

**CONSTITUTION
OF THE
FORT KNOX SPOUSES AND COMMUNITY CLUB, INC.**

ARTICLE I – ORGANIZATION NAME AND PURPOSE

Section A. The name of this Private Organization will be the Fort Knox Spouses and Community Club, Inc., hereafter called the FKSCC. The FKSCC is in the Fort Knox Community, Kentucky, with an address of P.O. Box 177, Fort Knox, Kentucky 40121.

Section B. The FKSCC is organized as a private, financially, and operationally self-sustaining, non-profit service organization that supports the Active-Duty Spouses by connecting them with retiree and local community members through social, cultural, and educational activities. The FKSCC may provide scholarships and financially assists a variety of organizations within the United States Military and the Civilian Community.

Section C. The organization is established as a private organization under the provisions of DoD Instruction 1000.15 as further outlined in Army Regulation (AR) 210-22, October 2001, Private Organizations on Department of the Army Installations. The organization exists on the military installation at the discretion and written consent of the Installation Commander, hereinafter referred to as the Approving Authority.

1. The organization's programs and activities will not prejudice or discredit the military service or other agencies of the United States Government.
2. The organization's activities will not be conducted in the name of the installation or any organization of the Army establishment.

ARTICLE II - GENERAL PROVISIONS

Section A. The FKSCC will support the membership and Fort Knox Community. This may include but are not limited to: General Membership meetings; special activities; and internal fundraising activities. The organization is constituted, established, and operated by individuals acting exclusively outside the scope of any official capacity as officers, employees, or agents of the Government. The association is not established nor operated pursuant to authority vested in the Army or any official thereof.

Section B. The FKSCC shall operate with the approval of the Approving Authority. This approval is contingent on compliance with the requirements and conditions of all Army regulations, specifically *DoDI 1000.15 (Private Organization Operating on DoD Installations)*, *AR 600-20 (Army Command Policy)*, *AR 600-29 (Fund-Raising within the Department of the Army)*, and *AR 210-22 (Private Organizations on Department of the Army Installations)*.

Section C. All external fund-raising activities must have the written approval of the Approving Authority.

Section D. The General Membership or the Approving Authority may discontinue the organization. The Approving Authority may withdraw permission to operate on the Army installation at any time. Notification by either party will be in writing and in a timely manner. It should be clearly understood that the Approving Authority has the absolute discretion to determine whether the Private Organization's continued operation is compatible with the Army's interest.

Section E. The FKSCC is not an instrumentality of the United States, shall be self-sustaining, and may not receive financial assistance from the Department of the Army or any Non-Appropriated Funds (NAF) activity. The FKSCC will not duplicate or compete with a NAF or Appropriated Funds activity. Neither the Government nor Fort Knox will assume any liability for this organization's debts. The FKSCC will reimburse the Army for utility expenses unless such use is incidental.

Section F. The organization shall neither knowingly permit the Army or a non-appropriated fund to assert claim to the organization's assets and will not permit the Army or any non-appropriated fund to incur any obligations of the organization or on the organization's behalf. Subject to state and federal business formation law, the individual members of the organization acknowledge that they may become personally liable for the obligations and debts of the organization. Accordingly, the organization will ensure sufficient bonding for its activities.

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

Section H. All FKSCC Members, upon joining the organization or renewing membership with the organization, are encouraged to read the Constitution and Bylaws. All elected and appointed members of the Board of Governors and any Committee member, to include the Honoraria, are required to read and maintain a copy of the aforementioned documents and all other documents relevant to their positions, including any policies and procedures.

Section I. The Executive Committee shall provide copies of all required documents as defined in *AR 210-22, paragraph 2-1(c)* to include (a) minutes, (b) financial statements, (c) audits, (d) any major changes in organization activities, membership requirements, officers, objectives, organization, constitution, bylaws, use of funds, and management functions, (e) names, addresses, and phone numbers of officers, and (f) a copy of any correspondence about applicability of Federal, State, or local laws to the Approving Authority upon request.

ARTICLE III - OPERATING PROCEDURES

Section A. The operating procedures of the FKSCC are set forth in its Constitution and Bylaws.

Section B. The Constitution shall be reviewed every two years or upon request of the President, the Honoraria, the Parliamentarian, or at the direction of the Approving Authority. A Special Committee, chaired by the Parliamentarian, shall review the Constitution and the accompanying Bylaws. The Committee's report shall first be presented to the Executive Board, then to the Board of Governors, and any changes to the Constitution shall be presented to the General Membership for final approval.

Section C. Constitutional Amendments

1. Proposed amendments to the Constitution shall be submitted in writing to the Executive Board, then to the Board of Governors for approval. If the Board approves one or more proposed amendments, it shall submit such amendments to the General Membership for a vote.
2. If the Board does not approve a proposed amendment, such amendment must be submitted to a General Meeting for approval or rejection only if at least twenty five percent (25%) of the General Membership submits a petition to do so. Upon approval by the Board of Governors 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. The proposed amendments shall be announced to the General Membership at a previous General Membership meeting or by Club-sponsored printed or electronic media.

3. Amendments to the Constitution shall be submitted to the Approving Authority.

Section D. Bylaws may be adopted, amended, or repealed by a simple majority of members at a Board of Governors meeting provided that a quorum is present. Amendments to Bylaws shall then be submitted to the Approving Authority. Approved revisions of Bylaws must be made known to the General Membership.

Section E. Amendments to the Constitution and Bylaws shall not conflict with Army regulations or Fort Knox policy letters or directives.

ARTICLE IV - MEMBERSHIP

Section A. Membership in the FKSCC shall be voluntary. In addition, all Members of the FKSCC shall be volunteers and may never be paid employees of the FKSCC. Discrimination based on rank, race, color, creed, age, disability, gender, sexual orientation, or national origin will not be permitted. Each Active and Associate Member shall be required to pay dues when his or her membership application is submitted. A copy of the Constitution and Bylaws will be available for all prospective members to read prior to registering for membership. Active Duty and Civilian Employee Member's club activities must be in conformance with the Joint Ethics Regulation. Membership shall consist exclusively of the following:

1. Active Members shall pay dues, have the privilege to vote, may hold elected or appointed office, and may participate in all FKSCC activities, including committees. Active Members are those who have paid dues and are:
 - a. US Military ID Card holders, their Spouses and Family Members 18 year of age and above.
 - b. Civilian CAC (Common Access Card) holders, their Spouses and Family Members 18 years of age and above.
 - c. US-sponsored foreign liaison personnel, their Spouses and Family Members 18 years of age and above.
2. Associate Members shall pay dues and enjoy all the rights and privileges of Active Members with the exception that they may not serve in an elected position but may serve on committees. Associate Members are those who have paid dues and are:
 - a. Non-US Military ID Card above 18 years of age with a government issued ID.
 - b. Those to whom membership has been extended at the discretion of the Board of Governors.
3. The Executive Board, in consultation with the Honoraria, may deem a person ineligible for membership if he/she is in violation of the Joint Ethics Regulation.

Section B. Membership is voluntary and may be terminated for the duration of the Club Year (as defined below) by: (1) written request of the Member, or (2) written request of the Board of Governors. Termination of membership does not entitle any Member to reimbursement of dues paid.

Section C. Eligible Guests

1. Persons eligible for membership in the FKSCC may attend one (1) activity as defined in Article III, Section A as a guest, with the exclusion of "members only" events. Thereafter, persons must be Members of FKSCC to continue attendance.

2. Eligible non-member vendors who are selling at an FKSCC General Membership meeting or officially sponsored FKSCC event shall be invited to stay the duration of the meeting each time that they attend.

Section D. The Club Year shall run from 1 June through 31 May.

Section E. Any current Members affected by changes to membership eligibility during the Club Year shall be offered continued membership for the duration of the Club Year. Members of the Board of Governors, as defined in *Article V, Section B*, whose status changes during the year to Associate Membership eligibility may remain Active Members until the end of the Club Year.

ARTICLE V – GOVERNING BODY OF THE FKSCC

Section A. The business and affairs of the FKSCC shall be managed by or under the direction of a Board of Governors. The responsibilities of the Board of Governors shall be as set forth in the Bylaws.

Section B. The Board of Governors shall include:

1. The Executive Committee, as defined in the *Bylaws*; and
2. Committee Coordinators, as set forth in the *Bylaws*.

Section C. No member of the Board of Governors may be paid for services rendered to the FKSCC.

Section D. Term Limits and Termination

1. Elected Officers are elected annually and may only hold a particular board position for two consecutive years. Elected Officers may serve in different positions on the Executive Board for a total of three years, consecutively, after which they must have at least a one-year break before returning to the Executive Board. This three-year term may be set aside by appointment by the President after September 1 of the current club year if no other member is elected. Honoraria are excluded from this provision.
2. The FKSCC President and 1st Vice President positions must be spouses of active-duty service members stationed in the Fort Knox area.
3. Any member of the Board of Governors serves during the Club Year in which he/she is appointed by the President and may only hold a particular Board of Governors position for 3 years, after which he/she may serve in a different Board of Governors position.
4. Elected Officers and members of the Board of Governors may be terminated as set forth in the Bylaws.

Section E. Vacancies within the Board of Governors will be addressed as follows:

1. In the event of a vacancy of an elected office, except the office of the President, the office shall be filled by appointment made by the President after conference with the Honoraria and approved by the Board of Governors. The appointed member may have already served 3 years on the Executive Board.
2. In the event of a vacancy of an appointed office, the office shall be filled by appointment made by the President after conference with the Honoraria.
3. If the presidency is vacated at any time, this position shall be filled by the 1st Vice President. In the event the 1st Vice President is unable, declines, or is unavailable to serve, the position will be filled by a nominee selected by the Executive Committee, approved by the Board of Governors and elected by the General Membership.
4. Appointed Officers filling vacancies of Elected Officers shall adhere to the same guidelines as Elected Officers.

ARTICLE VI – ELECTION AND DUTIES OF OFFICERS

Section A. For each Club Year, the General Membership shall elect the President, 1st and 2nd Vice Presidents, the Administrative Coordinator, and the Financial Officer (the Elected Officers), pursuant to *Article XI* of the Bylaws. The term of office shall last for the Club Year (1 June – 31 May).

Section B. The responsibilities of the members of the Executive Committee (including Elected Officers) and Standing Committee Coordinators are as set forth in the Bylaws.

Section C. The FKSCC shall, by action of the Executive Committee, indemnify any Member who incurs personal liability to a third party as a result of acting in good faith on behalf of the FKSCC as an Officer, Chair, or otherwise, provided the actions were previously approved, and the Member acted within the scope of that approval.

ARTICLE VII – COMMITTEES AND COORDINATORS

The FKSCC shall establish Committees and appoint Coordinators for specific purposes as set forth in the Bylaws.

ARTICLE VIII - FINANCES

Section A. The revenue necessary to pursue the purpose of the FKSCC (*Article I, Section B*) shall be derived from the following sources:

1. The Membership shall be required to pay dues.
 - a. No dues shall be refunded upon departure or reassignment of any Member.
 - b. Dues shall not be increased or decreased by more than 20% without General Membership approval.
 - c. Half-yearly memberships shall be instituted at fifty percent (50%) of the annual membership rate beginning 1 January.
 - d. A reduced membership fee shall be available for Military ID holders whose sponsor is ranked E6 and below.
2. External fundraising activities shall be conducted with the approval of the Approving Authority. Internal fundraising activities shall be for FKSCC Members only and conducted with the approval of the Board of Governors.

Section B. Funds shall be maintained in approved accounts in accordance with current Private Organization regulations and normally accepted accounting principles. The approved accounts include:

1. an Operating Fund; and
2. a Community Outreach Fund (for grants and scholarships).

Section C. The Board of Governors shall ensure that all disbursements comply with the purpose for which the FKSCC was established. The Board of Governors will not initiate or vote on any financial considerations that will allow the organization to become indebted in any way that is in excess of its existing assets.

Section D. The fiscal year for the FKSCC shall be 1 June through 31 May.

ARTICLE IX – TAXES AND AUDITS

Section A. The FKSCC adheres to the Section 501 (c) (3) of the Internal Revenue Code of 1986 (regarding federal, tax-exempt status of a private organization) or corresponding provisions of any future United States Internal Revenue Law.

Section B. Possible tax exemption notwithstanding, the organization shall obtain an Employer Identification Number (EIN) determined by applicable IRS regulations. All taxes owed by the organization at the end of each calendar year shall be determined by audit and paid when necessary, by the Financial Officer. Legal advice shall be obtained when determined appropriate by the Financial Officer and agreed upon by the Executive Board and the General Membership during a report made by the Financial Officer prior to the end of each fiscal year. The organization will comply with all Federal, State and local tax laws and codes.

Section C. The FKSCC shall utilize a double entry accounting system and will have audits performed by a qualified auditor as set forth in the Bylaws.

ARTICLE X - INSURANCE AND BONDING

Section A. Fidelity bonding will be purchased by the Financial Officer from a qualified firm by the FKSCC for members handling monthly cash flow exceeding five hundred dollars (\$500.00) and will be equal to the normal maximum amount of cash flow handled or in an amount sufficient to provide full protection of assets.

1. The President, 1st Vice President, Financial Officer and any other member of the Board of Governors deemed necessary by the Executive Committee shall be bonded.
2. Costs of fidelity bonding shall be budgeted and paid for by the FKSCC.

Section B. Insurance shall be obtained from a qualified firm by the Treasurer in accordance with AR 210-22, Section 3-2.

Section C. The FKSCC is not eligible for the Risk Management Program (NAF Insurance Program, AR 215- 1).

ARTICLE XI - VOTING RESPONSIBILITIES

Section A. The General Membership shall be responsible for voting on the following matters: (1) the election of Elected Officers; (2) approval of the budget for the Club Year; (3) approval of amendments to this Constitution; and (4) any other matters requested by the Board of Governors for a vote of the General Membership.

Section B. The Board of Governors and Executive Committee shall vote on matters as set forth in the Bylaws.

ARTICLE XII - MEETINGS AND QUORUMS

Section A. The FKSCC shall hold meetings as follows:

1. The Executive Committee shall meet as called by the President or the Honorary President.
2. The Board of Governors shall meet on a regular basis, as determined necessary by the President, the Executive Board, and the Honorary. Meetings can take place in person or virtually. A scheduled board meeting may be rescheduled for a later date due to unforeseen circumstances. Additional meetings may be called by the President or the Honorary President.

3. Any Active Member may attend a Board of Governor's meeting with prior notification to a Board member. Such Member will have no vote and will comply with the procedures outlined by the President in accordance with the *Bylaws* and with advice from the Honoraria, while in attendance.
4. The General Membership shall meet on a regular basis, unless there are extenuating circumstances which prevent such meetings, with provisions for a summer recess. In the case of extenuating circumstances, a scheduled general membership meeting may be rescheduled for another date, if possible. The General Membership shall be notified of meetings in a timely manner. Notification shall include significant business to be transacted, date, time, and location.
5. The President may call emergency meetings of any of the above after consultation with the Honoraria.

Section B. A quorum must be present prior to the call for any vote at meetings of the FKSCC. Quorums are as follows:

1. General Membership meeting: A quorum shall consist of those members present and voting.
2. Board of Governors meeting: A quorum shall be established when at least one-half (½) of voting members are present. Three (3) voting members of the Executive Committee must be present to have a quorum. A simple majority of voting members constitutes a valid vote.
3. Executive Committee meeting: A quorum shall be established when three (3) voting members are present. A simple majority of voting members constitutes a valid vote.
4. Standing, Selected or Special Committee meetings: A quorum shall be established when one-half (½) the voting members are present. A simple majority constitutes a valid vote.

Section C. All business meetings of the FKSCC shall be governed by the procedures outlined by the President in accordance with the *Bylaws* and with advice from the Honoraria

Section D. There shall be no absentee or proxy voting. Further rules regarding voting are included in the FKSCC Bylaws.

ARTICLE XIII - DISSOLUTION

Section A. Dissolution of the FKSCC requires an affirmative vote of a majority of the General Membership present at a General Membership meeting called for this purpose, or when required by order of the Approving Authority. A 30-day notice of dissolution will be sent to all Members.

Section B. Upon dissolution of the FKSCC, all funds in the FKSCC treasury at the time will be used to meet any outstanding debts, liabilities, or obligations. Any physical assets will be sold to satisfy any outstanding liabilities. The balance of these assets will be disposed of as determined by the General Membership or the Approving Authority and must be used exclusively for exempt purposes. All federal, state, and jurisdictional laws will be met.

Section C. If liabilities exceed assets, the General Membership of the FKSCC shall be liable as directed by the Approving Authority or his or her designee. Members understand that if the organization's debts exceed its assets they may be personally liable. All State and Jurisdictional laws will be met.

ARTICLE XIV -ADOPTION

Section A. This Constitution shall become effective upon adoption in a duly constituted regular or special meeting of the General Membership and a majority vote of the voting members present, and upon approval of the Approving Authority or his or her representative.

Section B. Once approved, this Constitution supersedes all previous Constitutions and amendments except that it shall not affect officers elected or specific agreements and contracts entered into under the terms of the previous Constitution until such terms of agreements or contracts have reached their expiration date.

Section C. This Constitution was approved by the Board of Governors on _____, 2022 and by the General Membership on _____, 2022. In witness whereof, the following officers affix their signature.

Steven Schmitt, President

Date

Kelli Kuderka, Parliamentarian

Date