

**LANGLEY OFFICERS' SPOUSES' CLUB CONSTITUTION
2017**

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, IFW 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.
 - I. 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:

I. 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.

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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 Parliamentarian

Date

LOSC Advisor

Date

Installation Commander (or designee)

Date

ADDENDUM

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.

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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

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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

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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.

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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.

Thrift Shop Manager

Date

LOSC President

Date

LOSC Advisor

Date

Installation Commander (or designee)

Date Approved