined in the By-Laws. The LOSC does not discriminate in selection of Board members or in its membership policies based on age, color, ethnic group, gender, national origin, race or religion.

#### **Article V: Administration**

- A. The executive direction of the LOSC shall be vested in the Governing Board with the President responsible for all the aspects of the LOSC with consultation of the Advisors.
- B. The Executive Board shall formulate the LOSC Statement of Policy yearly and be responsible for their administration. The Statement of Policy shall be approved by the Governing Board and posted for the membership annually in September.

#### **Article VI: Executive Board**

The Executive Board of the LOSC shall consist of the Advisors, elected Officers, and the Parliamentarian.

#### **Article VII: Governing Board**

- A. The Governing Board of the LOSC shall consist of the Executive Board and the appointed Committee Chairpersons.

#### **Article VIII: Officers and Chairpersons**

The officers in the LOSC shall be Advisory, Elected and Appointed.

- A. The elected officers of the LOSC shall be President, Administrative Vice-President, Charitable Vice-President, Secretary, and Administrative and Charitable Treasurers.
- B. Positions to be appointed by the LOSC President shall consist of the Parliamentarian and the Committee Chairpersons.
- C. Advisors:

1. The Senior Advisor is the spouse of the ACC Commander or their designee.
  2. Additional Advisors are to be the spouses of the 633ABW Commander, 1FW Commander, 480ISR Commander, and 192FW Commander and/or designees.
- D. The LOSC President and one Advisor shall appoint special Advisors as needed.

#### **Article IX: Method of Finances**

- A. All members shall be required to pay dues and assessments in accordance with the By-Laws.
- B. Ways and Means may generate funds. The LOSC will not engage in any resale activities without written authority from the Installation Commander.
- C. The Administrative and/or Charitable Treasurer will provide a financial report upon the request of one-half (1/2) of the membership and/or the Installation Commander. Two signatures are required for checks on all LOSC accounts.

#### **Article X: Elections**

Elections shall be held annually as described in the By-Laws.

#### **Article XI: Meetings and Quorum**

- A. Meetings:
  1. The Governing Board shall meet monthly.
  2. The Executive Board shall meet as necessary at the direction of the President and/or Parliamentarian.
  3. There shall be a minimum of one scheduled membership function monthly, September through May.
- B. Quorum:
  1. General Membership meetings shall consist of members present.
  2. Executive Board and Governing Board meetings shall consist of two-thirds (2/3) of the total filled voting positions.

#### **Article XII: Insurance**

Liability insurance commensurate with the risk involved shall be obtained by the LOSC for its

sponsored activities. (See Methods of Finance in the By-Laws)

### **Article XIII: Pecuniary Authority**

- A. If an individual member obligates the LOSC, the obligation may only be for the sole use and benefit of the LOSC. Should any member obligate LOSC without proper authority to do so, the member shall be liable to the LOSC.
- B. Solvency: Should assets be insufficient to discharge all liabilities, it shall be the responsibility of the members to make payment for all liabilities of the LOSC. This may include any civil suit that results in liability of the LOSC.
- C. Upon dissolution of the LOSC, the LOSC shall dispose of all funds and property.
  - 1. Executive Board shall recommend a time-phased action plan to the membership.
  - 2. Dissolution shall begin after approval of two-thirds (2/3) vote of the Active members present and by the Installation Commander. Upon the dissolution of the LOSC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) 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 the Court of Common Pleas of 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.
  - 3. No part of the net earnings of the LOSC shall inure to the benefit of, or be distributed 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 the purpose clause hereof.

### **Article XIV: Audit**

An audit or financial review of the funds of the LOSC shall be accomplished yearly, either by a Certified Public Accountant or a Certified Government Financial Manager, in compliance with Article II of this Constitution. In addition, a review by an accountant or an internal committee, consisting of at least three LOSC members appointed by the LOSC President with approval by an Advisor, shall be conducted if the Administrative or Charitable Treasurer does not complete the term.

### **Article XV: Parliamentary Authority**

Robert's Rules of Order shall be the Parliamentary Rules in all matters not specified in the

LOSC's Constitution or By-Laws.

**Article XVI: Amendments**

- A. The amendment process shall consist of the following:
  - 1. Amendments must be submitted, in writing, by an LOSC member, with a minimum of seven (7) additional members' signatures, to the Executive Board.
  - 2. If the proposed amendment is passed by the majority of the Executive Board, it shall be presented at the next regularly scheduled Governing Board meeting. If the proposed amendment is not passed by majority vote of the Executive Board, the amendment shall not be reintroduced for one (1) full board year.
  - 3. If the proposed amendment is passed by the majority of the Governing Board, it shall be posted for at least 30 days or until the next regularly scheduled General Membership meeting. If the proposed amendment is not passed by majority of the Governing Board, the amendment shall not be reintroduced for one (1) full board year.
  - 4. A two-thirds (2/3) vote of the members present at the General Membership meeting shall approve a proposed amendment. If an amendment is not approved by the General Membership, it shall not be reintroduced for 2 years.
- B. All approved amendments shall be submitted to the Installation Commander for approval.
- C. In the event that any provision of the Constitution shall be deemed illegal or contrary to any Air Force directive, such portion shall be changed administratively to conform.

**Article XVII: Constitutional and By-Laws Review**

The Constitution and By-Laws shall be reviewed every two years by the Constitution and By-Laws Review Committee according to AFI 34-223.

**Article XVIII: Adoption**

- A. This Constitution shall become effective upon the majority vote of the members present at a General Membership meeting and approval by the Installation Commander.
- B. This Constitution has been reviewed in accordance with AFI 34-223.

I certify that this Constitution has been approved by the membership as indicated in Article XI, of the LOSC Constitution.

\_\_\_\_\_  
LOSC President

\_\_\_\_\_  
Date

\_\_\_\_\_  
LOSC Advisor

\_\_\_\_\_  
Date

\_\_\_\_\_  
LOSC Advisor

\_\_\_\_\_  
Date

\_\_\_\_\_  
Installation Commander (or designee)

\_\_\_\_\_  
Date