

CONSTITUTION and BY-LAWS
Laughlin XL Spouses' Club
July 12, 2023

ARTICLE I
Name and Purpose

SECTION 1 - NAME: The name of this organization shall be the Laughlin XL Spouses' Club, hereinafter "LXLSC".

SECTION 2 - PURPOSE: The purpose of LXLSC is to:

- a. OPERATING: The social part of this organization is a private, nonprofit organization that is organized in compliance with Section 501(c)(7) of the Internal Revenue Service (IRS) and operates to promote social, recreation, and/or other similar nonprofit activities for its members.
- b. CHARITABLE: The charitable part of this organization is a private, nonprofit organization that is organized in compliance with Section 501(c)(3) of the IRS and is organized exclusively in the furtherance of charitable and/or educational purposes.

ARTICLE II
General Provisions

SECTION 1 - AUTHORITY: The LXLSC 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 LXLSC operates only contingent upon compliance with the requirement and condition of applicable Air Force directives.

SECTION 2 - OBJECTIVES: The LXLSC seeks to organize and sponsor educational, charitable, cultural, and social activities for its members, as well as support various charitable endeavors throughout the Laughlin, Air Force, and Del Rio communities. Broad goals and specific objectives are dynamic and may be reviewed, revised, and republished annually by the LXLSC Board.

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

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

b. **INSOLVENCY:** Members of the LXLSC may become financially liable for the obligations or debts of the LXLSC if its assets fail to meet such obligations and debts. Said membership is also liable under the laws of Texas for LXLSC debts in the event the LXLSC'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 LXLSC and such understanding will be documented in writing.

SECTION 4 - EMPLOYMENT: The LXLSC 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 LXLSC will comply with all federal, state, and local laws governing similar private-sector civilian activities.

ARTICLE III ***Membership***

SECTION 1 – QUALIFICATIONS: Membership in the LXLSC is voluntary and unrestricted with respect to age, race, religion, color, national origin, disability, ethnic group, or gender. LXLSC will not knowingly sponsor, support, or interact with any organization that engages in such practices. For the purpose of membership, LXLSC defines a “spouse” as:

1. A married individual.
2. An individual with a valid Department of Defense or Office of Personnel Management Declaration of Domestic Partnership.
3. A fiancée/fiancé of an active duty member or civilian equivalent with an annually renewed, emailed letter of sponsorship from their Active duty or civilian equivalent member from their official DoD email account. Any change in relationship status will void membership eligibility.

All categories of membership pertain to individuals whose sponsor is assigned to Laughlin Air Force Base or who is living in the local area due to deployment or Short Tour. Membership in the LXLSC does not carry the privileges afforded members of the Club XL.

SECTION 2 - TYPES OF MEMBERSHIP: Active members are defined as individuals who meet eligibility requirements and are current on dues. Privileges are defined below.

A. ACTIVE MEMBERS:

a. Active Member Categories:

- i. “Spouses” of commissioned officers, warrant officers, or enlisted personnel of any Armed Forces on active duty status, including Active Guard and Reserves (AGRs) assigned to Laughlin AFB.
- ii. “Spouses” of commissioned officers, warrant officers, or enlisted personnel who are Traditional Reservists of any Armed Forces assigned to Laughlin AFB or permanently residing in the Del Rio local area.

- iii. "Spouses" of Civilian Service Personnel or key civilian employees of any rank or grade assigned to Laughlin Air Force Base.
- iv. "Spouses" of retired and/or deceased military members of any Armed Forces living in the local Del Rio area.
- v. The Spouse of an International Armed Forces Member assigned to Laughlin Air Force Base.
- vi. Other individuals living on Laughlin Air Force Base, with a current Hunt housing contract. Membership eligibility will be verified by reviewing contract and ID and reviewed annually.

b. Initial Active membership eligibility will be verified utilizing DoD ID cards and will be reviewed annually.

c. Privileges: Active members in good standing:

- i. Have the right to vote in general membership votes.
- ii. May hold office.
- iii. May participate in LXLSC activities.
- iv. May manage LXLSC activities.

B. HONORARY MEMBERS:

- a. The Advisors, with approval of the Governing Board, may invite individuals, who do not qualify above, to be honorary members for a period of one year.
 - i. Honorary members do not pay dues and shall have all the privileges of active members except they may not vote, hold an elected office, or chair a standing committee.

C. GUESTS:

- a. Participants in special events, activities, or socials organized by the LXLSC may participate by invitation as a guest one time, paying applicable fees for the event. Guests are not eligible to win prizes during an event.

SECTION 3 - FEES AND DUES:

A. All active members shall pay dues of no less than \$20 annually or \$10 per ½ year increment (July-Dec/Jan-June). The Governing Board for the current board year (running from June to the following May) will determine the actual fee for membership dues during their first budget meeting.

- a. No partial refunds will be issued for membership cancellation due to a permanent change of station, temporary duty assignment, deployment, or voluntary/involuntary termination of membership. Members may elect to pay for a ½ year membership if they already have a scheduled event.
- b. There are no dues associated with honorary membership.

B. PAYMENT OF FEES: Members may be required to pay fees or costs associated with events (i.e. refreshments, admission fees, etc.) Event fees will be determined by the event planner and must be paid before or during the event in order to participate. Fees incurred during event for damages or cleaning may be passed to participants as deemed by the Governing Board.

SECTION 4 - APPLICATION FOR MEMBERSHIP: Membership is open for all individuals who meet the requirements outlined in Article III, Section 2. Requests for membership shall be made through the Membership Chair of the LXLSC. The application for membership shall contain the PO disclosure and notice of personal financial responsibility for obligations of LXLSC. The Membership Chair shall maintain all signed applications for the Board year and will provide FSS/FSR copies at their request.

SECTION 5 - VOTING STATUS & ELIGIBILITY: All members in good standing may vote in elections and on motions presented at general membership business meetings.

SECTION 6 – PRIZE ELIGIBILITY: Only members in good standing of LXLSC are eligible to win prizes at the monthly socials.

SECTION 7 - TERMINATION OF MEMBERSHIP: Membership will be terminated upon written notification to the Membership Chair.

A. Membership may be terminated by the Executive Board if a member habitually fails to meet financial obligations to the LXLSC including, but not limited to, no shows, late cancellations, and other unmet payment obligations.

ARTICLE IV

Governing Board, Executive Board, Officers, and Robert's Rule of Order

SECTION 1 –GOVERNING BOARD

A. **DESCRIPTION:** The Governing Board shall consist of the LXLSC Elected Officers, two Advisors, and the Chairs of all Standing and Special Committees sponsored by LXLSC.

B. The Governing Board is responsible for the planning and decision-making functions of the LXLSC.

C. Voting members of the Governing Board are: First Vice President, Second Vice President, Recording Secretary, Operational Treasurer, Charitable Treasurer, and any Chairs of Standing Committees. The President will only vote to break a tie.

a. If a committee is co-chaired, only one vote is counted for the Chair position and only one of the co-chairs may place the vote. If co-chairs disagree on the vote, the vote will be recorded as “abstain,” but will count towards quorum.

SECTION 2 – EXECUTIVE BOARD

A. **DESCRIPTION:** The Executive Board consists of the Elected Officers.

a. **OFFICERS –** Includes the following positions: President, First Vice President, Second Vice President, Recording Secretary, Operational Treasurer, Charitable Treasurer, and Parliamentarian (non-voting). The two Command Advisors also serve on the Executive Board as non-voting members.

b. **ELECTION:** The Officers, with the exception of the Parliamentarian and Advisors, shall be elected by the General Membership at the April Membership meeting for a term of one year, May-April. Officers will ensure the LXLSC complies with all requirements of this constitution.

i. Parliamentarian position is filled by President.

B. The Executive Board is responsible for executing the directions and carrying out the directives of the LXLSC Governing Board.

SECTION 3 – ADVISORS

A. The spouse of the 47th Flying Training Wing Commander and the spouse of the 47th Flying Training Wing Command Chief are invited to serve as Wing Advisors to the Governing Board or appoint another command spouse designee to serve in their place.

a. If no spouse or designee accepts the position, then the board shall formally request the Wing Commander/Chief appoint a qualified, consenting Wing Advisor through a memorandum or email addressed to the Spouses Club President.

b. Advisors must meet all spouse eligibility requirements.

B. Current Wing Advisors may also appoint knowledgeable, interested spouses of senior officers/enlisted to serve as additional advisors to standing committees through a memorandum addressed to the board president.

C. Removal: Advisors shall remain in their advisor position for the entirety of their assignment and will be automatically removed from advisor status if their spouse position status changes. Advisors may also be removed by the agreement of the Wing Command Spouse and Command Chief Spouse. Removal of 47th FTW Command Spouse or Command Chief Spouse for cause shall follow the procedure for officer removal, and requires a 3/4 vote of every voting member of the Governing Board and shall be run by the Parliamentarian. The Board will additionally send a Memorandum within one day of removal to the 47 FTW/CC explaining the circumstances of the removal.

SECTION 4 – STANDING and SPECIAL CHAIRS: Standing and Special Chairs shall be appointed by the President and confirmed with a 2/3 vote of the Governing Board. They shall represent and conduct their respective activities as provided in Article V, Section 3, and in Article VI, Committees.

SECTION 5 – ELECTIONS:

A. DATE: Executive Board elections shall be held every April during the April Membership Meeting/Social. The Executive Board shall meet the prior February to discuss possible candidates, election details, and set the date.

a. NOTICE: All Candidates for Board positions must give notice in writing of intent to run to the President by March 31st.

b. All candidates must be approved by a Wing Advisor to run for office. Wing Advisors will address any issues with a candidate before approving candidate for office.

B. PROCEDURES: All Officers will be elected by a majority vote, using secret ballots (electronic is acceptable), of all active members present at the meeting. In the event there is an unopposed slate, elections will be by acclamation (if there are no nominations from the floor at the General Membership meeting). The newly elected Officers shall assume their duties at the May Governing Board meeting, considered the “Changeover Board Meeting.” Committee Chairs will be reconfirmed or turn in their resignation and continuity at that meeting.

C. APPOINTMENT: Any position that is left vacant after the election may be filled by a LXLSC member in good standing, by presidential appointment, a 2/3 vote confirmation by the Executive Board and approval of the Wing Advisors.

D. TERM LIMITS: No Member shall be permitted to hold the same elected or appointed position for more than two consecutive Board years with the exception of advisors.

SECTION 6 – RESIGNATION AND REMOVAL:

A. RESIGNATION: Resignation of a Board member must be submitted in writing to the President prior to the time of resignation.

B. REMOVAL: A member of the Board may be removed for cause from an elected or appointed office by a two-thirds majority vote by all the Governing Board. Any Governing Board member may propose such a removal. *Absence from three non-consecutive Governing/Executive Board meetings or two consecutive Governing/Executive Board meetings is considered cause for termination.

a. PROCEDURE: The President will first present written notification to the member whose removal is proposed, including specific reasons for the proposed removal. The member whose removal is proposed will be given seven days to prepare a response to the proposed removal and to present it to the Governing Board. A Special Vote (secret ballot) (online acceptable) will be administered by the Wing Advisors on the eighth day after the member receives the President's notification. The Advisors shall count the votes, and the member in question shall receive written notification of the Board's decision in writing by the President within three days of the vote.

i. If the President is the member proposed for removal, the 1st Vice President will act as the notification authority unless the 1st Vice President proposed the removal, in which case, the 2nd Vice President will act as notification authority.

ARTICLE V ***Board Administration***

SECTION 1 – DUTIES OF THE EXECUTIVE BOARD: The Executive Board's purpose is to carry out the Governing Board's vision for the LXLSC, to ensure open communication among the LXLSC leadership, and to respond to any matters that arise. The Executive Board should meet independently as needed, at least once at the beginning of the Board year in the summer. All Executive Board members serve on the Budget and Constitution & Bylaws Committees, in addition to those committees outlined in their job descriptions. Executive Board decisions require approval by a two-thirds majority vote of the Executive Board. All Board members must donate one shift a month unless personal job precludes volunteering.

A. PRESIDENT:

1. Exercise necessary supervision/management to ensure the orderly operation of the LXLSC. Ensure all duties and requirements outlined in the LXLSC Constitution and Bylaws are fulfilled. Responsible for the enforcement of all other rules, regulations, and conventions of the LXLSC.

2. Appoint members of the Board pending approval of the Governing Board officers.
3. Call and officiate at Governing Board and Executive Board meetings. Preside at all general membership meetings.
4. Act as a liaison between the LXLSC and the Wing Commander as well as the 47th FSS/FSR.
5. Coordinate with Treasurers to ensure annual audits/reviews for all accounts are completed and 990-Ns (for both EINs) are submitted to the IRS on time Review quarterly reconciliations. Cosign checks as necessary.
6. At year's end, facilitate the transfer of continuity to the next Board year. Most importantly, assign individuals to complete the financial reviews/audits and 990-Ns for the Board year. Additionally, assist in completing proposed upcoming year's budgets and inventory as well as conduct the changeover Board Meeting.
7. Coordinate with the Recording Secretary to submit all monthly minutes, financial reports, quarterly reports, and end-of-year reports to 47th FSS/FSR. This includes copies of the professional audit (or review) of the Charitable and Thrift Shop accounts. For the Operational account, an end-of-year financial statement is due by June 20.
8. Sign engagement letters with professional accountants as necessary. The review/audit of the Charitable and Thrift Shop accounts should begin before the end of the fiscal year but must be signed thereafter for 990-Ns to be submitted on time. Refer to Article XI: Finances, Accounting, September 30, and Taxes.
9. Serve as tie-breaking vote in Executive Board or Governing Board meetings when not operating under RRO's special rules for small boards.
10. If requested, attend (or send a representative to) award ceremonies, local civic boards, and base committees or councils.
11. Purchases appreciation gifts for Board members, Advisors, and community representatives, as appropriate.
12. Responsible for the disposition of any assets or discharge of any liabilities remaining in the event the LXLSC is dissolved.
13. Responsible for ensuring the Constitution and Bylaws are reviewed annually and are consistent with Air Force policies.

B. FIRST VICE PRESIDENT:

1. Perform duties of the President in the absence of the President. Assume the duties of the President in the event of resignation or removal of the President.
2. Assist the President as requested and maintain a working knowledge of all LXLSC Social activities.
3. Summon all chairs of the Social standing/special committees to regular and special meetings.
5. Be a member of all Social standing/special committees, Budget Committee, and Constitution & Bylaws Committee.
6. Coordinate LXLSC involvement in protocol functions. Provide information to the Special Events Chair.
7. Coordinate with the Special Events Chair on special projects as deemed necessary by the President.
8. Coordinate with Membership Chair and Secretary to send out regular communication to LXLSC members regarding activities, special events, and

volunteer opportunities pertaining to the club (i.e. voting for the Board, volunteering on base at club sponsored activities, and notifying membership of socials).

9. Purchase appreciation gift for the President at the end of their term.
10. Assume the duties of unfilled Social standing/special chair positions.
11. Assume the duties of the Parliamentarian in their absence.
12. Assume the responsibilities of the Second Vice President in their absence.

C. SECOND VICE PRESIDENT:

1. Perform duties of the President in the absence of the President and First Vice President. Assume the duties of the President in the event of resignation or removal of the President and absence of First Vice President.
2. Assist the President as requested and maintain a working knowledge of all LXLSC Charitable and Thrift Shop activities.
3. With a designated Advisor, advise the Thrift Shop in coordination with the Thrift Shop Chair.
4. Assist the President with appointing chairs, co-chairs, and with supervising Charitable Committees.
5. Be a member of all Charitable standing/special committees, Budget Committee, and Constitution/Bylaws Committee.
6. Supervise events and fundraisers fitting within the charitable designation of LXLSC.
7. Assume the responsibilities of the First Vice President in their absence.
8. Assume the duties of unfilled Charitable standing/special chair positions.

D. RECORDING SECRETARY:

1. Record (personally or through a representative) and post minutes for all Executive Board, Governing Board, Thrift Shop Committee, Budget Committee and Special meetings. Minutes should include attendance.
2. Present minutes to the President for approval and signature and for further approval by the Board.
3. Compile completed monthly reports and send them, via social media platform or email, to Board members prior to the meeting.
4. Submit all necessary items, to include the annual financial reports and quarterly meeting minutes to the 47th FSS Private Organization Representative. Minutes and quarterly reports are due no later than 30 days after each quarter ends. (30 April, 30, Jul, 30 Oct, 30 Jan).
5. Handle all correspondence of the LXLSC, to include writing thank you notes on behalf of the LXLSC.
6. Responsible for distributing business memoranda and mail, as well as submitting payment for the PO Box when due.
7. Determine membership quorum at all meetings in absence of the Parliamentarian. Will still be able to vote as Recording Secretary.
8. Retain custody of permanent records of the LXLSC, which shall be kept for 7 years. If permanent records are stored at the Thrift Shop, create/maintain an itemized list of record inventory and location. If records are digital, organize and maintain access to 7 years' worth of digital records.
9. Make available to membership copies of minutes from all meetings upon

request.

10. Coordinates with Membership Chair to maintain documentation of members' understanding of joint and several liability.

11. Be a member of the following committees: Budget Committee, Thrift Shop Committee, and Constitution & Bylaws Committee.

E. OPERATIONAL TREASURER:

1. Oversee the receipt and collection of all monies payable to the LXLSC Operational account, including membership dues.
2. Disburse funds from the LXLSC Operational account and keep physical or digital records in accordance with good accounting practices.
3. Ensure procedures to maintain a two-person accountability system for all cash transactions.
4. Cosign checks as needed and ensure all checks have two signatures.
5. Ensure expense vouchers are submitted before any advancements or reimbursements are paid.
6. Present itemized accounts and expenditures, collections, and other cash balances of the LXLSC Operational account at Board meetings.
7. Reconcile bank statements for the Operational account monthly.
8. Reconcile bank statements for the Charitable account quarterly.
9. Co-chair all Budget Committee meetings with the Charitable Treasurer.
10. Co-chair a mid-year budget meeting with the Executive Board. Prepare and present a revised budget at the January Board meeting.
11. **File all necessary tax forms October 15 related to the Operational account or activities with accounting assistance in accordance with the current tax guidelines.**
12. Ensure Recording Secretary attaches financial reports to the minutes submitted to 47 FSS Private Organization Officers quarterly.
13. Prepare a year-to-date financial summary to present to the incoming and outgoing Executive Board for their approval at the May Board meeting.
14. Coordinate with the President to ensure end-of-year financial report is submitted to 47 FSS Private Organization Officer by the required deadline.
15. Prepare a proposed budget for the upcoming Board year to be reviewed and finalized by the incoming Operational Treasurer.
16. Renew and maintain all insurance and bonding, alongside the Charitable Treasurer.
17. Maintain 7 years' worth of Operational account financial records physically and/or digitally. If digitally, maintain two separately stored copies.
18. Be a member of the Constitution & Bylaws Committee and Budget Committee.
19. Renew and maintain all insurance and bonding, alongside the Charitable Treasurer.
20. Serve as Charitable Treasurer in his/her absence.
21. Keep 7 years' worth of Operational account financial records.
22. Be a member of the Constitution and Bylaws Committee.
23. Search for any IRS rules changes in Section 501(c)(7) of the Internal Revenue Service (IRS) to remain in compliance

F. CHARITABLE TREASURER

1. Oversee the receipt and collection of all monies payable to LXLSC Charitable account.
2. Disburse funds of the LXLSC Charitable account and keep records in accordance with good accounting practices.
3. Ensure procedures are in place to maintain a two-person accountability system for all cash transactions.
4. Cosign checks as needed and ensure all checks have two signatures.
5. Expense vouchers must be submitted in order for any advancements or reimbursements to be paid.
6. Present itemized accounts and expenditures, collections, and other cash balances of the LXLSC Charitable account at Board meetings.
7. Present itemized accounts and expenditures, collections, and other cash balances of the LXLSC Thrift Shop account at Thrift Shop Committee meetings.
8. Reconcile bank statements for the Charitable and Thrift Shop accounts on a monthly basis.
9. Reconcile bank statements for the Operational account on a quarterly basis.
10. Co-chair all Budget Committee meetings with the Operational Treasurer.
11. Co-chair a mid-year budget meeting with the Executive Board. Prepare and present revised budget at the January Board meeting.
12. File all necessary tax forms related to the Charitable and Thrift Shop accounts and activities with accounting assistance in accordance with the current tax guidelines.
13. Ensure Recording Secretary attaches financial reports to the minutes submitted to 47 FSS Private Organization Officers quarterly.
14. Prepare a year-to-date financial summary to present to the incoming and outgoing Executive Board for their approval at the May Board meeting.
15. Coordinate with the President to ensure end-of-year financial report is submitted to 47 FSS Private Organization Officers by 20 June.
16. Prepare a proposed budget for the upcoming Board year to be reviewed and finalized by the outgoing Board and incoming Charitable Treasurer.
17. Oversee financial operation of charitable fundraisers.
18. Renew and maintain all insurance and bonding, along with the Operational Treasurer.
19. Serve as Operational Treasurer in their absence.
20. Be a member of: Thrift Shop Committee, Constitution & Bylaws Committee, and Budget Committee.
21. Search for any IRS rules changes in Section 501(c)(3) of the Internal Revenue Service (IRS) to remain in compliance

G. PARLIAMENTARIAN

1. Advise the President, Boardmembers, and membership in the rules of parliamentary procedure according to the LXLSC Constitution & Bylaws and *Robert Rules of Order, Newly Revised*.
2. Interpret the LXLSC governing documents including Constitution & Bylaws, Standing Rules, Thrift Shop Handbook, and any additional operating guidelines.

3. Act as custodian of the Constitution & Bylaws, Standing Rules, position descriptions, Thrift Shop Handbook and other documentation. Ensure revisions are made in accordance with Parliamentary Procedure (Article VII, Section 4) Make documents available to any general member upon request.
4. Supervise elections.
5. At meetings, determine a quorum and oversee all voting. See Article VII Article 2.
6. Act as primary contact with the legal office in matters pertaining to LXLSC.
7. Responsible for overseeing emergency votes.
8. Will run Electronic Voting for all Governing Board and General Meetings.
9. Appointed by the President.

SECTION 2 – DUTIES OF THE GOVERNING BOARD: The Board shall formulate the plans and policies and direct the operations of the LXLSC. The Board should meet monthly from August-May. Unless otherwise noted in this document, all votes by the Board shall require a simple majority of the Board for approval.

A. BOARD MEMBER DUTIES:

1. Retain active member status of the LXLSC.
2. Attend all position relevant meetings of the LXLSC.
3. Submit monthly reports to the Secretary.
4. Vote on actions brought before the Board.
5. Submit written requests for allocation of funds to designated Vice President.
6. Maintain an accurate and current position description.
7. Maintain a continuity binder to include current copies of the following:
 - i. Constitution/Bylaws
 - ii. Thrift Shop Handbook (Executive Board and Thrift Shop Chair)
 - iii. Position description
 - iv. Approved budgets
 - v. 1 year of meeting minutes
 - vi. Current year position specific board reports
 - vii. Additional position specific items, as appropriate

SECTION 3 – BOARD ADVISORS: The Advisors have the rights and privileges of an active member and attend all Board meetings in an advisory capacity without a vote. As an active member, Advisors have the right to vote at general membership meetings.

SECTION 4 – STANDING/SPECIAL CHAIRS:

- A. Each position shall have one (1) vote.
- B. Chairpersons are required to attend Board meetings. If they are unable to attend, a representative may be substituted with prior approval from the President. Chairpersons are responsible for ensuring representatives aware of the Board format, parliamentary courtesies, and handling motions before they attend a meeting.
- C. All standing/special chairs shall be required to maintain accurate and current descriptions of duties for successors or substitutes. Position descriptions should be

reviewed annually at annual Bylaw meeting with revisions provided to the Parliamentarian.

D. Each chairperson is responsible to the President and designated Vice President for coordination and reports. Standing/special chair positions are listed, but not limited to the following:

1. Designated to the First Vice President: Membership, Social, Marketing, and Special Events.
2. Designated to the Second Vice President: Charitable, Thrift Shop, Fundraising, and Scholarships.

ARTICLE VI

Committees

SECTION 1 – STANDING COMMITTEES: Key business and procedural functions of the LXLSC will be carried out within the Standing Committees. The President may add or delete Committees as need arises. Standing Committees operate in accordance with this document. An official copy of all Standing Committee minutes will be submitted to the Secretary for retention. A second copy shall be maintained by the Standing Committee chair in their continuity binder and backed-up electronically, to be passed to the next chair.

A. **THRIFT SHOP COMMITTEE:** will consist of an Advisor, Thrift Shop Chair, Second Vice President, Charitable Treasurer, Charitable Chair, Secretary or designated substitute, and Thrift Shop Manager (non-voting member). The Thrift Shop Committee shall have independent oversight to establish, maintain, and revise operating policies and procedures, conduct interviews, hire personnel, approve the proposed annual budget, and oversee expenditures in the operation of the Thrift Shop. The Thrift Shop Committee will meet at least quarterly and be chaired by the Thrift Shop Chair.

B. **BUDGET COMMITTEE:** will consist of the entirety of the governing board and shall be co-chaired by the Treasurers. The committee shall meet as needed but no less than: 1) by July to propose initial Operational and Charitable budgets (to be approved by 2/3 vote by the current board no later than 1 August and by the ½ membership quorum at the September membership meeting/social AND 2) by January to complete a mid-year review and revision of the budget to present to the Governing Board for 2/3 approval by January Governing Board meeting.

C. **CONSTITUTION & BYLAWS COMMITTEE:** shall be chaired by the Parliamentarian and consist of an Advisor, the officers and any interested active member. The Constitution & Bylaws Committee will meet annually in January for a full review of all governing documents and submit required documents to the 47th FSS/FSR for approval every 2 years per AFI 34-223.

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; the chairperson and committee members must be LXLSC members in good standing. Chairpersons of Special Committees shall be designated as voting or non-voting members by the president at time of appointment. Special Committees can include but are not limited to the following committees:

- A. SCHOLARSHIP COMMITTEE: will consist of the Scholarship Chair, Second Vice President, Charitable Treasurer, an Advisor and any other members as deemed appropriate by the Scholarship Chair. Members must decline participation in the Scholarship Committee if they have a family member or are personally applying for a scholarship. The Scholarship Chair shall chair all meetings and provide a written report to the Board at LXLSC Board Meetings. The Scholarship Committee will meet as needed from January-May, after the mid-year budget meeting has been completed.
- B. MEMBERSHIP: Overseen by First Vice President
- C. SOCIAL: Overseen by First Vice President
- D. MARKETING: Overseen by First Vice President
- E. SPECIAL EVENTS: Overseen by First Vice President
- F. CHARITABLE: Overseen by Second Vice President
- G. FUNDRAISING: Second Vice President
- H. NOMINATION COMMITTEE: Overseen by President and Command Advisors

SECTION 3 – CREATION OF SUBCOMMITTEES: Each chairperson may create subcommittees as deemed necessary for the satisfactory execution of the position. All sub-committee chairpersons must be members of LXLSC in good standing. Sub-committee chairpersons are not voting members of the governing board.

ARTICLE VII

Meetings & Quorums

SECTION 1 – TYPES OF MEETINGS:

- A. GENERAL MEMBERSHIP BUSINESS MEETINGS: General business meetings shall be held at the discretion of the President, but in no event shall there be less than two meetings during the Board year: one meeting in September to approve the proposed Budgets and one in April for elections for the following Board year. The general business meetings shall coincide with general membership social functions.
- B. GOVERNING BOARD MEETINGS: The Governing Board shall meet once a month between July and May. All Board meetings shall be open to general membership. General membership members shall be able to petition and address the board on any issue during an appointed time in the agenda or by letter addressed to the Governing Board President and read out loud at a meeting.
- C. EXECUTIVE BOARD MEETINGS: The Executive Board shall meet in June or July to create a budget and as needed upon request of the President or Advisors.
- D. SPECIAL MEETINGS: Special meetings may be called at the discretion of the President or by written request to the president including the signatures of any 10 active members in good standing
- E. COMMITTEE MEETINGS: Committee meetings will be held in accordance with their individual requirements and needs, as outlined in Article VI, Section 1 of this document.

SECTION 2 – QUORUMS:

- A. The presence of 1/2 of the active members shall constitute a quorum at general membership business meetings.
- B. The presence of 2/3 of voting members shall constitute a quorum at all Board and committee meetings.
- C. The Parliamentarian, Secretary, or President may certify a quorum.
- D. All voting members of the Board must respond within 24 hours of the President calling an electronic vote in order for quorum to be reached. Once the vote has been called, Governing Board members have 24 hours to respond with their vote. If a Board member does not reply with a vote within the 24-hour voting window, the member's vote will be recorded as an abstention.

SECTION 3 – TIME AND PLACE OF MEETINGS: Notification of meetings will be made through social media platforms, email, or as otherwise deemed appropriate by the Board.

SECTION 4 – PARLIAMENTARY PROCEDURE: The rules contained in the latest edition of *Robert Rules of Order, Newly Revised* shall govern the LXLSC in all applicable cases unless inconsistent with the Constitution or Air Force Instructions. The Board may, by majority vote, adopt special rules of order to supplement or modify the governing authority, as needed.

SECTION 5 – AGENDA: Governing Board Meetings will follow a set agenda, provided to all members at least 48 hours in advance. Agenda change requests should be addressed to the president and secretary and made no later than 24 hours before the meeting.

SECTION 6 – REPORTS: All Board members, excluding Advisors, shall submit a monthly report outlining their position's activities for the previous month to the Secretary no later than 7 days before the meeting date. Reports will be compiled by the secretary and attached to the agenda for review no later than 48 hours before the meeting.

SECTION 7 – MEETING MINUTES: The Secretary will record the contents of each meeting. The minutes, including financial statements will be distributed to all Board Members and made available to the general membership within 7 days of meeting date as an online document. Per AFI 34-223, the Secretary will forward copies of meeting minutes to the 47th FSS/FSR quarterly.

ARTICLE VIII

Voting

SECTION 1 – GENERAL:

- a. VOTING ENTITLEMENTS:
 - i. MEMBERSHIP VOTING: Refer to Article III, Sec. 2, for member voting status and eligibility.
 - ii. BOARD: Unless Robert's special rules for small boards have been adopted by the Board, the President will not vote except in a tie or during an election of Governing board. All Governing Board members have a vote except the Advisors, Parliamentarian, and any Chairs designated as non-voting members.

b. **PASSAGE REQUIREMENTS:** Unless otherwise stated in this Constitution and Bylaws, 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 in a Governing Board Vote. In a Membership Vote, a tie results in passage. A tie in elections necessitates a runoff between ties candidates at a special election. Special elections do not require quorum.

d. **ELECTRONIC VOTING:**

i. The Parliamentarian will run email votes or online voting (electronic voting) for General Membership and Governing Board meeting, ensuring all possible efforts to receive responses before votes are published and quorum is attained.

ii. **General Membership:** When a general membership vote on a matter or issue is necessary, the Parliamentarian will contact membership via email with the relevant information and request a vote. Voting shall be permitted for two full days following the email notice (i.e., if the notice is sent on 1 Jan at 0900, then the voting concludes on 3 Jan at 0859). Upon completion of the voting period, the Parliamentarian will inform the President whether or not the motion carries. The Parliamentarian will then send an email to the General Membership announcing the results, and the Secretary will make a note of the vote and include it in the minutes of the next regularly scheduled General Membership meeting.

iii. **Governing Board:** When a Governing Board vote on a matter or issue is necessary, the Parliamentarian will contact the Governing Board members via email with the relevant information and request a vote. Voting shall be permitted for no less than 48 hours following the email notice. Upon completion of the voting period, the Parliamentarian will inform the President whether or not the motion carries. The Parliamentarian will then send an email to the Governing Board announcing the results, and the Secretary will make a note of the vote and include it in the minutes of the next scheduled monthly Governing Board meeting.

ARTICLE IX

Scholarships, Donations, Awards & Gifts

SECTION 1 – SCHOLARSHIPS: Scholarships may be awarded as determined by the LXLSC. Criteria for awarding scholarships will be determined by the Scholarship Committee (See Article VI, Section 1.c.) and approved by the Governing Board.

A. APPLICATION and PROCESS: Applicants must complete a formal application to be screened by the Scholarship Committee. Eligibility requirements and due dates shall be reviewed annually and clearly stated on the application.

B. SCHOLARSHIP JUDGES: To allow members of LXLSC and their dependents to compete and receive scholarships with impartiality, an independent panel of at least three (3) judges will decide on recipient awards with names of applicants masked. Scholarship applicants, applicant spouses, and applicant family members are not eligible to serve as judges. Scholarship chair or any member who receives or works with applications is not eligible to serve as a judge.

SECTION 2 – CHARITABLE DONATIONS: All requests for charitable donations must be made by an official organization (not an individual) and must be received no later than 7 days preceding the meeting to be added to the agenda. Requests shall be reviewed and approved by the Governing Board by a majority vote. Representatives of requesting organizations (including by board members who are members of requesting organization) may make a request or clarification in-person. Any board members who are members of the requesting organization shall abstain from voting (unless a co-chair is available to vote for the position).

SECTION 3 – AWARDS & GIFTS: The Board may give awards to spouse members upon approval. Governing Board appreciation gifts, within the budgeted amount, may be presented to all members who serve on the LXLSC Board and shall be presented in May, prior to the turnover Board meeting or upon PCS.

ARTICLE X

Activities

SECTION 1 – General membership social functions will be held regularly to promote fellowship among the members. No fewer than two shall be designated as Business meetings and occur during each board year.

SECTION 2 – The LXLSC will not sponsor, support, or participate in any activity or with any organization that engages in any discriminatory practice.

SECTION 3 – Fundraising events can be proposed by any active member, but must be coordinated through the Fundraising Chair to ensure proper coordination and approval through appropriate base agencies. The organization will not engage in any activities that compete with those of any 47 FSS non-appropriated fund instrumentality, Army and Air Force Exchange service, or are prohibited by AFI 34-223. The LXLSC understands that, with limited exceptions, it may only engage in three fundraising activities per quarter.

ARTICLE XI

Finances, Accounting, & Taxes

SECTION 1 – GENERAL: The LXLSC Governing Board shall be responsible for asset accountability, liability satisfaction, and responsible financial management. Neither appropriated funds activities nor NAFIs may assert any claim to the assets or assume any obligations of the private LXLSC. The Treasurers and Thrift Shop Manager shall be responsible for the deposit of funds into checking accounts with a designated banking facility.

SECTION 2 – BANK ACCOUNTS: The LXLSC will maintain three separate accounts for funds. The Operational account will contain funds raised and spent in accordance with section 501(c)(7) of the Internal Revenue Code. The Charitable account will contain funds raised and spent in accordance with section 501(c)(3) of the Internal Revenue Code. The Thrift Shop account will contain funds raised and spent in accordance with section 501(c)(3) of the Internal Revenue Code.

A. OPERATIONAL ACCOUNT: Funds for the Operational account will come from membership dues. Other methods of financing may be used, as appropriate, in accordance with the section 501(c)(7) tax status of this LXLSC. The authorized Tax Code Numbers shall remain on file. The administration of the LXLSC, including its publication, shall be executed at absolutely no cost to the US Government. The balance in the Operational account shall never be less than \$1,000 after all outstanding bills have been paid.

B. CHARITABLE ACCOUNT: The Charitable account will be funded through the net proceeds of designated fundraising activities in accordance with the section 501(c)(3) tax status of this fund. 75% of gross profits (revenue minus manager's pay, taxes, and one Work to Donate per month) at the Thrift Shop will be added to this account monthly. All funds will be used to support the educational and charitable purposes of this club. The balance in the Charitable account shall never be less than \$2,500 after all outstanding bills have been paid.

C. THRIFT SHOP ACCOUNT: Funds for the Thrift Shop account will come from 25% of the net income of the Thrift Shop. This account will be used for operational costs of the Thrift Shop, to include quarterly taxes and payment to the Thrift Shop Manager, as well as current and future improvements. The balance in the Thrift Shop account shall never be less than \$500 after all outstanding bills have been paid. At the end of the calendar year, the Thrift Shop Committee may vote to move any remaining balance over \$500 to the Charitable Account.

SECTION 3 – FINANCIAL STATEMENTS: The Treasurers will maintain a monthly financial statement and present the status of all financial transactions and current balance at each regular meeting of the LXLSC Board. The Treasurers shall submit their financial statements quarterly or as requested to the Secretary, who shall then submit such statements quarterly to the 47th Force Support Squadron Private Organization Coordinator, per AFI 34-223.

SECTION 4 – AUDIT REQUIREMENTS: At a minimum, the LXLSC bank accounts will be audited prior to the installation of a new Treasurer at the May Governing board changeover meeting or when membership deems necessary. The audit will be performed by a disinterested party of two individuals with no ties to the LXLSC officers. If gross annual revenue is over \$5,000 but less than \$100,000, an independent audit is not required, but the LXLSC 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 accountant (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 5 – SELF-SUSTAINMENT: The LXLSC must be self-sustaining.

SECTION 6 – CHECKS: All checks for LXLSC expenditures will be co-signed by authorized account signers.

SECTION 7 – TAXES: The fiscal year for the Operational and Charitable accounts runs October 1-September 30. 990-Ns must be submitted to the IRS for each account no later than the 15th day of the 5th month after the end of each fiscal (tax) year.

SECTION 8 – ALLOCATION OF FUNDS: The LXLSC Governing Board shall act as agent for the general membership and is authorized to receive and disburse funds.

- a. Any expenditures not in the approved budget or over the approved budget amount must be approved by the Governing Board.
- b. Any expenditures not in the approved budget and over \$500 must be approved by the LXLSC membership.
- c. Childcare expenditure will not exceed the current CDC rate and will be given only to those Board members who use it for Board meetings, up to two (2) hours. It will be accrued at a rate per hour until the childcare amount reaches the approved budget amount given each year.
 1. Childcare will not be given for monthly socials or special activities/events.

SECTION 9 – SOLICITATIONS and FUNDRAISERS:

- a. All solicitations for LXLSC Charitable funds on behalf of outside organizations will be referred to the Charitable Chair.
- b. The LXLSC may accept gifts and donations per AFI 36-101. However, the LXLSC will not solicit gifts or donations from base facilities. Off-base solicitations must clearly indicate that they are for the LXLSC and not the base or any official part of the Air Force. Donations requests for Operational/Social purposes must also clearly state that the donation is not tax-deductible. Donor/gift recognition may not be made publicly. Recognition can only be made to members of the LXLSC or those present at an event benefiting from the donation/gift.
- c. All fundraisers must be approved by the 47 FSS. Requests should be submitted to the 47 FSS/FSR at least 45 calendar days prior to the event.

SECTION 10 – BUDGETS:

- a. The Operational and Charitable Treasurer shall call and will preside jointly over the Budget Committee meetings of the Executive Board.
- b. The Thrift Shop Committee will prepare an annual budget for the Thrift Shop no later than August 30, to be presented to the Governing Board by the Charitable Treasurer at the September Board meeting for approval.
- c. The Budget Committee will prepare an initial budget for the Operational and Charitable accounts for the upcoming Board year, to be presented to the Governing Board and general membership for approval not later than September.
- d. A mid-year review of the budgets will be presented to the Governing Board no later than February for approval.

SECTION 11 – INSURANCE and BONDING:

- a. The LXLSC shall maintain a general liability insurance policy at all times in accordance with AFI 34-223, Private Organizations (PO) Program.
- b. **COVERAGE:** The policy shall have coverage for negligence and theft by members. Insurance for special activities involving members of the general public, or which are potentially hazardous, will be obtained commensurate with the risk involved. Board members agree to not engage in any activity that would not be covered by the general negligence policy.
- c. **PAYMENT:** LXLSC Charitable Fund shall pay the annual general liability insurance premium. The LXLSC Operating Fund shall pay any required special liability

insurance premiums for Programs. The LXLSC Charitable Fund shall pay any required special liability insurance premiums for charitable fundraisers.

- d. **ANNUAL ACQUISITION:** The Charitable Treasurer shall be required to renew and maintain all insurance and bonding policies, along with the Operational Fund Treasurer. Every three years three price quotes shall be obtained and presented to the Board for approval. Upon approval, the President shall complete all applications as necessary. The Treasurers are responsible for prompt payment and the President must co-sign all checks for payment of premiums. Upon obtaining coverage, the Parliamentarian shall maintain the records and distribute the policy to all Board Members or make available upon request for inspection to any general member.
- e. **BONDING:** Once LXLSC is eligible for bonding coverage, all Board members authorized to sign checks on any account held by LXLSC shall be bonded.

SECTION 12 – FISCAL POLICIES: No monetary benefit will accrue to any member of this LXLSC. Exceptions would be to pay reasonable compensations for services rendered when approved by a simple majority of the Board, participation in an LXLSC -sponsored bazaar, a receipt of an LXLSC scholarship, or the reimbursement of LXLSC expenses. Board members may not solicit the LXLSC to use a specific good or service for their individual profit.

ARTICLE XII

Assets of the LXLSC

SECTION 1 – LXLSC owns a variety of property including dishes, silver serving pieces, and centerpieces. All property owned by the LXLSC shall be stored at the Thrift Shop unless other arrangements are made with the approval of the Executive Board. A list of all property owned by the LXLSC will be maintained by the First Vice President. Any requests to borrow items shall be directed to the First Vice President or his/her designee with Board approval.

ARTICLE XIII

Laughlin Thrift Shop

SECTION 1 – GENERAL: Management of the Thrift Shop is delegated to the Thrift Shop Committee. See Article VI, Section 2.a. for Thrift Shop Committee members. The Thrift Shop Handbook will serve as the governing document for all Thrift Shop business. The Thrift Shop Handbook will be reviewed annually by the Thrift Shop Committee, led by the Thrift Shop Chair.

SECTION 2 – OPERATION: The Thrift Shop Committee will establish and maintain the Thrift Shop Handbook, management policies, and job expectations of the Thrift Shop. All Thrift Shop governing documents are subject to approval by the LXLSC Governing Board annually or when changes are needed. No approval is required for purely administrative and/or formatting changes.

SECTION 3 – FINANCE: The Thrift Shop will have a separate bank account. After operating expenses and future improvement savings are deducted, all proceeds will be used to support the charitable and educational purposes of the LXLSC. The Charitable Treasurer shall provide a

monthly financial update to the Governing Board, with a full disclosure, in-depth review, including financial statements presented annually at the May Board meeting.

ARTICLE XIV

Revisions & Approval of Constitution

SECTION 1 – REVIEW: This Constitution must be reviewed annually by the Constitution and Bylaws Committee (Article VI, Section 1.d.) and updated every two years or when there is a change in the purpose or administration of the LXLSC, whichever is sooner.

SECTION 2 – REVISIONS: Suggested revisions to the constitution may be submitted as new business at any scheduled LXLSC Board meeting. The suggested revisions will be notified to the membership by email before the next general membership meeting. Upon approval by a majority vote of active members present at the general membership meeting the constitution will be amended to reflect the change. Once a proposed amendment has been considered and voted down by membership, it cannot be reintroduced for the remainder of the Board year.

SECTION 3 – ILLEGAL REVISIONS: In the event that any provision in the Constitution is illegal or contrary to any Air Force Instruction, such provision shall be administratively changed without additional procedural requirements.

SECTION 4 – APPROVAL: These Constitution and Bylaws will become effective upon adoption by a vote of the majority of active members present and voting at a general membership meeting subject to the approval of the 47th FTW installation commander (or designee).

SECTION 5 – FSS APPROVAL: The secretary will submit all adopted revisions or amendments to the 47th Force Support Squadron (47 FSS) for review and staffing through 47 FTW/JA, with final approval by the installation commander or appropriately delegated approval authority.

ARTICLE XV

Dissolution

SECTION 1 – NOTICE OF DISSOLUTION: In case of dissolution of the LXLSC, written notice will be given to the 47 FSS Commander and dissolution will be carried out only with the final approval of the installation commander or designated representative.

SECTION 2 – DISTRIBUTION OF ASSETS & LIABILITIES: Whatever funds are contained in the Treasury at the time will be used to satisfy any outstanding debts, liabilities, or obligations. Upon dissolution of the LXLSC, all club funds and property, real and personal, in excess of liabilities shall be disposed of by recommendation of the Executive Board in accordance with the Internal Revenue Code and all applicable Air Force Instructions.

SECTION 3 – MEMBERSHIP LIABILITY: All members are jointly and severally liable for any outstanding debts in excess of available funds upon dissolution of the LXLSC.

ARTICLE XVI
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 LXLSC’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 with:

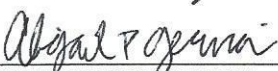
- (1) Copy of the Constitution and Bylaws.
- (2) Copy of Insurance/Waiver of Insurance.
- (3) List of Current Officers (including office symbols and phone numbers).
- (4) Copies of meeting minutes. (quarterly)
- (5) Copies of financial statements. (quarterly)
- (6) Copies of tax-exempt status documents.

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

The President & 1st Vice President verify that this Constitution and Bylaws was approved by a voting majority of the Laughlin XL Spouses’ Club and became effective this July 12, 2023.



PRESIDENT 7/12/23
Date



1ST VICE PRESIDENT 7/12/23
Date



PARLIAMENTARIAN 7/12/23
Date



SECRETARY 7/12/23
Date