

CONSTITUTION and BYLAWS

**The Nellis Area Spouses' Club Charitable Association
501(c)(3)
At
NELLIS AIR FORCE BASE, NEVADA**

The undersigned, formed as a nonprofit association, shall be organized and operated pursuant to the provisions of AFI 34-223 (Air Force Instruction), concerning non governmental, independent, self-sustaining, nonprofit organizations located and operated on the Nellis Air Force Base, NASCCA is formed pursuant to Nevada Revised Statutes chapter 82, filing articles of incorporation with the Nevada Secretary of State. {AFI34-223, 1}

ARTICLE I – GENERAL PROVISIONS

Section 1. NAME AND AUTHORITY

- 1. The name of the organization will be the Nellis Area Spouses' Club Charitable Association, hereafter referred to as the NASCCA and shall operate pursuant to the provisions of AFI 34-223 and in accordance with all applicable civil and military laws and regulations. Operation is contingent on compliance with the requirements and conditions of all applicable Air Force regulations. The NASCCA is not a Non-appropriated Fund Instrumentality, nor is it entitled to the privileges and immunities of the Federal Government. {99FSS/PO} (Force Support Squadron/Private Organization)**
- 2. The place in this state where the principal office of this organization is to be located is P.O. Box 9785, Nellis AFB, Clark County, Nevada 89191. {IRS Code} (Internal Revenue Service)**
- 3. This is a private organization and operates on Nellis Air Force Base only with the consent of the 99th Mission Support Group Commander. {99FSS/PO}**

Section 2. PURPOSE

- 1. The NASCCA is organized as a private, nonprofit organization and shall be operated exclusively for charitable, educational, religious and scientific purpose, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific purpose of the NASCCA shall be to raise funds to sponsor charitable, educational (including scholarships) and welfare projects at Nellis Air Force Base and the civilian community. {IRS Code}**
- 2. The general purpose and powers of the NASCCA, even though an association and not a corporation, are to have and to exercise all rights and powers conferred on nonprofit corporations formed under the Nevada Nonprofit Corporation Act, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form, and to use, apply, invest and reinvest the principal or income therefrom or to distribute the same for the above purposes; provided that the NASCCA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of the NASCCA. {99FSS/PO}**
- 3. The NASCCA will not discriminate in hiring practices or membership policies on the basis of age, race, religion, color, national origin, disability, ethnic group or gender. {99FSS/PO}**

Section 3. LIABILITY AND INSURANCE

- 1. All individual members of the NASCCA are jointly and severally liable for the obligations of the organization. Each member of the NASCCA will be provided access to a copy of this Constitution upon joining and will sign an acknowledgement that he/she has read the Constitution and understands its contents. {AFI 34-223, 10.11} {99FSS/PO}**
- 2. The NASCCA will maintain liability and property damage insurance coverage commensurate with risk to protect against any claims or lawsuits which might arise from the commission or omission of acts by its members when acting in any capacity for or in participating in any activities of the NASCCA in accordance with AFI 34-223, 10.11. Such coverage, when required, must expressly provide that neither the U.S. Government nor any Non-appropriated Fund Instrumentality will be liable for any claims or judgments against the organization to its members. A copy of the insurance policy and all renewal policies will be forwarded to the 99th Force Support Squadron Private Organization Monitor. The liability policy for the NASCCA shall remain in effect unless the Board of Governors (BoG) submits a waiver from the 99th Force Support Squadron Private Organization Monitor for approval by the Commander, 99th Mission Support Group. Liability insurance may be waived if the risk of liability is negligible. Liability insurance waiver must be re-evaluated annually. {AFI 34-223, 10-15} {99FSS/PO}**
- 3. Bonding: Maintain insurance policy that bonds all BoG and Thrift Shop (TS) employees that handle funds while conducting business on behalf of the NASCCA.**

4. The authority, insurance, and limitations of the NASCCA will be as stated in AFI 34-223 and at the discretion of the Installation Commander. This is an AFI 34-223 Type 501 (c)(3) organization (nongovernmental, independent, self-sustaining, non-profit).
5. *No part of the net earnings of the NASCCA shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons or any individual, except that the NASCCA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of this nonprofit association shall be in carrying on propaganda or otherwise attempting to influence legislation, nor shall the NASCCA participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the NASCCA shall not carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more of the aforementioned purposes for which the NASCCA is organized nor any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2). {IRS Code}*

Section 4. METHODS OF FINANCING

The finances of this organization will be in accordance with Code Section 501(c)(3) and by the permission of the Installation Commander. *The income will consist primarily of profits from the TS and occasional fundraising. {IRS Code}*

1. Budget:

- a. *The Charitable Fund will be used primarily for charitable donations in accordance with Code Section 501(c)(3) and expenses associated with the Charitable Council, Charitable Giving, Scholarship Committee and fundraising. {99FSS/PO}*

2. 99FSS/PO Reporting

- a. *Quarterly Reporting: The NASCCA shall internally file quarterly financial reports by the 15th day of each ending quarter. The NASCCA will submit these reports with its Annual report it submits to the 99th Force Support Squadron Private Organizations Monitor. {99FSS/PO}*
- b. *Annual Reporting: Per AFI 34-223, paragraph 10.6.1, The NASCCA shall file annual financial reports on a calendar year rotation. Annual reports shall be submitted to 99th Force Support Squadron Private Organizations Monitor on the 31st day of January each year. {99FSS/PO}*
- c. *Responsibility: The cost of all financial reviews/audits are the responsibility of the NASCCA. Copies of these audits will be provided to the 99th Force Support Squadron Private Organization Monitor within 15 calendar days of the completion of the report.*

d. Treasurer Turnover: The books of the Charitable Finance Officer will be reviewed at least two (2) weeks prior to termination of the office, when possible, if it is prior to the end of the fiscal year. The results of this review will reflect the new Charitable Finance Officer's acceptance of said books. *A copy of the new Treasurer's acceptance will be forwarded to the 99th Force Support Squadron Private Organizations Monitor within thirty (30) days of transfer of office. {99FSS/PO}*

3. Miscellaneous Finances:

- a. *Individual members of the NASCCA CANNOT and WILL NOT accrue income from the NASCCA funding except in the form of wages, salaries, or other payment for services rendered. {AFI34-223, 10.5} {99FSS/PO}*
- b. *The NASCCA will not engage in any activity that duplicates or competes with any base FSS activity or NAFI, including AAFES. The NASCCA will not engage in conduct which has the effect of advertising for, making referrals to, or encouraging use of any commercial business concerns. {99FSS/PO}*
- c. **Offer and Acceptance of Gifts:** The BoG is the approving authority to accept all gifts. A gift is defined as a contribution, donation, bequest, or devise of real property or personal property, tangible or intangible. Any offer of a gift to the NASCCA must be clarified to determine whether the organization or individual making the offer actually intends to make the gift to the NASCCA, which is a Private Organization and not a part of the government, or whether the intention is to make a gift to the United States Air Force (USAF), as represented by the NASCCA. If the intention is to make a gift to the USAF, as represented by the NASCCA, the donor will be referred to the FSS, and the NASCCA will no longer be involved in the process. Only if the donor intends to make the gift to the NASCCA, which is a Private Organization and not part of the government, will the NASCCA consider accepting the donation. The potential donor will be requested to designate in writing how the donation is to be used. The potential donor will be notified in writing if the BoG approves or declines the donation. The written acceptance will be performed by the President and Administrative Coordinator and maintained in the permanent records of the NASCCA.

4. Thrift Shop {AFI34-223, 10.9.1}

- a. The NASCCA operates a TS, which shall be governed by the BoG.
- b. Specific TS operations are specified in the TS Policies & Procedures.

ARTICLE II – OFFICERS AND GOVERNING BODY

Section 1: The Governing Body shall

1. Consist of the BoG, including honorary and elected officers, elected positions, and appointed chairs.
2. Consist of a minimum of three elected officers and/or elected positions for the NASCCA to operate.
3. Be knowledgeable of the NASCCA Constitution and Bylaws, goals, and activities; keep the lines of communication open; look for opportunities to praise individual efforts; and help improve the club image.

Section 2: The BoG shall

1. Be members in good standing
2. Include the following non-voting members: assigned Advisor(s) and President (except in case of a tie). Each of the remaining BoG positions has one vote. Paid employees of the NASCCA may serve on the BoG. However, they must abstain from voting on TS and AA financial issues.
3. Perform duties and responsibilities of their positions as outlined in these Constitution and Bylaws, respective Job Descriptions and Robert's Rules of Order (current edition).
4. Any member of the BoG may be removed from his/her position by his/her own written resignation to the BoG or by failing to fulfill his/her duties as determined by a majority of the BoG.
5. Be composed of no less than half *Active members* spouses {*NASC Constitution Art II, Sec 8, 2a*}.
6. Have a quorum to conduct business.
7. Approve the budgets to be taken to the GM.
8. Approve individual expenditures of funds not to exceed \$1500 (one thousand dollars) per project unless otherwise budgeted.
9. Approve charitable distributions.
10. Approve scholarship documents.
11. Review and approve all BoG policies and procedures annually or as needed. Be responsible for administration of policy.

Section 3: The Honorary Group shall

1. Consist of the Honorary President, Honorary Vice President and Advisors.
 - a. The Honorary President shall be the spouse of the U.S. Air Force Warfare Center Commander, with their consent.
 - b. The Honorary Vice President shall be the spouse of the U.S. Air Force Warfare Center Command Chief Master Sergeant, with their consent.
 - c. The Advisors may
 - i. Be the spouse of the 99th Air Base Wing, 57th Wing, 432nd Wing, 926th Wing Commanders and the NTTR or the spouse of the 99th Air Base Wing, 57th Wing, 432nd Wing, 926th Wing and the NTTR Command Chief Master Sergeants.
 - ii. With the approval of the BoG, if any of the above positions are not filled, the spouse of Commanders of any existing Units located at Nellis AFB, Creech AFB or the NTTR.
 - iii. Advisors will be asked to serve a one-year term to the BoG or as a liaison to any NASCCA committee.
2. *Be knowledgeable about the NASCCA Constitution and Bylaws, goals, and activities; get to know the Governing Board members; keep the lines of communication open; provide advice when appropriate; look for opportunities to praise individual efforts; and help improve the club image. {Air Force Wives Handbook, 2004}*
3. Not make motions.
4. Renounce their honorary status if they choose to run for an elected office or hold a chairmanship within the NASCCA.

Section 4: The Elected Officers

An elected officer may not hold the same office more than two consecutive terms, unless requested by the President to run for re-election. May be a financial beneficiary of the NASCCA, however they may not vote on Charitable Council financial issues.

1. The President shall
 - a. Call, give notice of (including changes in times or dates) and preside at all general, special, and BoG meetings.
 - b. Serve as Chair of the Constitution and Bylaws and Job Descriptions Committees
 - c. Serve as ex-officio member of all remaining committees, except the Nominating Committee.
 - d. Create standing, special and temporary committees as required.
 - e. Appoint Chairs for Standing and Special Committees with the approval of the BoG.
 - f. Appoint officers to fill vacancies, according to Article II, Section 7 and delegate duties to elected officers as deemed necessary.
 - g. *Be responsible for all FSS required documents. {AFI34-223, 10.6.1, 10.11}*
 - i. Coordinate and submit all required documents each fiscal year for filing taxes.
 - h. Coordinate with and assist each member of the BoG with their duties.
 - i. Authorize electronic voting when deemed absolutely necessary.
2. The Administrative Coordinator shall

- a. Be knowledgeable of the rules of parliamentary procedures to advise the President and BoG when needed.
 - b. Keep an accurate record of all GM, Special and BoG meetings, and distribute minutes in accordance with the Policies and Procedures.
 - c. Maintain current records for the term of office, permanent records and electronic cloud of the NASCCA.
 - d. Assist the President with collection of required FSS documents for annual review.
 - e. Perform duties as directed by the President.
 - f. Prepare the official correspondence of the BoG.
 - g. Maintain an email account for the use of the NASCCA, check it daily and forward emails appropriately.
 - h. Conduct approved electronic vote deemed absolutely necessary, *ensuring ratification at the next regular board meeting. {RONR (10th ed.), p.469-470, l. 29-2} (Robert's Rules of Order)*
3. The Operations Finance Officer shall serve as Charitable Finance Officer in their absence.
 4. The Chief Operations Officer shall
 - a. Perform the duties of the President in their temporary absence, maintaining the right to vote.
 - b. Succeed to the office of President when vacant, give up the right to vote when acting as President except when needed to break a tie.
 - c. Perform duties as directed by the President.
 5. The Charitable Finance Officer shall
 - a. *Be the custodian of the charitable fund and chair the Charitable Budget Committee meetings. {AF34-223, 10.6}*
 - b. Receive, disburse, and account for fundraising income, receipts, and expenditures of the charitable fund.
 - c. Balance the charitable fund monthly and report the state of the charitable fund at each BoG meeting.
 - d. Submit a list of all contributions to the President for the NASCCA annual review and tax preparation.
 - e. Assist President with yearly filing of the NASCCA taxes.
 - f. Serve as Operations Finance Officer in their absence.
 - g. Perform duties as directed by the President.
 6. The Chief Charitable Officer shall
 - a. Chair the Charitable Council
 - b. Perform duties as directed by the President.

Section 5: The Elected Positions

The appointed chair will perform duties spelled out in their job descriptions. They may not hold the same position more than three consecutive terms, unless requested by the President. May be a financial beneficiary of the NASCCA, however they may not vote on Charitable Council financial issues.

1. Scholarship Program Manager shall Chair the Scholarship Committee
2. Publicity Coordinator

Section 6: Special Committees shall

1. Be appointed by the President for such purposes as deemed necessary.
2. Perform duties and responsibilities of their committee as outlined in these Constitution and Bylaws, committee guidelines or policy and procedures and Robert's Rules of Order (current edition)
3. Dissolve when their specific purpose has been accomplished.
 - a. Nominating and Election Committee shall
 - i. Be chaired by appointment by the President.
 - ii. Be composed of the assigned Advisor(s), and up to three Active NASCCA members.
 - iii. Upon suggestion that a Nominating Committee member becomes a candidate for office, they must resign unless they immediately disavow interest in candidacy.
 - b. Constitution and Bylaws Committee shall
 - i. Be chaired by the President.
 - ii. Be composed of the assigned Advisor(s), President, Chief Operations Officer, Chief Charitable Officer, Administrative Coordinator and others as invited.
 - iii. Meet annually for review and *update every two years or when there is a change in the purpose, function, or membership eligibility of the PO, whichever comes first. {AFI34-223, 9.5}*
 - c. Job Description Committee shall
 - i. Be chaired by the President.
 - ii. Be composed of the assigned Advisor(s), President, Chief Operations Officer, Chief Charitable Officer, Administrative

Coordinator and others as invited.

- iii. Meet annually prior to the initial meeting of the nominating committee.
- d. Charitable Budget Committee shall
 - i. Be chaired by the Charitable Finance Officer.
 - ii. Be composed of the assigned Advisor(s), Elected Officers and others as invited.
 - iii. Meet in October to propose a mid-year budget to be approved at the following BoG meeting
 1. Post immediately for the Membership to review
 2. Bring to a vote at the following GM event.
 - iv. Meet in March to propose a budget to be approved at the following BoG meeting
 1. Candidates for the Elected Officer elections may be invited to the Budget meeting.
 2. The minimum carry-over amount for the Charitable Budget shall be no less than \$1000 (one thousand dollars) and the maximum carry-over amount shall be no more than \$5000 (five thousand dollars) unless funds are earmarked for specific items.
 3. Post immediately for the Membership to review
 4. Bring to a vote at the May GM Event. The fiscal year shall begin the 1st of June of each year. Funds cannot be distributed until the GM has approved the budget by a simple majority.
- e. Charitable Council shall
 - i. Be chaired by the Chief Charitable Officer.
 - ii. Be composed of the following voting members: the full BoG and the following non-voting members: assigned Advisor(s), President, TS Manager, and Airman's Attic Lead. Additional members may be added as deemed necessary by the President.
 - iii. Meet at least quarterly.
 - iv. Review and approve TS/AA Budget, Policies and Procedures, Volunteer Handbook, Contracts, Terms of Employment; AA Policies and Procedures and Volunteer Handbook. Any amendments will be written and approved by the Charitable Council.
 - v. Revise and approve mid-year TS/AA budget prior to the initial meeting of the Charitable budget committee in October. An annual proposed budget will be created by the Charitable Council prior to the March meetings of the Charitable Budget Committee.
 - vi. Submit a monthly financial report, noting any charitable donation from the TS to the NASCCA for each BoG meeting.
- f. Scholarship Committee shall
 - i. Be chaired by the Scholarship Program Manager.
 - ii. Be composed of the assigned Advisor(s), the full BoG and others as invited.
 - iii. Be carried out in accordance with BoG approved Scholarship Timeline. The amount of academic scholarship awards will be determined by the budget, as approved by the BoG.
 - iv. Any committee member, having any personal or family member interest in applying for a scholarship, shall resign from the committee, and a replacement shall be sought from the GM.
 - v. Appoint an independent panel of judges to score the essays. The judges may not be members of the NASCCA.
- g. Airmen Cookie Drive shall
 - i. Be chaired by appointment by the President
 - ii. Be composed of assigned Advisor(s), President, Chief Charitable Officer, Publicity Coordinator and others as requested.
 - iii. Be carried out in accordance with the Cookie Drive Timeline

Section 7. OFFICER ELECTIONS

1. Nominations will remain open for a minimum of 3 weeks after the announcement to the GM. *Each individual concerned must have agreed to run for election before being slated. {RONR, (10th ed.) p.421, l. 6-10}*
2. *In the event that only one person is running for each office, no vote is required. A motion to accept the slate of officers by acclamation shall be made and seconded at the May GM event. {RONR, (10th ed.) p.428, l. 32-35} 3.*
3. Where there are multiple nominations for one or more elected positions, the Committee Chair shall
 - a. Prepare all ballots, supervise all elections, count the ballots, and report the results if necessary. The count of the ballots shall not be divulged. All ballots shall be destroyed after 30 days following the election.
 - b. Make absentee ballots available if requested. They may be e-mailed, directly to the Committee Chair.
 - c. The President's ballot shall be put in a sealed envelope and shall be held in reserve, to be used only in the event of a tie for an elected office.
 - d. The Committee Chair shall be responsible for retaining ballots cast for a period of thirty (30) days following the election, after which, they shall be destroyed.
4. The Committee Chair shall present a list of winners to the President and Honorary President.

5. Elected officers shall serve a term of one year, 1 June to 31 May.
6. Vacancies created on the elected board with more than six (6) months remaining, shall be filled in the following manner:
 - a. When possible, the Nominating/Election Committee shall nominate at least two (2) candidates for the position.
 - b. The candidate(s) shall be presented and an election shall be held at a regular BoG meeting.
 - c. Vacancies created with less than six (6) months remaining shall be filled by appointment of the President.

Section 8. MEMBERSHIP

1. *Membership of the NASCCA cannot be based on race, color, religion, gender, age, national origin, creed, or disability. {IRS Code} {AFI34-223, 10.2}*
2. *All members will be held jointly and severally liable for the debts, obligations, and liabilities of the NASCCA.*
3. The membership is liable under the laws of Nevada for organizational debts in the event the organization's assets are insufficient to discharge liabilities. *{AFI34-223, 10.11}*
4. Membership in the NASCCA is automatically activated upon approved membership in the Nellis Area Spouses' Club (NASC) and revoked upon NASC membership termination.

ARTICLE III – MEETINGS AND QUORUMS

Section 1. Voting procedures will follow those set forth in Robert's Rules of Order (current edition). A proposition presented to the GM must be adopted by a simple majority vote, which is one more than half of the present members eligible to vote. *A quorum of the BoG, that is the majority of voting members, is required to conduct any business, other than postponement until a quorum is present. {RONR (10th ed.), p. 469, l. 24-29}*

Section 2. An advisor must be present for all voting.

Section 3. Special meetings of the BoG or GM may be called at any time by the President, or upon petition of at least twenty-five percent of the active membership. Notification is to be given to the President. Notice of such special meetings must be given by e-mail or by telephone at least one day prior to the date.

ARTICLE IV – AMENDMENT AND ADOPTION

Section 1. Amendment

1. *AFI 34-223, para 9.5 requires the Constitution to be updated every two years or when there is a change in the purpose, whichever comes first. {99FSS/PO}*
2. An amendment to this Constitution and Bylaws shall be proposed in writing to the President and presented at a regular or special meeting of the BoG for their approval. The proposed amendment shall be presented at a GM event, posted, and voted on by simple majority at the next regularly scheduled GM event. Any disputes from the GM need to be made in writing and presented to the BoG before voting occurs. The BoG has the authority to make any and all changes in the Constitution and Bylaws for the sole purpose of bringing it into compliance with mandatory changes in military, state, and federal instructions.

Section 2. Adoption

1. *The Constitution becomes effective upon adoption by an affirmative vote by majority of the GM, review of the United States Air Force Warfare Center Judge Advocate, and final approval of the 99th Mission Support Group Commander or designee. The adoption of this Constitution and Bylaws supersedes and nullifies any prior Constitution and Bylaws. {99FSS/PO}*
2. *All amendments to this Constitution are subject to final approval of 99th Mission Support Group Commander or designee. {99FSS/PO}*
3. *Conflicts of any provisions of the Constitution or Bylaws with existing military directives will be changed administratively subject to the final review of the Commander, 99th Mission Support Group. {99FSS/PO}*

ARTICLE V – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order (current edition) shall govern the NASCCA in all cases to which they are applicable and in which they are inconsistent with the Constitution and Bylaws and any special rules of order the NASCCA may adopt. {RONR (10th ed.), p. 16, l. 8-14}

ARTICLE VI – DISSOLUTION

Section 1. Notice of Dissolution – The NASCCA will notify 99th Force Support Squadron Private Organizations Monitor of its

intent to dissolve and prepare a time-phased action plan to do so. {99FSS/PO}

Section 2. Financial Resolute - NASCCA does not contemplate pecuniary gain or profit to the Governors, officers, or members thereof, and it is organized solely for charitable purposes. In case of dissolution of the NASCCA, any funds in the treasury after satisfaction of any outstanding debts, liabilities or obligations will be donated to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious or scientific purposes and which has established its tax-exempt status under Code Section 501(c)(3), such as Air Force Aid Society. Disposal of other assets shall be determined by the membership. Distribution of residual funds and other assets will not accrue to the benefit of any individual member of the membership as a whole. However, if outstanding debts of the NASC remain upon dissolution, the members of the NASC are jointly and severally liable for such debts. For the purpose of this Section, a member is defined as one whose name is carried on the roll of the active and associate members as of the date of notification. {IRS Code} {99FSS/PO}

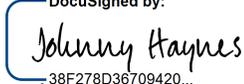
Section 3. Ordered Dissolution

- 1. In the event that a Non-Appropriated Fund Instrumentality fills the need for which this Private Organization is established, the NASC will be dissolved by the direction of the Commander, 99th Mission Support Group. Under those circumstances, all financial transactions of dissolution would be concluded separately and apart from the operation of any activity established as a Non-Appropriated Fund Instrumentality. {99FSS/PO}***
- 2. The Commander, 99th Mission Support Group, has the authority to dissolve this organization in the event that there are no members present or in the best interest of the United States Air Force. {99FSS/PO}***

CERTIFICATION

I certify the information in this Constitution is true to the best of my knowledge.

Date presented to membership: 10 May 2023
Date approved by membership: 18 May 2023

DocuSigned by:

38F278D36709420...
Johnny Haynes

NASCCA (Interim) President

DocuSigned by:

A73447587AF74B6...
Iria Colon

NASCCA Operations Finance Officer