



PROPOSED FSPSC
CONSTITUTION
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April 2023

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**FORT SILL PATRIOT SPOUSES' CLUB
FORT SILL, OKLAHOMA, INC.
Constitution**

April 2023

ARTICLE I – Organization Name and Purpose

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

Section B. The FSPSC 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 FSPSC is a 501 (c) (4) type private incorporated organization. The FSPSC is exempt from federal income tax. The FSPSC operates 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, AR 210-22 (Support for Non-Federal Entities Authorized to Operate on Department of the Army Installations), US Army Fires Center of Excellence and Fort Sill Regulation 210-56 (Installation Private Organizations), Fort Sill Regulation 608-2 (Fundraising), and Robert's Rules of Order.

Section B. The membership may dissolve the organization. The Approving Authority may withdraw permission to operate on the Army installation. The Approving Authority has the absolute discretion to determine whether the FSPSC's continued operation is compatible with the Army's interest. Refer to Article XIV (Dissolution), Section A. Notification by either party will be in writing.

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. This organization is primarily and absolutely liable for all of its liabilities, debts, and obligations.

Section D. The FSPSC Club abides by all local and state laws and regulations in the conduct of business. FSPSC members are not personally liable if the assets of the FSPSC are insufficient to discharge all liabilities, debts, and obligations as the FSPSC is properly incorporated under Oklahoma State Law. FSPSC members will not be personally liable for payment of FSPSC debts except as they may be liable by reason of their own conduct or acts. FSPSC insurance covers FSPSC property (liability, bonding, fire, and theft).

Section E. The FSPSC 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 FSPSC members, upon joining the organization or renewing membership with the organization, are advised to read the Constitution and Bylaws.

ARTICLE III - Governing Bodies

Section A.

1. The Governing Body of the FSPSC shall be the Governing Board, which consists of the Executive Board and Standing Committee Chairs.
2. The Executive Board is composed of:
 - a. The Elected Officers:
 - i. President
 - ii. 1st Vice President
 - iii. 2nd Vice President
 - iv. Secretary
 - v. Treasurer
 - vi. Publicity Chair
 - b. The appointed Parliamentarian

- c. The Honorary President(s)
 - d. The appointed Honorary Advisor(s)
3. Standing Committee Chairs, as listed in the Bylaws, shall have one vote. Each Committee member shall have one vote with the exception of the Honorary President (s), appointed Honorary Advisor(s), and the appointed Parliamentarian, who will be non-voting members. Additionally, the President will vote only in the case of a tie.

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

- 1. The spouse of the Commanding General and the spouse of the Command Sergeant Major, U.S. Army Fires Center of Excellence and Fort Sill, or designee, shall be invited to serve as the Honorary President(s).
- 2. The Honorary President(s) shall consult with the President and appoint the Honorary Advisor. Additional Advisors may be appointed 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 FSPSC.

Section D. Upon election every board member shall read the FSPSC Constitution and FSPSC Bylaws. Starting their board year each chair member is required to sign an agreement consent form to promise their loyalty and commitment to the club and fulfill their position duties.

Section E. Executive Board members and/or Standing Committee Chairs can be terminated from their position for cause by written request from the Executive Board or by their own written resignation.

ARTICLE IV – Responsibilities of the Governing Board

Section A. The Governing Board will ensure that the FSPSC operates in compliance with the Constitution and Bylaws, and the provisions of all regulations listed in Article II, Section A.

Section B. The duty descriptions of all Governing Board members are contained in the Bylaws. Committee Chairpersons will appoint their own Committee Members as needed, if not designated in the Bylaws. Names of committee members on the Nominating, Community Grant, and Scholarship committees will be listed in the

committee chairperson's binder but will not be published in FSPSC Governing Board Minutes and the conduct of these committees is confidential.

Section C. The preceding month's minutes and financial statements for FSPSC will be reviewed and approved by the Governing Board. The 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 of overall activities, operations, budgeted funds, and disbursements not to exceed \$1500 (refer to Article VI, Section B) of the FSPSC. Governing Board Chairs have their allotted yearly budget but must share with the Executive Board any expense over \$40. The two exceptions are the President per Article VI, Section C and the Scholarship/Community Grant Committees.

Section E. The FSPSC shall, by the action of the Executive Board, indemnify any member who incurs a personal liability to a third party as a result of acting in good faith on behalf of the FSPSC 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 FSPSC, with the exception of monthly contracts regarding the general membership functions. Board members are not allowed to hand out free FSPSC event tickets without approval from the FSPSC Executive Board.

Section F. At the beginning of its term, the Executive Board will review the proposed budget of income and expenses, ensuring that the disbursement of FSPSC 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. The Executive Board will serve a term of one (1) year (from 1 June to 31 May). The incoming Executive Board is authorized to assume whatever duties are necessary to further the FSPSC's programs for the coming year immediately upon the completion of the election. The incoming Executive Board will attend the last meeting of the outgoing Executive Board (in May).

Section H. Should a vacancy in an elected board position occur, it will be filled by a recommendation selected by the President and approved by a 2/3 vote of the Governing Board. Votes can be cast at FSPSC meetings or electronically.

Section I. Governing Board members are required to pay membership dues within 30 days of assuming their position.

Section J. Members of the Governing Board who wish to resign shall notify the President of their inability to serve, by letter of resignation, written or electronic. All Governing Board members must hand over FSPSC Binders and all necessary documents to allow a smooth transition. Governing Board members who resign and are in good standing, will retain their FSPSC Membership. As a FSPSC Member, they will follow our FSPSC Constitution, offer a proper handover, and support future FSPSC events and actions.

Section K.

1. Any member of the Governing Board who causes hardship and/or conflict or who fails to attend two (2) consecutive board meetings, unless excused by the President, may be asked to resign by the President; consequently, any member of the Governing Board can be terminated for cause by written request from the President after having received approval from the Executive Board.
2. Any Board Member slandering the FSPSC organization or its Board Members on the website, social media, official club emails, or witnessed in social settings with intent to cause harm to the FSPSC may be asked by the President to step down. Governing Board members who resign and/or fail to ensure a complete handover stated in the FSPSC Constitution are not eligible for a Governing Board position and the coming Executive Board Election.
3. Governing Board members causing hardship, conflict, or slandering the FSPSC organization or its Governing Board members cannot be eligible for future Governing Board positions.

ARTICLE V – Membership

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

1. General Members: FSPSC Membership is open to all spouses of the following:
 - a. an Active Duty, Reserve, National Guard or Retired Service Member of any military branch,
 - b. all US-sponsored foreign liaison personnel,
 - c. all DoD Civilian ID card holders.

Active members are entitled to vote, hold office (elected and appointed), and participate in all FSPSC activities. Active duty (i.e., dual military) and civilian employee members' club activities must comply with the Joint Ethics Regulation.

2. Widows and widowers of Active Duty, Reserve, and National Guard 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 shall be extended to those persons not in any of the above categories by the Governing Board. Provisional Annual Members shall have club privileges, except holding an elected office. Provisional Annual Members shall be assessed dues. Employees of the American Red Cross and Armed Services YMCA and their spouses may become Provisional Members.

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

1. Permanent departure from the area.
2. Nonpayment of dues or bills incurred with the FSPSC.
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 FSPSC member.

ARTICLE VI – Methods of Financing

Section A.

1. The budget of the FSPSC will be presented to the Governing Board for review and approval no later than the August Governing Board meeting. The budget is then presented to the General Membership no later than the first meeting of the board year in September for final approval by the General Membership.
2. The records and accounts of the Treasury will be analyzed upon completion, but no later than 10th of June 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 FSPSC will have three (3) accounts:
 - a. The General Operating Fund, which is derived from dues and monies raised within the membership.
 - b. The PayPal account (to support credit card payments online or at events).
 - c. The Philanthropy Fund will be derived from the net proceeds of all revenue-producing activities and will be used for Scholarships and Community Grants.
4. Funds raised after events should be designated between Scholarships and Community Grants based on Governing Board's annual vote regarding their allocations.

Section B:

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 FSPSC related expenditures without the approval of the Governing Board. The President must disclose the expenditure at the next Governing Board meeting after that expenditure is made.

Section D. If the General Operating Fund becomes insufficient to meet the operating requirements, the FSPSC Governing Board may approve a transfer of Philanthropy Funds to the General Operating Fund once per board year. This transfer of funds will not exceed ten percent (10%) of the Philanthropy Funds 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 community grants.

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

ARTICLE VII – Activities

Section A. FSPSC 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. FSPSC Communication can be via phone messages, emails, social media, and websites. Hours and forms of communication between board members will be voted upon at the beginning of the board year.

Section C. All external fundraising activities must have the written approval of the Approving Authority.

ARTICLE VIII – Scholarship

Section A. The scholarships will be awarded to a current FSPSC member or dependent family member.

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

ARTICLE IX – Community Grants

Section A. The Community Grants Committee will meet at least annually and submit a list of all distributions to the Governing Board no later than the May Board meeting.

Section B. Grant requests will be granted as funds allow in accordance with committee procedures and criteria.

ARTICLE X – Meetings and Quorums

Section A. The FSPSC may hold the following Meetings:

1. Executive Board meetings as called by the President or the Honorary President(s) or Advisor(s).
2. Governing Board meetings on a monthly basis, or as called by the President or the Honorary President(s) or Advisor(s).
3. General Membership meetings on a monthly basis, August or September thru May or as called by the President or the Honorary President(s) or Advisor(s).

4. Special meetings may be held upon the call of the President or at the request of five or more Governing Board Members. All Governing Board Members shall be notified of any such meetings.

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

1. General Membership Meeting: A quorum shall consist of 25% of the total membership. If a quorum is not met, the President may authorize an electronic vote, and the same quorum of 25% is required to pass a vote.
2. Governing Board meeting: A quorum shall be established when at least 2/3rds 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 a quorum.
3. Executive Board 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.

1. Elections shall be held annually at a General Membership meeting. The term of office shall be one year (1 June – 31 May).
2. A quorum shall be defined as 25% of the General Membership. All nominees require a simple majority vote to be elected.
3. 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 Board, 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 Governing 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 or email to the Governing Board for approval.
2. If the Governing Board does not approve the proposed Amendment, upon petitioning at least twenty-five percent (25%) of the membership, it must be submitted to a General Membership meeting of the FSPSC 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 that proposed changes be announced to the Membership at a previous General Membership meeting or by club-sponsored printed media or the FSPSC website. If an immediate vote is required, the FSPSC can request an online membership vote. FSPSC will promote and inform members about their vote on their website (Main website and Facebook) and email all members allowing them a timeframe of five (5) days to return their vote to the Parliamentarian Chair email.

Section B. Bylaws may be adopted, amended, or repealed by a simple majority of members at a Governing Board meeting providing that a quorum is present. Approved revisions of Bylaws must be made known to the membership.

Section C. Amendments to the Constitution and Bylaws 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 Bylaws. The committee's report will first be presented to the Executive Board, then Governing Board, followed by the presentation to the General Membership and the Approving Authority.

ARTICLE XIII – Adoption

Section A. This Constitution will become effective upon its approval by the General Membership. The Bylaws will become effective upon approval by the Governing Board.

Section B. This Constitution and Bylaws supersede all previous Constitutions and Bylaws and amendments.

ARTICLE XIV - Dissolution

Section A. The FSPSC may be dissolved at any time by a simple majority vote of the General Membership on the advice of the President and/or the Honorary President(s).

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

1. Publicize notice of closing no later than 30 days prior to the effective date.
2. Liquidate all FSPSC assets.
3. Settle all outstanding acknowledged obligations.
4. Distribute and dispose of remaining assets as determined by the FSPSC Board and its membership. Arrange for terminal financial records review.

Approved by a majority Governing Board vote on April 23rd, 2023
also by an Electronic Membership vote on April 30th, 2023

Signed _____
Lauren Taylor
FSPSC President 2022-2023

Signed _____
Erin Walsh
FSPSC Acting Parliamentarian 2022-2023