

CONSTITUTION OF _____
(Name of Private Organization)

(NOTE: All text in italics serves as a replacement for a name or an explanation of a requirement, and the italicized text is not to be included in the original constitution or by-laws.)

**ARTICLE I
NAME AND AUTHORITY**

The name of the organization shall be _____ and hereafter shall be referred to as _____. This private organization will be operated on Barksdale Air Force Base, Louisiana pursuant to the provisions of AFI 34-223. The organization shall be self-sustaining and is not an instrumentality of the United States Government. It operates on a military base only with the consent of the installation commander. Operation is contingent on compliance with the requirements and conditions of all applicable Air Force regulations. *(Mandatory)*

**ARTICLE II
PURPOSE**

The purpose of the _____ is to function as a social and professional organization established to enhance morale, esprit de corps, and cooperation between members. (Recommend this paragraph be short and concise, but include all facts as those not included could later be considered not within the intent of the organization).

**ARTICLE III
MEMBERSHIP OR PATRONAGE**

- a. The membership may be liable under the laws of the State of Louisiana for organizational debts or liabilities in the event the organization's assets are insufficient to discharge liabilities. *(Mandatory unless the organization provides documentation of incorporation under the Louisiana Revised Non-profit Corporation Act.)*
- b. Membership and related action based upon race, religion, color, sex, age, or national origin is prohibited. *(Mandatory)*
- c. Membership in the _____ is open to: *(primarily limited to members of the DOD family).*
- d. Individuals may apply for membership by *(explain application process or other affirmative action required for membership).*
- e. Continuing membership is based upon *(annual, seasonal)* enrollment commencing _____.

- f. Membership in the organization can be terminated by resignation or by notification/disciplinary action by _____ (*failure to pay dues, etc.*).
- g. Membership can be reinstated by application in writing to _____ for consideration.

**ARTICLE IV
OFFICERS AND GOVERNING BODY**

- a. The officers of the _____ shall consist of President, Vice President, Secretary, and Treasurer (*other officers optional*). The duties of the officers are outlined in (*list Article/paragraph*) of this Private Organization's By-laws.
- b. The Executive Board shall consist of the officers plus (*others are optional*) and the President shall preside over all official meetings of the general membership or the Board.

**ARTICLE V
MEETINGS AND ELECTIONS**

- a. General membership meetings will be held not less frequently than (semi-annually, quarterly, annually). (*Mandatory, select one category.*)
- b. An annual meeting will be held for the election of officers. Procedures for nominations and the elections are outlined in (*list Article/paragraph*) of the By-laws.
- c. A quorum for all official meetings is _____% at Board meetings and _____% at general membership meetings. (*Optional: The presiding officer will not have to vote except in case of a tie.*)

**ARTICLE VI
EXECUTIVE BOARD/COUNCIL/OFFICER ADDED
REQUIREMENTS**

- a. The President shall be responsible to insure the club's constitution and authorization is reviewed annually (during the month of January) and is consistent with Air Force policies as amended. The constitution and by-laws must be updated every 2 years or when there is a change in the purpose of this organization or a change in officers.
- b. The President *or* Treasurer (*select one, or both the President and Treasurer [the Treasurer and President cannot be the same person]*) shall establish a system for the protection of club assets and insure the liabilities do not exceed its income.
- c. Members do not have proprietary rights in the club's assets and income will not accrue to individuals except through wages or salaries for employees of that private organization.
- d. The Secretary will forward one copy of all official minutes and financial reports to the Chief, Resource Management Flight, 2nd Force Support Squadron (2 FSS).

- e. Liability insurance providing coverage against personal injury and property damage and indemnifying the U.S. Government and Barksdale AFB will be purchased unless a waiver of insurance signed by the installation commander is appended hereto. Regardless of any waiver so attached, insurance will be purchased whenever a special event is scheduled which may increase the liability risk of the organization or installation. *(Note: A request for waiver should be a separate document. The request may accompany the constitution when it is sent forward for approval. When the waiver is approved, the approval will be amended to the constitution and returned with the approved constitution to the organization. If the waiver is not approved, the constitution will not be approved until proof of adequate insurance is provided.)*
- f. The President will insure that all members are aware that financial liability incurred by the organization may ultimately result in individuals' personal financial responsibility if the fund fails to discharge its obligations, even though the fund may have been redesignated or dissolved.

ARTICLE VII FINANCES

- a. The club's unobligated assets will not exceed \$XXXX except for special one-time projects approved by the general membership. *(This will insure that the current membership will be the recipients of their labors). (Optional)*
- b. A majority of club members will appoint an accountant to conduct an audit when annual gross revenues are \$100,000 but less than \$250,000; a Certified Public Accountant will be appointed if annual gross revenues are equal to or exceed \$250,000. The Private Organization pays for this service to the CPA. *(Mandatory)*
- c. All funds will be deposited in the (bank) and a financial statement will be reported and recorded in the official minutes of meetings on a timely basis.
- d. All expenditures will be made by check except for petty cash requirements. Checks amounting up to and including \$XXXX may be signed by the Treasurer, and checks exceeding \$XXXX must be countersigned by the President or Vice President. *(Optional)*
- e. The _____ shall be financed primarily through membership dues and fees, fund-raising events, service charges, donations, etc. All fundraisers will be approved by the 2 FSS.
- f. The _____ will not engage in activities which compete with those of any Services, NAFL, or Air Force Exchange operation on an installation, except as provided in AFI 34-223. *(Mandatory)*
- g. The _____ will not engage in on-base resale activities (including bake sales, car washes, etc.) unless specific written authorization is obtained from the 2 FSS.

- h. The _____ will comply with all local, state and federal laws. (**Mandatory**)
- i. The club will only characterize itself as a 501(c)(3) charitable organization for tax exempt purposes if it has complied with all federal and state tax laws, to include filing the IRS Form 990 annually. All profits generated will be used for charitable purposes. The club's tax i.d. number (EIN) is: _____.

**ARTICLE VIII
DISSOLUTION CLAUSE**

DISSOLUTION: Upon dissolution, the private organization's officers must notify the Chief, Resource Management Flight, 2 FSS, of their intent to dissolve the private organization and prepare a time-phased action plan to do so. (*The board, officers, etc*) shall, after paying or making provision for the payment of all the liabilities of the (*association or name*), dispose of all the assets of the (*association or name*) in such manner, or to such organization or organizations which shall qualify as an exempt organization or organizations under the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law (hereinafter referred to as the "Code").

(*The group should consider inserting one of the following additional sentences:*) Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction upon suitable proceedings brought for the purpose exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for tax exempt purposes. --or-- Any such assets not so disposed shall be donated to a USAF NAF or to the USAF as determined by the (board) (officers) in accordance with AFI 34-201 or AFI 51-601.

(Note: The SJA advises that the IRS has been reluctant to extend tax-exempt status unless the dissolution clause clearly limits distribution of residual assets to another tax-exempt organization).

ARTICLE IX

AMENDMENTS

Amendments to this constitution may be submitted by any member in good standing by (*describe how to submit amendments*). At the earliest possible date, the proposed amendment will be presented to the general membership meeting. To be adopted, the amendment must obtain a majority vote of the members present and approval of the 2 FSS prior to adoption. (**Mandatory**)

ARTICLE X

INSURANCE

The (Name of PO) will maintain the type and amount of insurance determined to be necessary by the Installation Commander, Barksdale Air Force Base, Louisiana.

This constitution is submitted for approval by Barksdale Air Force Base:

(President)

(Date)

RECOMMEND APPROVAL/DISAPPROVAL

Chief, Resource Management Flight
2nd Force Support Squadron

(Date)

BY-LAWS
(Name of Private Organization)

ARTICLE 1
DUTIES OF OFFICERS

Section 1: It shall be the duty of all officers to ensure the Organization and its members comply with AFI 34-223, and all other directives affecting the operation of the Organization. The Executive Board is composed of all the appointed and elected officers of the Organization, and *(must be identical to Article IV of the Constitution)*.

Section 2: The President shall preside at all meetings of the membership and the Executive Board as necessary, appoint the members of each special committee established by the Board, and perform such general functions as may be necessary.

Section 3: The Vice President shall assist the President, serve as an advisor for the various committee chairpersons, and assume the duties of the President in his absence.

Section 4: Secretary and Treasurer *(Note: The Secretary and Treasurer cannot be the same person. Their duties may be the same or separate. If so, list the duties of each.)*

- a. The Secretary *(or)* Treasurer *(or both)* shall record the minutes of all membership and Executive Board meetings, prepare required correspondence, notify all members of General Membership and Special Meetings as required, and have custody of all Organization records. The Secretary *(or)* Treasurer *(or both)* shall submit the Private Organization's Constitution and By-laws to 2 FSS for annual review, during the month of January or as changes occur.
- b. The Secretary *(or)* Treasurer *(or both)* shall be responsible for sending all gifts and cards. Secretary *(or)* Treasurer *(or both)* will be authorized to charge flowers and other suitable gifts to the account of the Organization,
- c. A checking account will be established for the Organization. All checks drawn on the Organization's account will be signed by a combination of any two of the presiding officers.
- d. Except for petty cash expenditures up to \$_____, all funds will be dispersed by check.
- e. Each section and the Command Section Representative will be responsible for notifying the Secretary *(or)* Treasurer *(or both)* of any hospitalization, birth, or death that affects any member of their squadron or section.

- f. The Treasurer is required to prepare and use budgets as a financial management tool. The budgets should be presented to the officers and governing board for review. (*Mandatory*)
- g. The Secretary (*or*) Treasurer (*or both*) is required to present a financial report and minutes of meetings of the organization to 2 FSS at least annually as of 31 January, and to the Executive Board upon request.

**ARTICLE 2
ELECTIONS AND VOTING**

Section 1: The officers shall be elected at a General Meeting or a Special Meeting called for that purpose, by an affirmative vote of a majority of the membership.

Section 2: Nominations for the Organization’s first slate of officers will be made from the floor at the first General Membership Meeting. For future elections, nominations for officers shall be made by a Nomination Committee of three (3) active members appointed by the Board. Additional nominations may be made from the floor at the election. The notice of meeting will be posted at least 15 calendar days prior to the election, and will provide the time, date and place of the election.

**ARTICLE 3
DUES OR FEES**

No member will be assessed a membership fee at any time. Contributions to the organization, however, will be permitted and accepted. (*or*) Membership dues will be \$_____ per _____ (*year/month/quarter*) payable to the Secretary (*or*) Treasurer (*or both*) by _____ day of _____. (*Membership dues are Optional at the discretion of the PO. If no dues/fees will be charged, include just the first two sentences*).

**ARTICLE 4
STANDING COMMITTEES**

Section 1: These shall be no Standing committees; or list names/ types of standing committee(s).

Section 2: All committees shall consist of a chairperson and not less than two (2) members.

Section 3: There shall be special committees as determined by the Executive Board.

**ARTICLE 5
FINANCES AND TAXES**

Section 1: The Treasurer will maintain detailed records of all the organization's income and expenses. Per AFI 34-223, the Treasurer will prepare and send a financial statement to 2 FSS annually as of 31 January.

Section 2: In addition the Treasurer will prepare a monthly financial statement and submit it to the Executive Board for review. The Executive Board will appoint an outside party to review the Organization's financial records upon change of Treasurer.

**ARTICLE 6
INSURANCE COVERAGE**

The _____ agrees to hold harmless and indemnify the United States, Department of Defense and any of its agents or sub-units for claims arising from any of the organization's activities. (*Mandatory*)

The Organization conducts only low risk activities, (fund-raisers, and parties) and will request an insurance waiver from the Installation Commander, Barksdale Air Force Base, Louisiana. Insurance will be purchased for any one-time high-risk event/activity. (*Mandatory*)

**ARTICLE 7
AWARDS/GIFTS**

Section 1: The Organization will send a card or suitable gift to any member or member's dependent of family member who is in the hospital.

Section 2: In the event of death of a member, member's spouse or children, the Organization will provide flowers for the funeral.

Section 3: Additional expenditures of \$_____ or less may be approved by any two members of the Executive Board. Expenditures in excess of \$_____, but less than \$_____ must be approved by a majority vote of the entire Executive Board. All expenditures in excess of \$_____ must be approved by a majority vote of the general membership, either at a general or special membership meeting.

Section 4: The Organization will comply with Air Force regulations governing giving and receiving gifts (*Mandatory*)

CERTIFICATION OF BY-LAWS

I certify these By-laws were approved by a majority vote of the membership at our General Membership Meeting held on (Date) .

(Typed name and signature of PO President)