***NOTE: Text in RED needs to be overwritten in black or deleted before submission for approval. This document is a sample. Articles IV through VII may be modified to suit the needs of the organization.***

**CONSTITUTION and BY-LAWS**

Insert Name of PO

Date:

***ARTICLE I***

# Name and Purpose

SECTION 1 - NAME: The name of this organization shall be the *(insert PO name)*, hereinafter “Organization”.

SECTION 2 - PURPOSE: The purpose of this Organizationis to: (*insert statement of purpose*).

***ARTICLE II***

***General Provisions***

SECTION 1 - AUTHORITY: The *(insert PO name)* is a private organization operating on Laughlin AFB under the authority of AFI 34-223. It is a self-sustaining interest group operated by people outside the scope of any official position they may hold with the Federal government. The **Organization**operates only contingent upon compliance with the requirement and condition of applicable Air Force directives.

SECTION 2 - OBJECTIVES: In order to maintain constancy of purpose, the **Organization**will establish goals and objectives designed to fulfill the purpose. The broad goals and specific objectives are dynamic and may be reviewed, revised and republished annually by the **Organization** Executive Committee. The goals and objectives will be presented to the entire membership during the first meeting of January for voting approval.

SECTION 3 - LIABILITIES: The liabilities of the **Organization**are as follows:

 a. OBLIGATION: Obligations will be for the sole use and benefit of the **Organization**. No individual may obligate the **Organization** without approval from the executive committee. If an obligation is made without prior approval, the member may be held liable.

 b. INSOLVENCY: Members of the **Organization**may become financially liable for the obligations or debts of the **Organization**if its assets fail to meet such obligations and debts. Said membership is also liable under the laws of Texas for organizational debts in the event the organization’s assets are insufficient to discharge liabilities. Each member will be made aware that they are jointly and severally liable for the obligations of the Organization and such understanding will be documented in writing.

SECTION 4 - EMPLOYMENT: The organization will not discriminate on the basis of age, race, religion, color, national origin, disability, ethnic group, or gender when making employment decisions.

SECTION 5 - FEDERAL, STATE, AND LOCAL LAWS: The **Organization** will comply with all federal, state, and local laws governing similar private-sector civilian activities.

***ARTICLE III***

***Membership***

SECTION 1 - QUALIFICATIONS: Membership in the **Organization**is voluntary and unrestricted with respect to age, race, religion, color, national origin, disability, ethnic group, or gender. ***(Note: should state what the requirements of membership are (as alluded to in Article III, Section 4) For example, 47th Communication Squadron members and their dependents).***

SECTION 2 - TYPES OF MEMBERSHIP: The **Organization**will have only one type of membership: full membership with all privileges, obligations, and voting rights.

SECTION 3 - FEES AND DUES:

SECTION 4 - APPLICATION FOR MEMBERSHIP: Membership is open for all individuals who meet the requirements outlined in Article III, Section 1.

***ARTICLE IV***

***Officers and Governing Body***

SECTION 1 - DESCRIPTION: The **Organization**will be governed by an executive committee consisting of four elected officers: President, Vice-President, Treasurer, and Secretary. Officers will ensure the **Organization**complies with all requirements of this Constitution.

 a. PRESIDENT:

 (1) Responsible for enforcement of the Constitution, and all other rules, regulations, and conventions of the **Organization**.

 (2) Presides over all meetings of the **Organization**.

 (3) Appoints and terminates special working committees as necessary.

 (4) Countersigns all **Organization** minutes.

 (5) Represents the **Organization** at all functions requiring an organizational representative.

 (6) May sign checks in absence of treasurer if designated on the account.

 (7) Acts as Treasurer in his or her absence.

 (8) Appoints a Secretary in the case of his or her absence.

 (9) Responsible for the disposition of any assets or discharge of any liabilities remaining in the event the **Organization**is dissolved.

 b. VICE-PRESIDENT:

 (1) Performs duties of the President in the absence of the President.

 (2) Assumes the duties of the President in the event of resignation or removal of the President.

 (3) Monitors progress of all committees.

 (4) Monitors membership continuity.

 (5) Performs duties as Parliamentarian.

 (6) May sign checks in absence of treasurer if designated on the account.

 c. TREASURER:

 (1) Receives and disburses funds belonging to the **Organization**as directed by the voting membership and / or the executive committee.

 (2) Collects funds as required.

 (3) Maintains financial records of the **Organization.**

 (4) Presents a financial summary at each membership meeting.

 (5) Maintains checking account of the **Organization.**

 (6) Ensure procedures are in place to maintain a two-person accountability system for all cash transactions

 (7) Signs checks.

 (8) Acts as Vice-President in his or her absence.

 (9) Whenever the Treasurer leaves office, the account will be audited by a disinterested party prior to the new Treasurer taking office.

 d. SECRETARY:

 (1) Records proceedings of general membership meetings, executive committee meetings, and special meetings called by the President.

 (2) Maintains **Organization**membership lists with records of attendance and participation.

 (3) Makes available to the membership copies of Constitution, by-laws, and minutes of all meetings.

 (4) Distributes meeting minutes to all applicable members.

 (5) Provide meeting minutes to the 47th Force Support Squadron P.O. Coordinator.

 (6) May sign checks in absence of treasurer if designated on the account.

 (7) Required to keep records documenting the members’ understanding of joint and several liability.

 (8) Receives information from group regarding possible fundraising activities.

 (9) Identifies and investigates details and mechanics of fundraising opportunities.

SECTION 2 – ELECTIONS:

 a. NOMINATIONS: Nominations will be made at open membership meetings*.* Nominees must give consent, in person or in writing, of willingness to serve if elected before elections may be held.

 b. PROCEDURES: All officers will be elected by a majority vote, using secretballots, of all members present at the election meeting.

 c. ABSENTEE BALLOTS: Absentee ballots will be allowed for members who are TDY, or on leave. Absentee ballots must be received by the executive committee or designated individual before the general election.

 d. TERM OF SERVICE: Elections will be held at the September membership meeting and the new officers will serve for one year beginning 1 October.

 e. SPECIAL ELECTIONS: Except for the Presidential vacancy, special elections will be held at the next possible meeting to fill the officer positions. In the event of a Presidential vacancy, the Vice-President will automatically assume the position and hold Vice-Presidential elections.

 f. VACANCY APPOINTMENTS: The president may appoint a member to fill an interim officer vacancy to ensure continuity until elections are held.

 g. NEW OFFICERS: New officers will consult the 47th Force Support Squadron for guidance and training on local base requirements, procedures, and information that supplements AFI 34-223, if needed.

SECTION 3 - TERMINATION OF OFFICERS:

 a. REMOVAL FOR CAUSE: Officers may be removed from office for improperly discharging duties and responsibilities or for actions that discredit the **Organization**. A two-thirds vote of the current membership shall be required to remove anofficer*.* Officers being considered for removal will be allowed the opportunity to address the membership.

 b. RESIGNATION: Officers may resign by submitting their resignation in writing to the executive committee. Resignations will be effective 45 days later**.**

 c. PCS/PCA: Officer terms are automatically terminated 45 days prior to PCS or PCA.

 d. TDY: Members who hold an official capacity and will be TDY longer than 90 days may be required to resign from that office or position. These occurrences will be presented on a case-by-case basis to the membership for determination.

***ARTICLE V***

***Meetings***

SECTION 1 - TYPES OF MEETINGS:

 a. GENERAL MEMBERSHIP MEETINGS: General meetings are held monthly and are the forum for conducting normal **Organization** business.

 b. SPECIAL MEETINGS: Called by the President, these meetings are used to fill officer vacancies or conduct immediate business that must be resolved before the next scheduled general membership meeting.

SECTION 2 - QUORUM REQUIREMENTS: Fifty-one percent of the general membership and at least two executive committee officers will constitute a quorum.

SECTION 3 - TIME AND PLACE OF MEETINGS: Notification of meetings will be made through meeting minutes or as otherwise deemed appropriate by the executive committee.

SECTION 4 - PARLIAMENTARY PROCEDURES: General membership meetings will include the following:

 a. RECURRING BUSINESS:

 (1) Review and approval of previous minutes

 (2) Treasurer’s Financial Report

 (3) New/Departing Members

 (4) Ways and Means Committee

 b. OLD BUSINESS

 c. ITEMS FROM MEMBERS

 d. NEW BUSINESS

 e. EXECUTIVE MEETING UPDATES

 f. ADJOURNMENT/NEXT MEETING

 (1) Meetings will be adjourned by a motion from the floor and agreement by majority vote of members present.

SECTION 5 - MEETING MINUTES: The Recorder or secretary (or designated replacement) will record the contents of each meeting. The minutes, including financial statements, will be distributed to all **Organization**members and 47th Force Support Squadron P.O. coordinator within two weeks.

***ARTICLE VI***

***Voting***

SECTION 1 - GENERAL:

 a. VOTING ENTITLEMENTS: All members have full voting rights**.** The President will not vote except in a tie or during an election of **Organization**officers.

 b. PASSAGE REQUIREMENT: A simple majority of eligible members present is required for passage once a quorum has been established.

 c. TIE VOTES: In the event of a tie, the President or designated alternate will cast the tie-breaking vote.

SECTION 2 - SPECIAL VOTING PROCEDURES: Approval of the charter, by-laws, Constitution, or any revision thereof will require a two-thirds majority vote of all members. Removal of an officer for cause shall require a two-thirds majority of all members.

***ARTICLE VII***

***Committees***

SECTION 1 - STANDING COMMITTEES:

 a. EXECUTIVE COMMITTEE: This committee is charged with ensuring compliance with the bylaws of the Constitution. The four officers of the **Organization**, with the President acting as Chairperson, will compose the body of this committee. Minimum duties of this committee include:

 (1) Review of all proposed constitutional changes.

 (2) Annual review of charter and bylaws before submitting them to 47 FSS for review.

 (3) May disburse up to one hundred dollars between general membership meetings with the concurrence of the majority of the executive committee members.

 (4) Charged with supervising the annual election of new officers, will accept nominations from the floor during the August meeting and will prepare ballots for the September election.

 (5) During the September meeting, the Committee will introduce the nominees to the membership. Nominees will be given the opportunity to speak**.** Afterwards, the committee will conduct the elections.

 b. WAYS AND MEANS COMMITTEE: This committee is charged with organizing and conducting fundraising activities. The Chairperson of this committee will be elected by the membership during the annual elections and the President willappoint additional members, of an appropriate number**,** to support specific fundraising events.

SECTION 2 - SPECIAL COMMITTEES: Special committees will be appointed to plan, organize, and execute specific projects. The President will appoint the Chairperson of the committee and the remaining committee members must be volunteers.

***ARTICLE VIII***

***Fundraising Activities***

Fundraising projects will be voted on and administered by the membership of the **Organization**. These events will be coordinated through the appropriate base agency and will obtain approval by the installation commander or designated representative prior to engaging in any fundraising activities. The organization will not engage in any activities that compete with those of any appropriated fund services activity, Army and Air Force Exchange services, or NAFI programs on Laughlin AFB or are prohibited by AFI 34-223. The Organization understands that, with limited exceptions, it may only engage in three on installation fundraising activities per quarter.

***ARTICLE IX***

***Accounting***

SECTION 1 - RESPONSIBILITY:

 a. (insert PO name): The **Organization**shall be responsible for asset accountability, liability satisfaction, and responsible financial management.

 b. APPROPRIATED FUNDS/NAFI: Neither appropriated funds activities nor NAFIs may assert any claim to the assets or assume any obligations of private organizations.

 c. TREASURER: The Treasurer shall be responsible for the deposit of funds into a checking account with a designated banking facility on Laughlin AFB. (tweak this sentence if your PO has an account with any other bank than Border FCU).

SECTION 2 - FINANCIAL STATEMENTS: The Treasurer will maintain a monthly financial statement and present the status of all financial transactions and current balance, at each regular meeting of the **Organization** and submit any required financial statements to the 47th Force Support Squadron PO Coordinator IAW AFI 34-223, para. 10.7.3 on a fiscal-quarterly basis.

SECTION 3 - AUDIT REQUIREMENTS: At a minimum, the organization bank account will be audited prior to the installation of a new Treasurer or when membership deems necessary. The audit will be performed by a disinterested party of two individuals with no ties to the Organization officers. If gross annual revenue is over $5,000 but less than $100,000, an independent audit is not required, but the Organization must provide an annual financial statement IAW AFI 34-223, para. 10.7.3. If gross annual revenue is $100,000 or more but less than $250,000, an annual financial review by an account (a Certified Public Accountant (CPA) is not required) will be conducted. If gross annual revenue is $250,000 or more, an annual audit by a CPA is required.

SECTION 4 - SELF-SUSTAINMENT: The organization must be self-sustaining.

SECTION 5 - CHECKS: All checks for **Organization** expenditures will be signed by the Treasurer or other officer if designated at the banking facility.

***ARTICLE X***

***Revision and Approval of Charter***

Suggested revisions to the charter may be submitted as new business at any scheduled **Organization** meeting. Upon approval by a two-thirds majority of members, the charter will be amended to reflect the change. The charter will then be effective upon signature of the President of the **Organization**. The charter will be forwarded to the 47th Force Support Squadron for review and staffing through 47 FTW/JA, with final approval by the installation commander or appropriately delegated approval authority.

***ARTICLE XI***

***Dissolution***

In case of dissolution of the **Organization**, written notice will be given to the 47th Force Support Squadron Commander and dissolution will be carried out only with the final approval of the installation commander or designated representative. In addition, all remaining funds and property, real and personal, in excess of liabilities shall be disposed of by recommendation of the Executive Committee, in accordance with the Internal Revenue Code and all applicable Air Force Instructions.

***ARTICLE XII***

***Insurance Coverage***

The Organization will carry liability insurance unless waived by the Installation Commander. A waiver of insurance will be requested from the Installation Commander or designee due to the negligible risk of liability of the Organization. All members of the Organization understand that the Installation Commander or designee may still require insurance for special activities involving members of the general public, or other participants, that involve a greater risk or injury or damage. Insurance waivers must be reevaluated annually. Each member understands that the absence of liability insurance places their personal assets immediately at risk in the event the Organization is held liable, and each member will be jointly and severally liable for any obligations of the Organization.

***ARTICLE XIII***

***Annual Review***

SECTION 1 - REVIEW IN ACCORDANCE WITH AFI 34-223: Each organization is required to undergo an annual review by the 47th Force Support Squadron PO coordinator to determine if any modifications to its constitution, bylaws, charter, articles, or other organizational documents, membership provisions and purpose, have occurred. The primary purpose of this review however will be to ascertain that the Organization’s financial activity levels and accounting records are maintained pursuant to AFI 34-223. The date of this review will be one year from the date of establishment, or one year from the date of last review.

SECTION 2 – 47th Force Support Squadron NOTIFICATION: In accordance with AFI 34-223, we must provide the 47th Force Support Squadron P.O. coordinator with:

 a. Copy of the Constitution and Bylaws.

 b. Copy of Insurance/Waiver of Insurance.

 c. List of Current Officers (including office symbols and phone numbers).

 d. Copies of meeting minutes (quarterly)

 e. Copies of financial statements (quarterly)

 f. Copies of tax exempt status documents.

Failure to comply with AFI 34-223 will result in recommendation for dissolution.

This charter was approved by a voting majority of the **Organization** and became effective *(date)*.

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PRESIDENT, (print name and sign) Date VICE PRESIDENT, (print name and sign) Date

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TREASURE, (print name and sign) Date SECRETARY, (print name and sign) Date