



# PSC CONSTITUTION TABLE OF CONTENTS

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**PATRIOT SPOUSES' CLUB (PSC)  
FORT SILL, OKLAHOMA, INC.  
Constitution  
January 2017**



(Not affiliated with the Department of Defense)

**ARTICLE I – Organization Name and Purpose**

**Section A.** The name of this Private Organization (PO) will be the Patriot Spouses' Club of Fort Sill, Oklahoma, Inc., hereinafter referred to as the PSC.

**Section B.** The PSC is a volunteer driven, private non-profit organization, which provides philanthropic and educational advancement opportunities to the members of our community through fundraising and social programs while making charitable contributions to our US military and local organizations.

## **ARTICLE II - General Provisions**

**Section A.** The PSC is a 501 (c) (4) type private incorporated organization. The PSC is exempt from Federal income tax. Donors may not deduct contributions made to the organization. The PSC operates and exists on this military installation only with the consent of the garrison commander, hereinafter referred to as the Approving Authority. This consent is contingent upon compliance with the requirements and conditions of all Army regulations, specifically DOD Instruction 1000.15 and AR 210-22 (Private Organizations Operating on Department of the Army Installations). The PSC must declare current federal tax determination.

**Section B.** The membership or the Approving Authority may discontinue the organization. The Approving Authority may withdraw permission to operate on the Army installation at any time. Notification by either party will be in writing. It should be clearly understood that the Approving Authority has the absolute discretion to determine whether the PSC's continued operation is compatible with the Army's interest. Refer to Article XIV Dissolution, Section A.

**Section C.** This organization is not an instrumentality of the United States Government, will be self-sustaining, and may not receive financial assistance from the Department of the Army (DA) or any Non-Appropriated Funds (NAF) Activity. This organization will not duplicate or compete with a NAF or Appropriated Funds (AF) activity. Neither the Government nor Fort Sill will assume any liability for this organization's debts or actions.

**Section D.** In accordance with Oklahoma law, due to PSC's incorporated status, PSC members will not be personally liable for payment of PSC debts, except as they may be liable by reason of their own conduct or acts.

**Section E.** The PSC agrees to reimburse the Army for utility expenses, unless the Army deems the use incidental.

**Section F.** This organization does not discriminate in membership on the basis of

race, color, religion, national origin, sex, or mental or physical disability.

**Section G.** This organization will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the government. This organization will not seek to deprive individuals of their civil rights.

**Section H.** All PSC members, upon joining the organization or renewing membership with the organization, are advised to read the Constitution and By-Laws.

### **ARTICLE III - Governing Bodies**

**Section A.** Each Committee member shall have one vote with the exception of the Honorary President, Appointed Advisor(s), and Parliamentarian, who will be non-voting members. Additionally, the President will vote only in the case of a tie.

1. The Governing Body of the PSC shall be the Governing Board, which consists of Executive Committee and Standing Committee Chairs.
  - A. The Executive Committee composed of:
  - B. The Elected Officers:
    1. President
    2. 1st Vice President
    3. 2nd Vice President
    4. Recording Secretary
    5. Corresponding Secretary
    6. Treasurer
  - C. The Appointed Officer, Parliamentarian
  - D. The Honorary President
  - E. The Appointed Advisor(s)
2. Standing Committee Chairs, as listed in the By-Laws, shall have one vote.

**Section B.** The Honorary President and Appointed Advisor(s) shall consist of the following:

1. The spouse of the Commanding General, U.S. Army Fires Center of Excellence and Fort Sill, or designee, shall be invited to serve as the Honorary President.
2. The Honorary President shall appoint additional Advisors as deemed necessary.

**Section C.** No member of the Governing Board (as defined in Article. III, Section A) shall be paid for services rendered to the PSC.

**Section D.** Executive Committee and/or Standing Committee Chairs can be terminated from their position by written request from the Executive Committee or by written resignation.

#### **ARTICLE IV – Responsibilities of the Governing Board**

**Section A.** The Governing board will ensure that the PSC operates in compliance with the Constitution and By-Laws, and the provisions of all regulations listed in Article II, Section A.

**Section B.** The duty descriptions of the Governing Board, Honorary President, Standing Committee Chairs, and Special Committee Chairs are contained in the By-Laws. Committee Chairpersons will appoint their own Committee Members as needed, if not designated in the By-Laws. Names of committee members on the Nominating, Welfare, and Scholarship committees will be listed in committee chairperson’s binder but will not be published in PSC Governing Board Minutes and the conduct of these committees is confidential.

**Section C.** The preceding month’s minutes and financial statements for PSC will be reviewed and approved by the Board. The Recording Secretary will submit the approved monthly minutes and financial statement to the Approving Authority or other designated authority.

**Section D.** The Governing Board shall have supervision of and direction over all activities, operations, budgeted funds and disbursements not to exceed \$1500 (refer to Article VI, Section B) of the PSC. The only exception is that the President, without Governing Board approval, may authorize expenditure not more than \$100 per year or less annually. Which will be disclosed at the next Governing Board meeting.

**Section E.** The PSC shall, by action of the Executive Committee, indemnify any member who incurs a personal liability to a third party as a result of acting in good faith on behalf of the PSC as an Officer, Chair, or otherwise, provided the actions were previously approved, and the Member acted within the scope of that approval. Only the President or Treasurer may sign contracts entered into on behalf of the PSC, with the exception of monthly contracts regarding the general membership functions.

**Section F.** At the beginning of its term, the Executive Committee will review the proposed Budget of income and expenses, ensuring that the disbursement of PSC funds will accomplish the purpose of the organization. Any expenditure exceeding the approved budget is subject to Executive Board approval. The Executive Board will not incur any financial obligations, which extend beyond its term of office, without providing adequate funding over and above sufficient operating funds.

**Section G.** Executive Committee will serve a term of one (1) year (1 June to 31 May). Incoming Executive Committee is authorized to assume whatever duties are necessary to further the PSC's programs for the coming year immediately upon the completion of the election. Incoming Executive board will attend the last meeting of the outgoing Executive Board.

**Section H.** Should a vacancy in an elected board position occur, it will be filled by a recommendation selected by the President, approved by the Governing Board. This recommendation will be approved by a 2/3 vote of the PSC Governing Board.

**Section I.** Governing Board members will pay membership dues at the first PSC board meeting they attend.

**Section J.** Members of the Board shall notify the President of their inability to serve, by Letter of resignation, at least one month prior to their departure from the Board and submit an After-Action Report.

**Section K.** Any member of the Governing Board causing hardship, conflict, or failure to attend two (2) consecutive board meetings may be asked to resign by the President; consequently any member of the General Board can be terminated for cause by written request from the President after having received approval for the Executive Board.

## **ARTICLE V – Membership**

**Section A.** Membership in the PSC shall be comprised of the following:

1. **Active Members:** Active Membership is open to all spouses of all US Military ID card holders, all US sponsored foreign liaison personnel, and all Civilian ID card holders. Active members are entitled to vote, hold office (elected and appointed), and participate in all PSC activities. Active duty and

civilian employee members' club activities must be in conformance with the Joint Ethics Regulation.

2. Widows and widowers of Reserve or active duty service members. Gold Star Spouses do not pay dues.
3. Honorary Members— honorary membership may be extended at the pleasure of the Governing Board. The number of Honorary Members shall not exceed five percent (5%) of the total membership. Honorary Members shall have no vote or hold office and shall not be required to pay dues. This membership does not refer to Honorary President(s) or Honorary Advisor(s).
4. Provisional Annual Membership—Provisional Annual Membership shall be extended to those persons not in any of the above categories with the selection by the Governing Board. Provisional Annual Members shall have club privileges, except holding an elected office. Provisional Annual Members shall be assessed dues.
5. Employees of American Red Cross and Armed Services YMCA and their spouses may become Provisional Members.

**Section B.** Membership in the PSC may be terminated for the following reasons:

1. Permanent departure from the area.
2. Nonpayment of dues or bills incurred with the PSC.
3. Written resignation.
4. Change of status affecting membership eligibility.
5. Just cause, upon consideration, and with a majority vote of the Governing Board.

**Section C.** Guests of members are welcome. Anyone eligible for membership may attend one luncheon as a guest of a PSC member.

## **ARTICLE VI – Method of Financing**

**Section A.**

1. The budget of the PSC will be presented to the Governing Board for review and approval no later than the September Governing Board meeting. The budget is then presented to the General Membership no later than the second meeting of the board year for final approval by the General Membership.
2. The records and accounts of the Treasury will be analyzed upon completion, but no later than 31 July of the outgoing Board year. In conjunction with the preparation of annual taxes, all financial records must be analyzed by a board certified accountant.
3. The PSC will have three (3) accounts:



- a. The General Operating Fund, which is derived from dues and monies raised within the membership.
- b. The Welfare Fund which will be derived from the net proceeds of all revenue-producing activities not limited to PSC members and their families. These funds will be transferred into the Welfare Fund with the exception of up to twenty percent (20%), which may remain into the General Operating Fund provided such a disbursement was advertised prior to the fundraiser.
- c. The Gift wrapping fund is a tracking fund for one time dispersal.

**Section B: Special Funding**

1. Any single project requiring over one thousand five hundred dollars (\$1,500.00) special funding, not covered in the Annual Budget, must be approved by the General Membership.
2. Any expenditure exceeding the approved Annual Budget is subject to Governing Board approval.

**Section C.** The President is authorized to spend up to one hundred dollars (\$100.00) per board year for PSC related expenditures without the approval of the Governing Board.

**Section D.** If the General Operating Fund becomes insufficient to meet the operating requirements, the PSC Governing Board may approve a transfer of Welfare Funds to the General Operating Fund once per board year. This transfer of funds will not exceed ten percent (10%) of the Welfare money currently on hand, and will not be included in the proposed Annual Budget.

**Section E.** Sources of revenue include, but are not limited to, dues and revenue producing activities approved annually by the Governing Board.

**Section F.** Expenditures include, but are not limited to, operating expenses, approved budgeted expenses, scholarships and approved welfare requests.

**Section G.** Budgeted overhead for any fundraiser shall not exceed twenty percent (20%) of its anticipated proceeds.

## **ARTICLE VII – Activities**

**Section A.** PSC will sponsor and/or support activities for Members which may include but are not limited to: General Membership meetings; monthly programs; special activities; and fundraising activities.

**Section B.** All external fundraising activities must have the written approval of The Approving Authority.

## **ARTICLE VIII – Welfare Donations**

**Section A.** The Welfare Committee will meet annually and submit all welfare distributions (including a lump sum distribution to Scholarship Committee) to the Governing Board no later than the May Board meeting.

**Section B.** The Governing Board shall give final approval of all welfare requests at the May Board meeting.

**Section C.** Welfare requests will be granted as funds allow in accordance with committee procedures.

## **ARTICLE IX – Scholarship**

**Section A.** The Continuing Education Scholarship has been designated as “The Michelle McWhorter Scholarship.” This scholarship will be awarded to a current PSC club member.

**Section B.** The Scholarship Committee will award additional scholarships as funds allow and in accordance with committee procedures.

## **ARTICLE X – Meetings and Quorums**

**Section A.** The PSC may hold the following Meetings:

1. Executive Committee meetings as called by the President or the Honorary President or Advisor.
2. Governing Board meetings on a monthly basis, or as called by the President or the Honorary President or Advisor.
3. General Membership meetings on a monthly basis, August or September thru May or as called by the President or the Honorary President or Advisor.
4. Special meetings may be held upon the call of the President or on request of five or more Governing Board Members. All Board members shall be notified of any such meetings.

**Section B.** A quorum must be present to vote at meetings of the PSC.

1. General Membership meeting: A quorum shall consist of those members present and voting.
2. Governing Board meeting: A quorum shall be established when at least one half (1/2) of voting members are present. A simple majority of voting members constitutes a valid vote. Written Proxy votes may be accepted, but do not count toward the quorum. In the event an immediate decision is needed electronically or by phone at least 2/3 of the voting members must be polled prior to achieving quorum.
3. Executive Committee meeting: A quorum shall be established when three (3) voting members are present. A simple majority of voting members constitutes a valid vote.

### **ARTICLE XI - Elections and Voting**

**Section A.** Elections shall be held annually at a General Membership meeting. Term of office shall be one year (1 June – 31 May).

1. A quorum shall be defined as all members present and voting at a General Membership meeting. All nominees require a simple majority vote to be elected. There shall be no absentee or proxy vote.
2. In the event of a vacancy of an elected office, except in the office of the President, the office shall be filled by appointment made by the President and approved by the Governing Board. If the presidency is vacated at any time, this position shall be filled by the 1st Vice President. In the event the 1st Vice President is unable, declines, or is unavailable to serve, the position will be filled by a nominee selected by the Executive Committee, approved by the Governing Board and elected by the General Membership.

**Section B.** The President has the authority to conduct a vote, by phone or electronically, of the voting members of the Board in the event an immediate decision is required. At least two-thirds (2/3) of the voting members must be polled prior to achieving a quorum.

### **ARTICLE XII – Amendments**

**Section A.** Constitutional Amendments

1. Proposed Amendments to the Constitution shall be submitted in writing to the Governing Board for approval.

2. If the Governing Board does not approve the proposed Amendment, upon the petition of at least twenty five percent (25%) of the membership, it must be submitted to a General Membership meeting of the PSC for approval or rejection.
3. Upon approval by the Governing Board or successful petition, the articles of the Constitution shall be amended by a two-thirds (2/3) majority of members at a General Membership meeting providing at proposed changes be announced to the Membership at a previous General Membership meeting or by club-sponsored printed media or the PSC website.
4. Amendments to the Constitution shall be submitted to the Approving Authority.

**Section B.** By-Laws may be adopted, amended or repealed by a simple majority of members at a Governing Board meeting providing that a quorum is present. Amendments to By-Laws shall then be submitted to the Approving Authority. Approved revisions of By-Laws must be made known to the membership.

**Section C.** Amendments to the Constitution and By-Laws shall not conflict with Army regulations and/or Fort Sill policy letters and/or directives.

**Section D.** The Constitution will be reviewed every two years or upon request of the President, the Parliamentarian, or at the direction of the Approving Authority. A special committee, chaired by the Parliamentarian, will review the Constitution and the accompanying By-Laws. The committee's report will first be presented to the Governing Board, followed by presentation to the General Membership and the Approving Authority.

### **ARTICLE XIII – Adoption**

**Section A.** This Constitution and By-Laws will become effective upon its approval by the General Membership and subject to final approval by the Approving Authority or the designated representative.

**Section B.** This Constitution and By-Laws supersedes all previous Constitutions and By- Laws and amendments.

**ARTICLE XIV - Dissolution**

**Section A.** The PSC may be dissolved at any time by a simple majority vote of the General Membership on advice of the President and/or the Honorary President or Advisor, or when required by order of the Approving Authority.

**Section B.** Upon determination that the PSC is to be dissolved, the following actions will be taken:

1. Publicize notice of closing.
2. Liquidate all PSC assets.
3. Settle all outstanding acknowledged obligations.
4. Distribute and dispose of remaining assets as determined by the membership and approved by the Approving Authority or his designated representative.
5. Arrange for terminal financial records review.

Approved by a majority vote on March 29, 2017

Signed \_\_\_\_\_ Signed Copy on File \_\_\_\_\_ Date \_\_\_\_\_  
Miche Laughlin  
PSC President

Signed \_\_\_\_\_ Signed Copy on File \_\_\_\_\_ Date \_\_\_\_\_  
Laura Trentham  
PSC Parliamentarian