

Thrift Shop at Langley Air Force Base Constitution and Operating Document Adopted:

PREAMBLE

It is agreed by the Officers' Spouses' Club at Langley, hereinafter referred to as the LOSC, at Langley Air Force Base, that the Thrift Shop, Langley Air Force Base, Virginia hereinafter referred to as the Langley Thrift Shop, is established and run under the following constitution.

**ARTICLE I
NAME AND AUTHORITY**

The name of this organization will be the Langley Thrift Shop, operating under the supervision of the Officers' Spouses' Club at Langley Air Force Base. Operation is contingent on compliance with the requirements and conditions of all applicable Air Force and governmental regulations.

**ARTICLE II
PURPOSE**

The purpose of the Langley Thrift Shop is to create funds for the use of the LOSC for educational scholarships and charitable requests through the sale, to eligible personnel, on a consignment basis of one's personal property, and to provide a service to the young service members stationed at Langley Air Force Base. The profits of such sales will not benefit any one person or group of persons other than stated herein.

This organization will not discriminate in hiring practices or membership policies on the basis of age, race, religion, color, national origin, disability, ethnic group, gender or sexual orientation. Anyone who suspects unlawful discrimination by the LOSC should contact the local Equal Opportunity Counselor and follow the procedures in AFI 36-1201, Discrimination Complaints.

Limitations:

The Langley Thrift Shop will prominently display the following disclaimer on all print and electronic media mentioning the Langley Thrift Shop's name confirming that the Langley Thrift Shop is not a part of DoD: "This is a private organization. It is not a part of the Department of Defense or any of its components and it has no governmental status."

This disclaimer will also be provided in verbal communication and public announcements.

No act or omission of this organization, or any of its officers, agents, or members will create a debt or liability upon Appropriated or Non-Appropriated Funds of the United States or any of its instrumentalities. This organization will not conduct any program which will prejudice or discredit the interest of the United States Air Force.

This organization will not engage in activities which compete with those of any 633rd Force Support Squadron programs, Non-Appropriated Fund Instrumentality, or Army-Air Force Exchange Service operation on this installation.

Neither Appropriated Fund activities nor Non-Appropriated Fund Instrumentalities assert claim to the assets of this private organization, except as may possibly arise out of contractual relationships or as mentioned in Air Force regulations concerning donations and abandoned assets.

**ARTICLE III
PATRONAGE**

Only persons with valid Military, DoD or Civilian identification cards may place their personal items on consignment with the Langley Thrift Shop. Items consigned or donated to the Langley Thrift Shop maybe purchased by any person having legitimate access to the Langley Thrift Shop, whether military or civilian. The Langley Thrift Shop will not authorize any person admittance to the installation for purposes of consigning, donating or purchasing items.

ARTICLE IV FINANCES

Profit Distribution:

All Langley Thrift Shop expenses and operational costs will be paid from monthly receipts and the remainder of the profit will be deposited in the respective account for the purpose of scholarships and charity projects as determined by the Langley Thrift Shop Advisory Board which will be comprised of members from the LOSC Charitable and Administrative Board for the continued operation and maintenance of the Langley Thrift Shop.

The Langley Thrift Shop will pursue a 501C-4 tax exempt welfare status, operating under the supervision of the OSC. All funds after expenses must go into welfare accounts. IRS returns will be filed and a copy sent to the 633rd Force Support Squadron Resource Manager.

Income will not accrue to individual members except through wages and salaries for privately contracted organization employees or as payment for services rendered.

Payment to Consignors:

A commission of thirty percent (30%) will be charged for the sale of consigned items by the Langley Thrift Shop. Consignor's will earn a seventy percent (70%) distribution of funds from consigned items. All payments for merchandise sold on consignment by the Langley Thrift Shop will be made by Langley Thrift Shop checks. Checks are written from information logged on the consignor's consignment sheet.

The LOSC President, the Langley Thrift Shop Manager, and authorized Bookkeeper are authorized to sign checks. Checks will be dual signed by two of the stated parties.

Checks will be ready for pick up at the Thrift Shop after the 7th business day of the month. Checks are void after 90 days.

Consignment checks will not be reissued with the exception of those that could not be picked up due to PCS status, extended TDY, or deployment. There will be a \$25.00 charge for any reissued checks and consignment checks less than \$5.00 will not be reissued. Checks will not be written for less than \$5.00 but the amount will be rolled over into the next month's check, for up to 90 days. If not exceeding \$5.00 after 90 days, the amount will be rolled back into the

Langley Thrift Shop account. Any discrepancies or questions regarding consignment checks will be referred to the Langley Thrift Shop manager and Langley Thrift Shop bookkeeper.

Donations:

Donations to the Langley Thrift Shop are NOT tax deductible. Donations are for the purpose of resale only and are not available for volunteers to receive without payment. Donations that are unable to be sold will be donated to the Airmen's Attic or a similar and appropriate charity. It is the authority of the Thrift Shop manager to accept and price donations on behalf of the Langley Thrift Shop.

ARTICLE V ADMINISTRATION

The Langley Thrift Shop shall be run by a governing body known as the Langley Thrift Shop Advisory Board.

The Langley Thrift Shop Advisory Board, hereinafter referred to as the Board.

The Board shall be constituted in the following manner:

Appointed members shall be:

The Chairman of the Board – Thrift Shop Manager

LOSC President, Board Member

LOSC Vice-President, Board Member

LOSC Scholarship Liaison, Board Member

LOSC Charitable Treasurer, Board Member

These members are appointed from the LOSC, and their length of term will coincide with their board term for the Officers' Spouses' Club. The Chairman of the Board will be the Thrift Shop Manager.

It is the responsibility of this Chairman of the Board to ensure the Thrift Shop at Langley is adhering to guidelines set by the installation and by this constitution for consistent, safe and legal operation.

Additional optional members may be:

Volunteer-at-large

Retired military customer-at-large

The appointed and additional optional members are all voting members of the Langley Thrift Shop Advisory Board.

The non-voting members of the Board shall be:

The spouse of the 633rd Commander or her/his designated representative as Thrift Shop Board Advisor
Other LOSC Advisors that wish to participate on the board
Thrift Shop Manager
The Langley Thrift Shop Bookkeeper
The Langley Thrift Shop Assistant Manager, if applicable
LOSC Parliamentarian

All voting members of the Board shall be active duty or retired members of the military, or the spouse of an active duty or retired member of the military or otherwise eligible for LOSC membership.

The Langley Thrift Shop Manager is responsible for the continuity and information flow between the Thrift Shop, the Thrift Shop Advisory Board and the LOSC. This person will ensure the LOSC is kept up to date on important events and happenings at the Langley Thrift Shop.

The Board will meet at least once a quarter or more often if deemed necessary by either the Thrift Shop Manager, any Advisor, or if requested by any Langley Thrift Shop Advisory Board member. Minutes of the Advisory Board meeting will be taken by a designee of the Chair(s).

To conduct business, a quorum (a two-thirds majority) of voting members must be present to approve any action or decide any issue. An electronic vote may be conducted if quorum isn't present at any meeting. A monthly financial report will be presented to the Board by email from the Langley Thrift Shop Bookkeeper. This along with the minutes will be submitted to the 633rd Force Support Squadron within 30 days upon biannual review deadline. These articles will be submitted by the Parliamentarian.

The Parliamentarian will send a current POC list to the 633rd Force Support Squadron as new Board members are elected and/or change positions. This will be the responsibility of the Thrift Shop Manager to keep POC list up to date.

The Board will contract for the services of manager and bookkeeper, and reserves the right to contract for an assistant manger when deemed necessary. The Board will establish such terms and contract price for these positions as the Board may deem appropriate.

Management:

The management and operation of the Langley Thrift Shop will be vested in a manager who will be responsible for implementing the policies and procedures established by the Board. The manager will be an independent contractor. His/her contract will run on a twelve month basis, to be renewed and reviewed yearly. There will be one-month probationary period for each new hire, at which time they will meet with two members of the Langley Thrift Shop Board to determine if a yearly contract will be offered. Performance reviews will be conducted by the Board at least once a year. A two week notice is requested if any paid employee seeks to terminate before the end of the contract date. If the employee does not desire to continue when the contact ends, the Thrift Shop Board should be notified as soon as possible. The Board reserves the right to hire an assistant manager to help with the running of the Langley Thrift Shop if deemed necessary by the Board members. In such case, the assistant manager will report directly to the manager, who in turn will report directly to the Board.

The Langley Thrift Shop will be staffed by volunteers who are Military, DoD or Civil Service ID cardholders. All volunteers will work under the direction of the Manager and/or Assistant Manager.

The Langley Thrift Shop financial books will be reviewed annually in accordance with AFI 34-223. The books will also be reviewed upon the termination or expiration of the Langley Thrift Shop Manager's contract and the termination or expiration of the Thrift Shop Bookkeeper's contract. The audit fee (if any) will be paid by the Langley Thrift Shop before profit distribution. Copies of the audit report will be distributed to the Langley Thrift Shop Advisory Board members and also be presented to the LOSC Board. A copy of the audit will also be given to the 633rd Force Support Squadron for their review.

**ARTICLE VI
CONFLICT OF INTEREST POLICY**

A private organization, the assets and status of this organization must be protected. To ensure sound judgment, it is hereby discouraged that any paid staff member of the Thrift Shop be a part of the Officers'

Spouses' Club governing board. If any thrift shop employee is on the LOSC Board, they are prohibited from voting in regards to thrift shop policy.

The tie between the Officers' Spouses' Club at Langley and the Langley Thrift Shop is an advisory one. The LOSC is a volunteer group organized for the social needs of its members, but also for the charitable and service needs of Langley Air Force Base. The LOSC Board will not have the power to override the decisions of the Thrift Shop Advisory Board in regard to hiring personnel or policies which determine the day to day operation of the Thrift Shop. Reports of the Thrift Shop Board are intended to help the LOSC Board understand the nature of its operation and to explain the deposits made to the charitable and scholarship accounts.

In addition, The Thrift Shop Board is encouraged to regularly seek independent financial and legal assistance in reviewing the policies and procedures of the Thrift Shop to ensure proper oversight of the public charity.

ARTICLE VII BONDING

The organization will seek within the first 5 years to obtain and maintain liability and property damage insurance coverage to commensurate with risk to protect against any claims or lawsuits which might arise from the commission or omission or acts by its members when acting in any capacity for or in participating in any activities of this organization. Such coverage, when required, must expressly provide that neither the U.S. Government nor any Non-Appropriated Fund Instrumentality will be liable for any claims or judgments against the organization or its members. A copy of the insurance policy and all renewal policies will be forwarded to the 633rd Force Support Squadron as well as the LOSC President. The Langley Thrift Shop will also seek bonding for the Thrift Shop Manager. The position will be bonded by a position-fidelity bond. Bonding and all insurance will be paid from the Langley Thrift Shop account. The Thrift Shop is liable for the bonding obligations of this association. If, under any circumstances, private insurance is not obtained prior to the anniversary date of the prior policy, an insurance waiver request will be submitted to the 633rd Force Support Squadron Resource Manager.

ARTICLE VIII DISBURSEMENT AND DISSOLUTION

Sufficient funds will be maintained in the Langley Thrift Shop bank account to cover current liabilities. A \$300 minimum must be maintained in the checking account. The Bookkeeper is empowered to transfer money between the Thrift Shop checking and saving accounts as needed.

In the event of the dissolution of the Thrift Shop for any reason, the Board shall notify the 633rd Force Support Squadron Commander or Deputy of the intent to dissolve the Thrift Shop and prepare a time-phased action plan to do so.

In this event, the Board shall be designated as trustees. The trustees shall liquidate the assets of the Langley Thrift Shop as soon as practical and shall pay all existing debts and liabilities in proportion to the final available capital.

The LOSC is liable under the laws of Virginia State for organizational debts in the event the Langley Thrift Shop's assets are insufficient to discharge liabilities. The Board will obtain a written statement yearly from LOSC General Membership that they understand that their personal assets are at risk, and they are held severally and jointly liable for any and all obligations resulting from LOSC operations, as directed by AFI 34-223.

All funds in excess of the Langley Thrift Shop liabilities shall be divided in equal shares and deposited in the charitable accounts for final distribution.

All other property shall be disposed of by the Board of the Thrift Shop in accordance with the existing regulations, directive, and policies and with the approval of the Commander of the 633rd.

ARTICLE IX BY LAWS

The Langley Thrift Shop and its volunteers will not make any express or implied warranties concerning the condition of merchandise for sale unless certain exceptions are deemed necessary by the Thrift Shop Manager. All items must be sold "AS IS".

The Thrift Shop, its operating personnel, and its governing body assume no responsibility and

are under no legal obligation for any type of loss of goods consigned to the Thrift Shop. Before the assignment of an account number, all consignors are required to read and sign the consignment agreement.

These agreements will be held on file. New contracts may be required at a time interval determined appropriate by the Langley Thrift Shop Board.

Consignors who do not pick up their property by the last day of their contract are willingly donating said property to the Langley Thrift Shop. Consignors will not be notified when merchandise becomes Langley Thrift Shop property. Items can be designated as unacceptable and will be held for the consigner to retrieve within 30 days.

Merchandise can be paid for in cash or check only. Checks with address, home and duty phone numbers, and military unit will be accepted in the amount of purchase with a valid Military, DoD, or Civil Service ID card.

Complaints:

Customer complaints should be handled immediately by the Thrift Shop Manager, or designated representative. If further action is necessary, the Manager will forward the complaint/issue to the Thrift Shop Board members. Significant or repeated customer complaints should be documented for future reference and possible changes that may need to be made.

**ARTICLE X
AMENDMENTS**

Proposed amendments to this constitution will be presented to the Board during any meeting. Amendments will be voted on and approved/disapproved by the Langley Thrift Shop Advisory Board when quorum is present. The approved amendment(s) will become effective upon the approval of the 633rd Force Support Squadron Resource Manager, 633rd Wing Judge Advocate office, and the 633rd Mission Support Group Commander.

**ARTICLE XI
ADOPTION**

This constitution rescinds all previous constitutions and shall become effective upon the approval of the LOSC Governing Board.

The Operating Document shall be re-approved by the Langley Thrift Shop Board every year or whenever there is a change in the purpose, function, or membership eligibility of the LOSC, LOSC Board or Thrift Shop, or sooner if deemed necessary.

This Constitution was approved and signed at a meeting of the Thrift Shop Advisory Board and presented to the LOSC Governing Board for review and adoption.