

KOSC CONSTITUTION
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**KADENA OFFICERS' SPOUSES' CLUB (KOSC)
CONSTITUTION
JUNE 2024**

**ARTICLE I
NAME AND PURPOSE**

The name of the organization is the Kadena Officers' Spouses' Club hereinafter referred to as KOSC. The purpose of KOSC is to promote social, recreational, charitable, and educational endeavors through non-profit activities.

**ARTICLE 2
GENERAL PROVISIONS**

Section 1. Operation

KOSC operates on Kadena AB with the consent of 18 WG/CC or 18 MSG/CC as his/her designee. Operation is contingent upon compliance with the requirements and conditions of all applicable Air Force regulations and instructions.

Section 2. Member Liability

Members are jointly and severally liable under the laws of Japan and/or U.S. for organizational debts in the event the organization's assets are insufficient to discharge liability. Upon joining this organization, members will be notified of their personal financial obligations of this Private Organization (PO).

Section 3. Mandates

KOSC will not:

- a. Sell, giveaway, or in any way, dispense any item that violates copyright laws, rules of the military postal system, or Japanese customs requirements.
- b. Solicit vendors who sell any pirated materials such as videotapes, books, or audiotapes.
- c. Use the military postal system to receive or transport items for resale; this is prohibited.

The KOSC will:

- a. Submit all fundraising requests to 18 FSS/FSRF.
- b. Coordinate and have the fundraising request signed off by the manager of any facility or area KOSC will be using before submitting it to 18 FSS.
- c. Submit request no later than 21 business days prior to the scheduled fundraising event to 18 FSS/FSRF. Although the approving authority for fundraising events is 18 FSS/CC/DD, the legal responsibility remains with KOSC.

Section 4. Non-Competition Clause

KOSC Constitution, June 2024

KOSC will not engage in activities that duplicate or compete with any 18 FSS or AAFES activities.

ARTICLE 3 OFFICERS AND GOVERNING BODY

The officers of this association shall be the President, Vice President of Charitable Giving, Vice President of Events, Administrative Coordinator, Financial Officers, Parliamentarian (an appointed position), Director of Communication, KOSC Gift Corner Liaison (an appointed position), and advisors. The Board of Governors, hereafter referred to as BOG, of KOSC shall consist of executive officers as well as the following appointed positions: Events Coordinator, Membership Administration, Historian, Special Activities, Ways and Means, Fundraising, Charitable Outreach and Scholarship Chairs(s).

- a. Officers shall serve a term of 1 year, which will commence in June following the April election and May installation of officers.
- b. Any active member not delinquent in the payment of dues or other money owed to the association shall be eligible to be elected to office subject to the following additional qualifications.

ARTICLE 4 MEMBERSHIP OR PATRONAGE

Section 1. General

Membership in this association will be voluntary and is primarily limited to SOFA status members assigned to Okinawa. There will be 3 classes of membership as follows:

1. Active membership: Shall reside on Kadena Air Force Base or be attached to Kadena Air Force Base; shall pay dues; vote and have the opportunity to hold elected or appointed positions; and are entitled to the full use of all services, facilities, and privileges offered by the KOSC. Those eligible for active membership are:
 - i. Spouses or family members who are 18 years of age of a commissioned or warrant officer of the Armed Forces.
 - ii. Spouses of retired commissioned or warrant officers of the Armed Forces.
 - iii. Spouses of deceased commissioned or warrant officers of the Armed Forces.
 - iv. Spouses of civilian employees who are eligible to be members of Kadena Officers Club.
2. Associate memberships: Associate members shall have the same rights and privileges as an active member. Members will pay dues and have full voting privileges. Associate Members cannot hold an elected position on the Executive Board, however they may hold a Board of

Governors position, are eligible to serve on all other committees, and may serve as chairman of a committee. Those eligible for associate membership are:

- i. Spouses or family members who are 18 years of age of a commissioned or warrant officer of the Armed Forces.
 - ii. Spouses of retired commissioned or warrant officers of the Armed Forces.
 - iii. Spouses of deceased commissioned or warrant officers of the Armed Forces.
 - iv. Spouses of civilian employees who are eligible to be members of Kadena Officers Club.
 - v. For purposes of this article, any child receiving support from and residing in the household of the sponsor shall be considered a bona fide family member.
3. Honorary membership: The president may grant honorary membership to any person not otherwise eligible for any other class of membership, who is in some manner connected with Okinawa and whose membership will, in the opinion of the president, benefit the association. Honorary membership must be requested in writing. Membership will be renewed annually. Honorary members shall not be required to pay dues but shall have the same privileges as active members except for voting, the right to hold office, and the right to serve on committees.

Section 2. Non-Discrimination Clause

In Accordance With AFI 34-223, 13 Dec 18, *Private Organizations (PO) Program*, paragraph 10.2., and Air Force Guidance Memorandum (AFGM) to Air Force Instruction, 1 Feb 18, (AFI) 36-2706, Equal Opportunity Program, Military and Civilian, KOSC will not engage in membership discrimination based on age, race, religion, color, national origin, disability, ethnic group, or gender.

The KOSC reserves the right to deny membership that would bring discredit upon the association. Denial of membership will be for cause and passed by a quorum of General Membership.

Section 3. Activities Eligibility

To be eligible for participation in any KOSC activities such as bunco, book club, and other activities that the KOSC sponsors, it is a requirement to be an active member of the KOSC. Refer to "*Bylaws, Article 8: Guests*" for supporting information.

Section 4. Membership Termination

Membership in the association will be terminated by action of the executive committee:

- a. When the member submits a written resignation.
- b. Upon permanent departure of the member from Okinawa.
- c. If dues are assessed, then at such time when the member is 3 months delinquent in payment of dues.

- d. For cause deemed sufficient by a majority of the executive committee to warrant termination of membership.

Section 5. Membership Reinstatement

A terminated member may be reinstated upon written application, and payment of dues, at the start of the new KOSC board year.

ARTICLE 5 METHOD OF FINANCING

Section 1. Dues

Each member of this association will be assessed dues as provided in the bylaws. A member whose dues are not paid by the 15th of the month following the month in which they are due shall be deemed delinquent in payment of dues and shall be ineligible to vote or be elected to office. Members delinquent in payment of dues shall not be counted in determining the present of a quorum.

Section 2. Self-Sustainment Clause

KOSC shall be self-sustaining. There will be no direct financial assistance to this organization from a NAFI in the form of contributions, dividends, donations of money, or other assets in accordance with (IAW) AFI 34-223, paragraph 10.5. A budget will be prepared by the General Fund Treasurer and approved by membership annually.

Section 3. Resale Activity Clause

KOSC will not engage in any resale activities unless specific authorization from 18 WG/CC or 18 MSG/CC as his/her designee is granted for:

- a. Thrift shop sales of used clothing and used merchandise.
- b. Occasional sales for fundraising purposes such as bake sales, dances, carnivals, and similar infrequent functions.
- c. KOSC will not operate any type of gambling or slot machine.

IAW 18th FSS Operating Instruction (OI) 34-223-1, *Private Organization (PO) Program*, dated 17 July 2015, para. 8.2. "Kadena Officers' Spouses Club (Gift Corner) is authorized to conduct continuous resale operations."

Section 4. Income Clause

No income will accrue to individual members of this organization except through payments to KOSC employees or other payments for services rendered.

Section 5. Kadena Gift Corner (KGC)

The Kadena Gift Corner will provide income for the KOSC to be donated to the KOSC scholarship and charitable welfare fund that supports community and welfare for both American and Japanese communities. **The Kadena Gift Corner proceeds will fund the scholarship/charitable budget with the following exception: A percentage of no more than 5% of the Gift Corner net income may be donated to the operating expenses through the general fund.**

ARTICLE 6 ACTIVITIES

Section 1. General

KOSC will engage in the following activities:

- a. Volunteer support of other PO's on Okinawa
- b. Volunteer support of Kadena USO
- c. Fundraising in support of PO's of Kadena

Section 2: Special Activities

The KOSC has several special activities. All of the activities will comply with the rules of KOSC. New activities may be added with the approval of the board of governors and must comply with the rules of KOSC.

ARTICLE 7 MEETINGS AND QUORUMS

Section 1. General Membership

- a. Unless otherwise decided by the Board of Governors (BOG), there shall be a general membership meeting known as a "Social", on the 3rd Thursday of each month at a time and place to be determined by the President. At least 10 days prior notice of the time and place of each meeting will be given to the membership by such means, as the executive board shall direct.
- b. The single exception to policy is the Holiday Luncheon. The date for this Social will be determined based on the availability of the host. In rare circumstances a Social can be moved if there is no availability at the Officers' Club and a different venue needs to be found. This change would need to be approved in advance by the BOG. All other Socials will be scheduled to avoid conflicts with applicable Kadena Air Base events.

Section 2. Executive Board

Unless otherwise decided by the Executive Board, there shall be a regular meeting on the 2nd Thursday of each month at a time and place to be determined by the President. The Executive Board will consist of all KOSC elected officers, the advisors, and the Parliamentarian. The Executive Board serves as the governing body for all Kadena Gift Corner operations. The Executive Board will comprise the Selection/Termination Committee for the position of the Gift Corner Operations Director. For all other Standing Committees and panel compositions, see *"Bylaws, Article 4: Standing Committees."*

Section 3. Board of Governors (BOG)

Unless otherwise decided by the Executive Board and BOG, there shall be a regular meeting on the 2nd Thursday of each month at a time and place to be determined by the President. The duties of the BOG shall be to formulate the policies and procedures of KOSC. The BOG shall be responsible for the management of KOSC including the accountability of assets, satisfaction of liabilities, disposition of residual assets upon dissolution, and otherwise assuring responsible financial and operational management. All regular BOG meetings will be open to any KOSC member, but a Non-Disclosure Agreement must be signed to attend. If a member desires to address the board, the President must be notified the Tuesday prior to the scheduled meeting in order to place the member's request on the agenda.

Section 4. Special Meetings

The President may call special meetings at any time when:

- a. The president shall deem such a meeting to be necessary.
- b. A request is submitted in writing signed by 10 percent of the active membership.
- c. A request is submitted by the Honorary President, Honorary Vice President, and/or Advisors.
- d. 18 WG/CC, 18 MSG/CC/DD or 18 FSS/CC/DD requests.

NOTE: Notice of any special meeting shall be given to the membership by all practical means at least 10 days in advance of such meetings.

Section 5. General Provisions

- a. Minutes: The Administrative Coordinator will prepare written minutes of all meetings of the General Membership, Executive Board and BOG and forward a copy to 18 FSS PO Monitor no later than the 20th calendar day of the following month. Such minutes will be retained and records maintained by the Recording Secretary for at least seven (7) years. Approval of the minutes of the preceding meeting shall be the first order of business at each meeting of the General Membership Meeting.
- b. Authority of the President to Vote: The President will not vote at meetings of the General Membership, Executive Board or BOG except when necessary to break a tie vote on an issue that may be decided by a majority in accordance with this constitution. In such a case, the vote of the President will decide the issue. The President may vote in annual elections and as a member of the Selection/Termination Committee and charitable committee.
- c. Financial Officer's Report: At each regular meeting of the BOG, a Financial Officer will make reports on the financial status of this association. The reports and financial statement will be made available for inspection by the members and a copy will be forwarded to 18 FSS PO Coordinator on a yearly basis. (AFI 34-223 10.7.) The Financial Officers will retain the Financial Officers' reports for at least seven years.
- d. Gift Corner Report: At each regular meeting of the Executive Board, the Book Keeper will make a report on the financial status of the Gift Corner. The Operations Director's report and financial

statement will be made available for inspection by the members, and a copy will be forwarded to the Executive Board on a quarterly basis.

- e. Parliamentary Authority: Except as otherwise specifically provided herein, all procedural matters pertaining to the conduct of meetings will be governed by Robert's Rules of Order.
- f. Conflict of Interest: Whenever a member of the Executive Board or BOG has a financial or personal interest in any matter coming before the board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested board members determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 6. Quorum

At all regular and special meetings of the general membership, 10 percent of those active members whose dues are currently paid shall constitute a quorum. Except as otherwise specified in this constitution, a majority vote of the active members present shall be required to pass any motion or transact any other business. Quorum of the Executive Board shall be 50%+1 of voting members. Quorum of the Board of Governors shall be 50%+1 of sitting board members. Note that when a position is co-chaired, only one voting member may vote for a motion.

ARTICLE 8 ADOPTION AND AMENDMENTS

Section 1. Adoption Clause

This constitution and bylaws shall become effective upon adoption by an affirmative vote of two-thirds of the members present at any regular or special meeting at which a quorum is present, providing it is thereafter found to be legally sufficient and approved by 18 WG/CC or 18 MSG/CC/DD as his/her designee. This Constitution and Bylaws shall be reviewed and/or updated at least every year, or when there is a change in purpose, function, or membership eligibility, whichever comes first.

Section 2. Amendments Process

This Constitution and Bylaws may be amended in accordance with the following procedures:

- a. A proposed amendment must be in writing, signed by at least three active members, and presented to the Executive Board.
- b. The Administrative Coordinator will notify the active members of the substance of the proposed amendment in writing.
- c. Such notice will inform the members that the amendment will be voted on at the next regular business meeting following such notice, provided the meeting is held not less than 10 days after the date of the notice.

- d. An affirmative vote of two-thirds of the active membership will be required for the adoption of any amendment.
- e. No amendment shall take effect until approved by 18 WG/CC or 18 MSG/CC/DD as his/her designee.

Section 3. Review Requirements

- a. The Constitution shall be reviewed annually by the Constitution and Bylaws Committee, or as deemed necessary by 18 WG/CC or 18 MSG/CC as his/her designee.
- b. The Standing Rules will be reviewed annually by the Constitution and Bylaws Committee. The Committee will assess which Standing Rules, if any, shall be incorporated into the Bylaws.

**ARTICLE 9
DISSOLUTION**

In case of dissolution of the organization, whatever funds are contained in the treasury at the time will be used to satisfy any outstanding debts, liabilities, or obligations. The remaining of the assets will be disposed, IAW 34-223, by donating to a charitable institution decided upon the majority vote of the members. In the event the association is dissolved and liabilities exceed assets, all members equally assume the liabilities to the extent recognized by law. Each prospective member will be informed that they may become personally liable, to the extent recognized by law, for the debts of the association. Should KOSC decide to disband or shutdown IAW AFI 34-223, its officers will notify the FSS/CC or Division Chief of their intent to dissolve the private organization and will prepare a time phased action to do so.

CERTIFICATION

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

Meredyth Gilmore Hall
KOSC President

(Unfilled)
KGC Liaison

Brandi Evans
Advisor

Olivia Coleman
VP of Charitable Giving

Katie Marcucci
VP of Events

Alex Hopkin
Administrative Coordinator

Brittney Kinne
Financial Officer

April Gantner
Parliamentarian

Brooke Epp
Director of Communications
