

**MINOT SPOUSES' CLUB**  
**CONSTITUTION**  
(Created May 2017)

**ARTICLE I**  
**NAME**

This organization shall be known as the Minot Spouses' Club (MSC), herein referred to as MSC 501(c)(4). It shall be a private organization located at Minot Air Force Base, operating under the parameters of AFI 34-223 or current instruction. It is not a part of the Department of Defense or any of its components and it has no government status.

**ARTICLE II**  
**PURPOSE**

- |The Minot Spouses' Club is dedicated to supporting and encouraging our military spouses through charitable activities and service projects that strengthen friendships, foster the ideals of charity and fellowship, and provide opportunities for social interaction.
- |The Minot Spouses' Club's mission is to: establish and maintain base and community relationships; support all enlisted and officer military spouses, whether active duty, reservist, guard or retired; and to contribute to the base and surrounding communities through charitable contributions, scholarships and monthly volunteer opportunities.
- |MSC sponsors social activities financed through annual dues, event fees for MSC social events and occasional fundraising.
- |MSC will not permit any part of its earnings to incur private benefit to any individual. No member of MSC possesses any right, title to, or interest in the MSC administrative property or net earnings as an individual or within a private capacity.
- |MSC shall not influence legislation, or participate in or intervene in any political campaign on behalf of any candidate for public office.
- |MSC is an independent private organization and shall conduct activities within the guidelines of the Internal Revenue Code Section 501(c)(4).
- |Operation of MSC is contingent upon compliance with the requirements and conditions of all applicable Air Force directives.
- |The purpose of the MSC is to conduct charitable and educational functions, provided those activities are among those which a charitable and educational organization may engage in without risk to its tax-exempt status under the applicable provisions of the Internal Revenue Code and its associated regulations 501(c)(4).
- |MSC raises funds for charitable and educational purposes through donations, the MSC Thrift Shop, and fundraising activities. These fundraising activities are conducted through the work of MSC members who volunteer their time. Charitable recipients include the Minot AFB community, the surrounding communities, and at an Air Force level for such organizations as, but not limited to, Air Force Assistance Fund and Fisher House.

## ARTICLE III GENERAL PROVISIONS

| Authority for creation of the MSC is AFI 34-223.

| MSC operates on Minot Air Force Base with written permission from the 5th Bomb Wing Commander or his/her designee.

| The MSC is a private organization pursuant to the authority contained in Air Force Instruction 34-223. The organization is not an instrumentality of the United States Government and is not considered under the United States Air Force's control. The organization is not entitled to severing immunities or privileges. Appropriated or non-appropriated funds of the United States or its instrumentalities shall not be used to support the organization, either directly or indirectly, unless otherwise specifically authorized to obligate such funds to conduct business. It is acknowledged that this organization can and only exists on Minot Air Force Base with written consent of the installation commander, which consent may be withdrawn at any time the commander determines such withdrawal to be in the best interest of the Air Force. Operation is contingent upon compliance with requirements and conditions of applicable Air Force Regulation and Instructions.

| 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.

| MSC is not a Non-Appropriated Fund Instrumentality, nor is it entitled to privileges and immunities of the Federal Government.

| The membership is liable under the laws of the State of North Dakota for organizational debts in the event the organization's assets are insufficient to discharge liabilities.

| Limitations – This organization will conduct no program that will prejudice or discredit the interests of the United States Air Force or any other government agency.

- 1.1. This organization will not conduct any business in the name of the United States Air Force installation or organization. Furthermore, official sponsorship or endorsement by Minot Air Force Base or by the United States Air Force or any of its activities may not be stated or implied.
- 1.2. This organization will not engage in any program that conflicts or competes with Services activities, NAFI, or the Army and Air Force Exchange Service.
- 1.3. When requested by the installation commander, the organization will cause an audit of the financial status to be conducted by such person or agency as the MSC Budget Committee shall designate. All books and records of the organization will be made available for such audits, to be conducted not less than once a year. Special circumstances may require an additional audit.
- 1.4. This organization is prohibited from resale activities, except for the Thrift Shop sales and occasional sales for fundraising purposes in accordance with AFI 34-223, and other Air Force Regulations and Instructions.

1.5. This Constitution cannot be amended to omit a statement of the nature and purpose of the organization or to omit provisions for disposing of residual assets and liabilities when the organization is dissolved.

## **ARTICLE IV MEMBERSHIP**

Membership in the MSC is voluntary, and includes three (3) categories: Active, Associate, and Honorary.

MSC is non-discriminatory and provides equal opportunity without regard to race, creed, color, religion, sex, age, rank, sexual orientation, disability or national origin.

Members of the MSC agree to the covenant not to sue any of its members, the United States Government, and/or the United States Air Force for any action in contract or tort, which may arise out of operation, and/or activities of the MSC.

Article II, Section B of the MSC By-Laws governs resignation, termination and reinstatement of membership.

## **ARTICLE V OFFICERS AND GOVERNING BODY**

MSC is governed by a Board of Governors composed of three parts: the Elected Officers, Appointed Positions, and Honorary Advisors, as stipulated in the By-Laws. The By-Laws specify the general responsibilities of each position:

### 1.1. Elected Officers

1.1.1. President

1.1.2. First Vice-President

1.1.3. Second Vice-President

1.1.4. Secretary

1.1.5. Operational Treasurer

1.1.6. Charitable Treasurer

### 1.2. Honorary Advisors

1.2.1. Honorary President – Spouse of 5th Bomb Wing Commander

1.2.2. Honorary Vice-President – Spouse of 91st Missile Wing Commander

1.2.3. Honorary Senior Advisor(s) – Spouses of the 5th and 91st Vice Commanders, respectively and Spouses of the 5th and 91st Command Chiefs, respectively.

1.2.4. Other Honorary Advisor(s) as needed

### 1.3. Appointed Positions

1.3.1. Parliamentarian

1.3.2. Appointed Chairpersons

The term of office runs from June 1 through May 30.

The Executive Board consists of Elected Officers, Honorary Advisors, and the Parliamentarian. It will meet upon the call of the President or Honorary President and act as an advisory body to the President.

## ARTICLE VI DUES

All members with the exception of Honorary Members and Guests are required to pay dues in accordance with the By-Laws.

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, according to Article VII of the MSC Constitution.

## ARTICLE VII MEETINGS AND QUORUMS

### Meetings

- 1.1. General Membership meetings are held as provided by the By-Laws, but in no event, shall there be less than one meeting in any three-month period (with the exception of the summer period of June-August).
- 1.2. The President may call special meetings of the General Membership at any time with the approval of the Board of Governors, or upon written request of thirty percent (30%) of the active membership.
- 1.3. For decisions voted upon at Special Meetings to be binding upon the General Membership, or otherwise valid, at least seventy-five percent (75%) of the General Membership must have been personally notified of the meeting with at least five (5) days notice provided to them through normal avenues of publication such as e-mail, MSC website, telephone or social media.
- 1.4. The Board of Governors meets monthly, unless otherwise stated by the President.

### Quorums

- 2.1. The number of regular and associate members present and voting at a general membership meeting shall be considered a quorum. A simple majority (51%) is required for the passage of any item except for a constitutional amendment or by-laws amendment, which requires a two-thirds affirmative vote of the present and voting members.
- 2.2. At a MSC Board of Governors meeting a quorum is needed in order to hold a vote on any item. This is defined as fifty (50%) percent of the voting board members, fifty-one (51%) percent of these members present is sufficient to pass a motion. A simple majority (51%) is required for the passage of any item, except for the Constitution and By-Laws which require a two-thirds affirmative vote to pass.

2.3. In special circumstances, the board of Governors may vote via proxy, phone and/or e-mail, at the discretion of the Executive Board.

## **ARTICLE VIII FINANCES OF THE MSC**

The MSC will comply with all local, state, and federal laws.

Operational and Charitable fundraising activities must be approved by the Board of Governors, authorized by the 5th FSS Commander or his/her designee, and permitted by all applicable Air Force Instructions or state laws.

The administration of the MSC, including its publications, shall be executed at absolutely no cost to the U.S. Government.

The monetary assets of the MSC are allocated into two (2) accounts:

### 1.1. Operational Fund Account:

1.1.1. Is used for operational expenses and chosen activities of the MSC.

1.1.2. Consists of money collected from dues and voluntary assessments in accordance with the By-Laws and Section 501 (c)(4) of the IRS code.

1.1.3. A minimum of five hundred dollars (\$500) will remain in this account at the end of the fiscal year.

1.1.4. Operational expenditures are governed by the current and approved Operational Fund account budget.

### 1.2. Charitable Fund Account

1.2.1. Is used exclusively for charitable purposes.

1.2.2. Consists of donated money, money earned from the MSC Thrift Shop, and designated fundraisers.

1.2.3. A minimum of five hundred dollars (\$500) will remain in the Charitable Fund account at the end of the fiscal year.

1.2.4. The Charitable Fund is governed by the current and approved Charitable Fund account budget.

## **ARTICLE IX FINANCES AND SOURCES OF INCOME OF THE MSC THRIFT SHOP**

The Thrift shop is owned, operated and maintained by members of the MSC. Procedures are outlined in the Thrift Shop Governing Articles and Policy and Procedures. Finances will be maintained by a bookkeeper and by the Charitable Treasurer.

## **ARTICLE X INSURANCE AND LIABILITIES**

- |If required, and unless waived by the 5th Mission Support Group Commander or his/her designee, MSC will obtain liability insurance coverage against all personal injury and property damage claims that may arise from activities of MSC or its members.
- |If insurance coverage is waived for MSC's normal activities, MSC will obtain insurance for special events commensurate with the risk involved.
- |Insurance -- The MSC will maintain adequate liability insurance, as determined by the installation commander or designee, to protect against any operation or project it shall undertake. The MSC will maintain fidelity insurance covering any member who controls or has access at any time to MSC funds in excess of \$500.00.
- |MSC is subject to restrictions, laws, taxes, licenses, and/or ordinances that may be imposed on it by local, state, and federal jurisdiction.
- |All members should be advised that financial liability incurred by the 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 ensure bills are paid.
- |Each member is required to acknowledge their understanding of this liability in writing. Membership chairperson will be responsible for keeping track of liability waivers signed by members.

## **ARTICLE XI CINDERELLA'S BOUTIQUE**

- |The MSC Cinderella's Boutique shall function under a governing body known as the Cinderella's Boutique Volunteer Committee (CBVC), under the auspices of the MSC and with the approval of the Board of Governors.
- |The CBVC establishes and maintains the MSC Cinderella's Boutique operating procedures and management policies as defined by the MSC Constitution and By-Laws.
- |The CBVC consists of the President, Second-Vice President, MSC Charitable Account Treasurer, Cinderella's Boutique Honorary Advisor, Cinderella's Boutique Chairperson and Cinderella's Boutique Co-Chairs.

## **ARTICLE XII PARLIMENTARY AUTHORITY**

- |Robert's Rules of Order shall be the parliamentary rules in all matters not specified in the MSC Constitution or By-Laws.

## **ARTICLE XIII NON-PROFIT ORGANIZATION**

The MSC is organized and operated exclusively to conduct educational and charitable activities allowed under the appropriate provisions of the Internal Revenue Code in which the membership of the MSC wish to engage and for no other purpose. No part of its revenue shall benefit any individual member.

## **ARTICLE XIV AUTHORITY AND LIMITATIONS**

### **Authority**

- 1.1. The MSC is a private organization pursuant to the authority contained in the AFI 34-223. The organization is not an instrumentality of the United States Government and is not considered under Air Force control. The organization is not entitled to sovereign immunities or privileges. No appropriated or non-appropriated funds of the United States or its instrumentalities shall be used to support the charitable organization either directly or indirectly. No act or omission of the charitable organization or of its officers or agents shall create a debt of liability upon the appropriated or non-appropriated funds of the United States or any of its instrumentalities.
- 1.2. The MSC operates on a military base only with the consent of the installation commander. Operation is contingent upon compliance with the requirements and conditions of applicable Air Force regulations, including but not limited to conditions set forth in paragraph B or ARTICLE IV.

### **Limitations**

- 2.1. The MSC will conduct no program which will prejudice or discredit the interests of the United States Air Force or any government agency.
- 2.2. The MSC will not conduct any business in the name of the United States Air Force. Official sponsorship or endorsement by Minot Air Force Base or by the United States Air Force of the MSC and any of its activities may not be stated or implied by the MSC.
- 2.3. Neither the United States Air Force nor any of its appropriated funds will claim the assets or incur the obligations of the MSC or its funds.
- 2.4. The MSC will not engage in any program that conflicts or competes with MWR activities, NAFI, or the Army and Air Force Exchanges Service.
- 2.5. When requested by the installation commander, the MSC will have an audit completed of its financial status by an agency or persons the MSC Budget Committee shall designate. All books and records of the MSC will be audited at a minimum of once a year.

- 2.6. The MSC is prohibited from resale activities except for occasional sales for fund-raising purposes in accordance with AFI 34-223.

## **ARTICLE XV AMENDMENTS AND ADOPTION**

Any proposed amendments to this Constitution must be submitted in writing to the Parliamentarian and/or President and must be signed by a minimum of five (5) active members of the MSC. A full revision requires a committee of no less than four (4) active MSC members, which includes President, First Vice-President, Parliamentarian, Honorary President and/or whom the committee deems necessary. The proposed amendments will be reviewed at the general membership meeting, and then posted for one (1) month. Voting procedures and adoption will occur as stated in the Minot Spouses' Club Constitution.

- 1.1. The MSC Constitution and By-Laws shall be reviewed by the MSC Constitution and By-Laws Committee as needed, but no less than every two (2) years.
- 1.2. 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.
- 1.3. Any proposed amendments or changes to the Constitution and/or By-Laws will be submitted by the Constitution and By-Laws Committee to the Board of Governors in writing and subsequently submitted to the General Membership at a General Membership meeting.
- 1.4. Any proposed amendments and/or changes will be posted on the MSC website, social media platform and email, for examination by the General Membership for a minimum of fourteen (14) days.
- 1.5. Amendments and changes may be adopted at this time by a majority vote by the voting members present at a General Membership meeting, and will become part of the Constitution and By-Laws, pending approval by the 5th BW Commander or designee.

## **ARTICLE XVI DISSOLUTION**

Upon dissolution of the MSC, funds contained in the Operational and Charitable fund accounts will be used to satisfy any outstanding debts, liabilities or obligations. All remaining funds shall be disposed of by recommendation of the Board of Governors and with approval of the General Membership in accordance with the IRS Code and all applicable Air Force Instructions. If assets are not sufficient to satisfy the liabilities, the membership may be held liable for the difference thereof. In no event shall funds contained in the Charitable Fund account be used for the general purpose of the MSC.



1.1. In the case of dissolution of the MSC, funds in the charitable account at the time will be used to satisfy any outstanding debts, liabilities, or obligations. The balance of these assets will be disposed of as determined by the membership.

The MSC will notify the 5th Bomb Wing Commander and the 5th FSS Commander or his/her designee of the intent to dissolve.

The membership is liable under the laws of the State of North Dakota for organizational debts in the event the organization's assets are insufficient to discharge liabilities. The members of the MSC are advised that said organizations are not a government instrumentality but are non-profit organizations, that the United States Government will not be liable for payment of any liabilities of the MSC, and that the unsatisfied liabilities of the MSC may result in the personal liability of all active and associate members, even though the organizations may be dissolved. The assets may be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, education, religious or scientific purposes and which has established its tax-exempt status under Code Section 501(c)(4), such as Air Force Aid Society. A majority of the voting members present at the last general membership meeting must approve the disbursement of funds.

## ARTICLE XVII EFFECTIVENESS

This Minot Spouses' Club Constitution and By-laws shall be effective upon adoption of the affirmative vote of a majority of the voting members present at the regular general membership meeting, subject to the verification and approval of the Legal Office, Mission Support Group Commander, and Wing Commander.

Prepared by


Tracey Mays

MSC Parliamentarian 2017-2018

*Tracey Mays*

*19 Sept 2017*

Date



Felicitana Castaneda  
MSC President 2017-2018

The foregoing Constitution was adopted by a two-thirds majority vote of the membership during the regular general membership meeting of the MSC held on 19 Sept 2017.