**The sample constitution that follows contains all basic provisions for writing a constitution for a private organization. It can be completed in less than an hour. Using it will also expedite the review process, since adding unique clauses will require additional review, time and effort. Verbiage in this document is required. Please feel free to add to the document but please do not delete verbiage or use rank or branch of service.**

**Constitution of the** *[Insert Private Organization Name]*

**Article 1**

**Name and Purpose**

The name of the private organization shall be *[Insert Private Organization Name]*. It is not a part of the Department of Defense or any of its components and it has no governmental status.

***(NOTE: The name, seal, insignia or other identifying device of the Department of Defense (DoD) or acronym ‘DoD’, a DoD component (military service), a non-appropriated fund instrumentality (NAFI), the local installation, local military unit or any other name, abbreviation, seal, logo, insignia or the like used by DoD or any DoD component, its programs, locations or activities, will not be used in the PO’s title or letter head.)***

The purpose of the private organization shall be to \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. *(Recommend this paragraph be short and concise, but include all facts as those not included could later be considered not within the intent of the organization, for example:* "promote comradery and professional development between members of the organization."*).*

Funds collected will be used in operation of this private organization to \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. *(For example: "purchase trophies, fund organization parties, make donations, and otherwise carry out the purpose of the organization.")*

**Article 2**

**General Provisions**

This private organization will operate on Joint Base San Antonio (JBSA), Texas pursuant to the provisions of

AFI 34-223 and in accordance with all applicable civil and military laws and regulations. The organization shall be self-sustaining and operate only with the consent of the installation commander. Operation is also contingent on compliance with the requirements and conditions of all applicable United States Air Force (USAF) regulations.

The members are jointly and severally liable under the laws of the State of Texas for organizational debts or liabilities in the event the organization’s assets are insufficient to discharge liabilities. *(****Mandatory unless the organization provides documentation of incorporation under the Texas Non-profit Corporation Act****.)*

**Article 3**

**Officers and Governing Body**

The officers of the *[Insert Private Organization Name]* are the governing board and shall consist of President, Vice President, Secretary and Treasurer *(other officers optional)*. The duties of the officers are outlined in the private organization’s by-laws.

The Executive Board shall consist of the officers plus (*others are optional*) and the President shall preside over all official meetings of the general membership or the Executive Board.

**Article 4**

**Membership or Patronage**

1. The *[Insert Private Organization Name]* will not discriminate in hiring practices or membership policies on the basis of age, race, religion, color, national origin, disability, ethnic group or gender.
2. Membership in the *[Insert Private Organization Name]* is open to: *(primarily limited to members of the DoD family, for example* "members of the 123d Security Forces Squadron."*).*
3. Individuals may apply for membership by *(explain application process or other affirmative action required for membership, for example* "completing and submitting the application form acknowledging their potential financial liability."*).*
4. Continuing membership is based upon annual enrollment.
5. Membership in the organization can be terminated by resignation or by notification/ disciplinary action by the [*Executive or Governing*] Board*.*
6. Membership can be reinstated by application in writing for consideration.
7. Members do not have proprietary rights in the organization’s assets. Income will not accrue to individuals except through wages or salaries for employees or other payment for services rendered.

**Article 5**

**Method of Financing**

The *[Insert Private Organization Name]* shall be financed primarily through membership dues and fees, fundraising events, service charges and donations. All on-installation fundraisers must be submitted to the JBSA Private Organization Coordinator at least 15 business days prior to the event. The 502d Force Support Squadron Director (502 FSS/CL) is the approval authority for on-installation fundraisers. Off-installation fundraisers are reviewed by the JBSA Private Organization Coordinator and the 502 Force Support Group Legal Office prior to the event.

**Article 6**

**Activities**

1. The *[Insert Private Organization Name]* will not engage in activities which compete with those of any morale, welfare and recreation activity, non-appropriated fund instrumentality (NAFI) or Army and Air Force Exchange Service operation on an installation, except as provided in AFI 34-223*.*
2. The *[Insert Private Organization Name]* will not engage in on-base resale activities (including bake sales, car washes, etc.) unless specific written authorization is obtained from 502 FSS/CL.

**Article 7**

**Meetings and Quorums**

1. General membership meetings will be held not less frequently than  *[Select a timeframe, for example: monthly, quarterly, annually.]*
2. An annual meeting will be held for the election of officers. Procedures for nominations and the elections are outlined in the by-laws.
3. A quorum for all official meetings is \_\_\_\_\_% at board meetings and \_\_\_\_\_\_% at general membership meetings. *(Many private organizations require 75% at board meetings and 50% at general membership meetings.)*
4. Special membership meeting may be called at the discretion of the Board of Governors or must be called upon written petition of two-thirds of the membership. (*Public notices of special membership meetings must be given. Public notice will be given by posting in the Plan of the Day and the Daily Bulletin at least 2 weeks in advance.)*

 **Article 8**

**Adoption and Amendments**

Amendments to this constitution may be submitted by any member in good standing by (describe how to submit amendments). At the earliest possible date, the proposed amendment will be presented to the general membership with at least 15 days advance notice to the meeting. To be adopted, the amendment must receive a majority vote of the members present. Approval of amendments and adoption of the Constitution are subject to the final review by the Installation Commander, JBSA or if the authority has been delegated, by the 502d Force Support Group Commander (502 FSG/CC) through 502 FSS/CL.

**Article 9**

**Dissolution**

Section 1: Upon dissolution, *[Insert Private Organization Name]*’s officers must:

1. Notify the 502 FSS/CC or 502 FSS/CL of its intent to dissolve the organization.
2. Prepare a time-phased action plan to do so.
3. The [*Executive or Governing*] Boardshall, after paying or making provision for the payment of all outstanding debts, liabilities or obligations of the *[Insert Private Organization Name]*, dispose of all the assets of the *[Insert Private Organization Name]* to such organization or organizations which shall qualify as an exempt organization or organizations under the Internal Revenue Code of 1986 (hereinafter referred to as the “Code”), or the corresponding provisions of any future United States Internal Revenue law.
4. Any such assets not so disposed of shall be donated to a USAF NAF or to the USAF as determined by the *(Executive Board, officers, etc.)* in accordance with AFMAN 34-201 or AFI 51-506, or shall be disposed of by a court of competent jurisdiction upon suitable proceedings brought for the purpose exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for tax exempt purposes.

Section 2: In the event that a NAFI fills the need for which this organization is established, this organization will be dissolved. Under those circumstances, all financial transactions of dissolution would be concluded separately and apart from the operation of any activity established as a NAFI.

Section 3: The 502 FSG/CC has the authority to dissolve this organization in the event that there are no members present or in the best interest of the USAF.

**Article 10**

**Insurance**

The organization agrees to hold harmless and indemnify the United States government, NAFI or any of its agents or sub-units for claims arising from any of the organization’s activities.

The organization conducts only low-risk activities, (*fund raisers, parties)*. Insurance will be purchased if specific events include a greater risk of injury or damage.

The organization will maintain liability and property damage insurance coverage commensurate with risk to protect against any claims or lawsuits that 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 organization. Such coverage, when required, must expressly provide that neither the U.S. Government of any NAFI will be liable for any claims or judgments against the organization or its members. A copy of the insurance policy and all renewal policies will be forwarded to the 502d Force Support Squadron Resource Manager (502 FSS/FSR).

If insurance is not deemed necessary, the organization will submit a request for waiver of insurance requirement to the 502 FSS/FSR for approval by the 502 FSG/CC through the 502 FSS/CL*.*

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(*Name*) (*Date*)

President, *[Insert Private Organization Name]*

**By-Laws of the** [*Insert Private Organization Name*]

**Article 1**

**Duties of Officers**

Section 1: It shall be the duty of all officers to ensure the organization and its members comply with

AFI 34-223 and all other directives affecting the operation of the organization. The Executive Board is composed of all the appointed and elected officers of the organization.

Section 2: President

1. The President shall preside at all meetings of the membership and the Executive Board as necessary, appoint the members of each special committee established by the [*Executive or Governing*] Board and perform such general functions as may be necessary.
2. The President shall be responsible to ensure the organization’s constitution and authorization is reviewed annually and is consistent with USAF policies as amended. The constitution and by-laws must be updated every two years, or sooner when there is a change in the purpose of this organization or a change in officers.
3. The President will ensure that all members document in writing that they are aware that financial liability incurred by the organization may ultimately result in individual’s personal financial responsibility if the organization fails to discharge its obligations even though the organization may have been re-designated or dissolved.
4. The President shall establish and maintain a system for the protection of organization assets and ensure the liabilities do not exceed its income.

Section 3: Vice President

1. The Vice President shall assist the President, serve as an advisor for the various committee chairpersons and assume the duties of the President in his absence.

Section 4: Secretary and Treasurer *(Note: The Secretary and Treasurer cannot be the same person. Their duties may be the same or separate. If so, list the duties of each.)*

1. The Secretary (*or)* Treasurer (*or both)* shall record the minutes of all membership and Executive Board meetings, prepare required correspondence, notify all members of General Membership and Special Meetings as required and have custody of all organization records.
2. The Secretary (*or)* Treasurer (*or both)* is required to present the meeting minutes of the organization to

 502 FSS/FSR as detailed in the handbook and to the Executive Board upon request.

1. The Treasurer is required to prepare and use budgets as a financial management tool. The budgets should be presented to the Governing Board for review.
2. The Treasurer will prepare a monthly financial statement and submit it to the Executive Board for review. The Executive Board will appoint an outside party to review the organization’s financial records upon change of Treasurer.
3. The books of the treasurer will be reviewed at least 2 weeks prior to termination of office. The results of this review will reflect the new treasurer’s acceptance of said books. A copy of the new treasurer’s acceptance will be forwarded to 502 FSS/FSR within 30 days of transfer of office. Year-end financial statements will be forwarded to 502 FSS/FSR within 30 days after the end of the private organization's fiscal year. The cost of all financial reviews/audits is the responsibility of this organization.
4. The Secretary (*or)* Treasurer (*or both)* shall be responsible for sending all gifts and cards. Secretary (*or)* Treasurer (*or both)* will be authorized to charge flowers and other suitable gifts to the account of the organization.

**Article 2**

**Election and Voting**

Section 1: The officers shall be elected at a General Meeting or a Special Meeting called for that purpose by an affirmative vote of a majority of the membership.

Section 2: Nominations for the organization’s first slate of officers will be made from the floor at the first General Membership Meeting. For future elections, nominations for officers shall be made by a Nomination Committee of three active members appointed by the [*Executive or Governing*] Board. Additional nominations may be made from the floor at the election. The notice of meeting will be posted at least 15 calendar days prior to the election and will provide the time, date and place of the election.

Section 3: Each term of office shall be for 1 year.

1. Officers’ terms may be terminated prior to the 1-year term for the following reasons:

(1) Permanent change of station.

(2) Resignation, if accepted by a majority vote of the [*Executive or Governing*] Board.

1. The term of office will begin 1 January.
2. All members of the Governing Board shall be elected from a slate submitted by a nominating committee. Nominations may be made from the floor. Elections require a majority vote of the votes cast; and in case a majority is not received by a candidate, then a run-off vote shall be held for the top two candidates. Votes will be cast by secret ballot. Proxy votes will not be permitted.
3. Members eligible for holding office must have at least six months remaining on station at the beginning of their term and must have been an active member for at least three months.
4. A majority vote of the members present shall be needed before any proposed action becomes valid.

A majority shall be half plus one of the members present. The president shall vote only in case of a tie.

Section 4: Vacancies occurring in the office of the president shall be filled by special election. Other offices will be filled from the governing board by appointment by the president for the remainder of the term. Should two or more board members vacate from the board, a special election will be held to fill the vacancies.

**Article 3**

**Dues and Fees**

*(Membership dues are optional at the discretion of the PO. Use the first clause below if dues will be collected, and use the second clause if no dues/fees will be charged.)*

Membership dues will be $\_\_\_\_\_\_\_per \_\_\_\_\_\_\_\_\_ (*year/month/quarter*) payable to the Secretary (*or)* Treasurer (*or both)* by \_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_.

 (*or*)

No member will be assessed a membership fee at any time. Contributions to the organization however, will be permitted and accepted.

**Article 4**

**Standing Committees**

Section 1: There shall be no standing committees ***or*** list names/types of standing committee(s).

Section 2: All committees shall consist of a chairperson and not less than two members.

Section 3: There shall be special committees as determined by the Executive Board.

**Article 5**

**Finances and Taxes**

a. All funds will be deposited in the *[Insert Bank or Credit Union Name]* and a financial statement will be reported and recorded in the official minutes of meetings on a timely basis.

b. The *[Executive or Governing*] Board will appoint an accountant to conduct an audit when annual gross revenues are $100,000 but less than $250,000; a Certified Public Accountant (CPA) will be appointed if annual gross revenues are equal to or exceed $250,000.  *[Insert Private Organization Name]* pays for this service to the CPA.

c. Except for petty cash expenditures up to $ *[Insert Amount]*, all funds will be disbursed by check. Checks amounting up to and including $200 may be signed by the Treasurer and check exceeding $200 must be countersigned by the President or Vice President.

d. The *[Insert Private Organization Name]* will comply with all applicable local, state and federal laws governing like civilian activities.

**Article 6**

**Insurance Coverage**

Due to low or minimal risk of injury or property damage in the ordinary course of operations of this organization, upon approval by the Installation Commander or his designee, the requirement for insurance may be waived. Liability insurance, commensurate with the risk involved, shall be obtained when appropriate. The U.S Government is not liable for the actions of or damage caused by this organization.

**Article 7**

**Awards/Gifts**

Section 1: The *[Insert Private Organization Name]* will send a card or suitable gift to any member or member’s dependent who is in the hospital.

Section 2: In the event of death of a member, member’s spouse or children, the *[Insert Private Organization Name]* will provide flowers for the funeral.

Section 3: Additional expenditures of $*[Insert Amount]* or less may be approved by any two members of the Executive Board. Expenditures in excess of $*[Insert Amount]*, but less than $*[Insert Amount]* must be approved by a majority vote of the entire Executive Board. All expenditures in excess of $*[Insert Amount]* must be approved by a majority vote of the general membership, either at a general or special membership meeting.

Section 4: The *[Insert Private Organization Name]* will comply with USAF regulations governing giving and receiving gifts.

**Certification of By-Laws**

I certify these by-laws were approved by a majority vote of the membership at our General Membership Meeting held on *[Insert Date].*

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(*Name*) (*Date*)

President, *[Insert Private Organization Name]*