

**CONSTITUTION AND BY-LAWS  
OF THE  
Team Osan Spouses' Club**

**ARTICLE I  
NAME AND PURPOSE**

**SECTION 1 - NAME:** The name of this organization shall be Team Osan Spouses' Club, hereafter referred to as TOSC.

**SECTION 2 - PURPOSE:** The purpose of the TOSC shall be to promote charitable relationships within the Osan American and Korean communities for social, cultural, and recreational activities among members of the TOSC. This organization will comply with applicable Air Force publications. This is a private organization. It is not a part of the Department of Defense or any of its components and it has no governmental status.

**SECTION 3- MISSION STATEMENT:** A supportive network of military spouses serving together in the Osan community, enhancing our Korean experience through social, charitable and cultural events.

**ARTICLE II  
GENERAL PROVISIONS**

**SECTION I -AUTHORITY:** The TOSC is a private organization operating on Osan Air Base under the authority of AFI 34-223, Private Organizations. It is a self-sustaining interest group operated by people outside the scope of any official position they may have with the Federal government, and it operates only with the written permission of the installation commander or his/her designee.

**SECTION 2 - LIABILITIES:** The liabilities of TOSC are as follows:

- A. **Obligation:** Obligations will be for the sole use and benefit of the TOSC. No individual may obligate TOSC without approval from the executive committee. If an obligation is made without prior approval, the member will be held liable.
- B. **Insolvency:** Members of the TOSC may become financially liable for the obligations and debts of the TOSC if its assets fail to meet its obligations and debts. Members are joint and severally liable for the obligations and debts of the TOSC.
- C. The Constitution and by-laws of the TOSC will be updated every two years or when there is a change in the purpose, function, or membership eligibility of the PO, whichever comes first.

**ARTICLE III  
MEMBERSHIP**

**SECTION 1 - QUALIFICATIONS:** Membership in the TOSC is voluntary and open to all active duty spouses, spouses of retired Activity Duty services members, and civilian equivalents. The TOSC does not discriminate in hiring practices or membership policies based on age, race, religion, color, national origin, disability, ethnic group, sexual orientation, or sex (including gender identity). Per DoD 1020.02E: All service members are afforded equal opportunity in an environment free from harassment, including sexual harassment, and unlawful discrimination on the basis of race, color, national origin, religion, sex (including

gender identity), or sexual orientation. In accordance with AFI 34-223, para 10.2, POs may not discriminate in hiring practices or membership policies on the basis of age, race, religion, color, national origin, disability, ethnic group, or gender. Members of the TOSC agree to covenant not to sue any of its members, the United States Government and/or any Service Branch for any action in contract or tort, which may arise out of the operation and/or activities of the TOSC.

**SECTION 2 - TYPES OF MEMBERSHIP:** The TOSC will have four types of memberships: Active Members, Associate Members, Honorary Advisors, and Honorary Members. Privileges and dues will be defined in the TOSC By-laws and Standard Operating Procedures.

**SECTION 3 - FEES AND DUES:** Members of the TOSC shall pay annual dues to the Membership Chair. The TOSC membership year is June 1- May 3 I. Dues shall be paid starting on June 1st• Privileges and dues will be defined in the TOSC By-Laws and Standard Operating Procedures.

**SECTION 4 - GUESTS:** A guest is anyone who is not eligible to join TOSC:

- A. May attend unless the President has designated a closed or members-only meeting.
- B. Must attend with a current member.
- C. Exceptions may be made with executive board approval.

**SECTION 5- PROSPECTIVE MEMBERS:** A perspective member is anyone who is eligible to become a member but has not joined TOSC.

- A. May attend unless the President has designated a closed or members-only meeting.
- B. May attend one (1) social and one (1) mini club.
- C. Exceptions may be made with Executive Board approval.

**SECTION 6 -TERMINATION OF MEMBERSHIP:** Any or all of the following terminates membership:

- A. Member's permanent departure from the area.
- B. Nonpayment of dues within sixty (60) days from the date of application for membership.
- C. Written resignation to the TOSC.
- D. Change of status, which would affect membership eligibility.
- E. Just cause, or as determined by a two-thirds vote of General Board.

**SECTION 6 - TOSC ACTIVITIES:**

Membership is necessary for participation in all TOSC activities. Exceptions may be granted by executive board approval and in conditions listed in Article III, section 4.

## **ARTICLE IV OFFICERS AND GOVERNING BODY**

**SECTION 1- DESCRIPTION:** The TOSC will be governed by an executive committee consisting of six elected officers: President, General Vice President, Welfare Vice President, Secretary, General Fund Treasurer, and Welfare Treasurer. The Executive Board will also include one appointed position: Parliamentarian. Officers will ensure the TOSC complies with all requirements of this Constitution. New officers will also consult the 51st Force Support Squadron PO monitor (51 FSS/FSRO) for guidance and training on local base requirements, procedures, and information that supplements AFI 34-223, as needed. The Officers of the TOSC will be Honorary, Elected, or Appointed and will serve as members of the Executive Board and the General Board.

- A. Honorary Officers and Advisors:
  - 1. The spouse of the Seventh Air Force Commander will be Honorary President with their consent.
  - 2. The spouse of the Seventh Air Force Command Chief will be Honorary Vice President with their consent.
  - 3. The spouse of the 51st Fighter Wing Commander will be the Senior Advisor with their consent.
  - 4. The spouse of the 51st Fighter Wing Command Chief will be an Advisor with their consent.
- B. Elected Officers are the President, General President, Welfare Vice President, Secretary, Welfare Fund Treasurer, and General Fund Treasurer.
- C. Members may serve for a period of two consecutive years in the same Executive position but must be elected each new board year.
- D. If an Active Member becomes an Associate Member after elected, she/he may fulfill that office to term.
- E. Appointed by President and approved by Executive Board:
  - 1. Parliamentarian, Historian, Member-at-Large, Publicity, Webmaster, and Volunteer Coordinator.
- F. Appointed by the General Vice President
  - 1. Membership, Programs, Reservations, Ways & Means, and Special Activities.
- G. Appointed by the Welfare Vice President
  - 1. Community Grant, Thrift Shop, Scholarships, Wild West Night, and Operation Sweet Treat
- H. The member shall volunteer for this position; the overseeing executive board member will appoint the chair position.
- I. Approved by the Executive Board.
- J. Executive Board shall consist of Elected Officers, Parliamentarian, and Honorary Advisors.
- K. General Board shall consist of the Executive Board and all appointed Chairs.

**SECTION 2 - DUTIES OF THE PRESIDENT:** The President shall have the following duties and obligations:

- A. Enforce the Constitution, and all other rules, regulations and conventions of the TOSC.
- B. Preside at all Membership Functions, Special Meetings, Meetings of the General Board and the Executive Board.
- C. With the assistance of Advisor(s), appoints a Parliamentarian, Standing and Special Committee
- D. Chairpersons whenever necessary to conduct the business of the TOSC.
- E. Ex-officio member of the Budget Committee.
- F. Has authority to co-sign checks with the General Fund Treasurer and Welfare Fund Treasurer.
- G. Votes only in case of a tie.
- H. Oversee the Member-At-Large, Publicity, Webmaster, Volunteer Coordinator, and Historian.
- I. Take responsibility for the disposition of any assets or discharge of any liabilities remaining in the event the TOSC is dissolved.
- J. Refer to Job Description for additional duties.

**SECTION 3 - DUTIES OF THE GENERAL VICE PRESIDENT:** The General Vice President shall have the following duties and obligations:

- A. Has the authority to co-sign checks with the General Fund Treasurer.
- B. Voting member of the Budget Committees.

- C. Oversees Membership, Programs, Summer Programs, Reservations, Ways and Means, and Special Activities.
- D. Refer to Job Description for additional duties.

**SECTION 4 - DUTIES OF THE WELFARE VICE PRESIDENT:** The Welfare Vice President shall have the following duties and obligations:

- A. Has the authority to co-sign checks on the Welfare Fund.
- B. Voting member of the Budget Committees, Thrift Shop Advisory Board, Scholarship Committee, Operation Sweet Treat Committee, Wild West Night Posse, and Community Grant Committee.
- C. Oversees Community Grants, Scholarships, Thrift Shop, Operation Sweet Treat, and Wild West Night.
- D. Refer to the Job Description for additional duties.

**SECTION 5 - DUTIES OF THE SECRETARY:** The Secretary shall have the following duties and obligations:

- A. Takes minutes at Executive Board Meetings, General Board Meetings, and Business Meetings called at Membership Functions.
- B. Prepares minutes of each meeting, submits them to President for signature, posts approved minutes in the designated location, and forwards copies to the 51st Force Support Squadron.
- C. Responsible for keeping records, documents, and special reports for seven (7) years.
- D. Responsible for all correspondence of the Executive Board and General Board.
- E. Custodian for all TOSC office and computer supplies.
- F. Refer to Job Description for additional duties.

**SECTION 6 - DUTIES OF THE GENERAL FUND TREASURER:** The General Fund Treasurer shall have the following duties and obligations:

- A. Responsible for the financial affairs of TOSC and monitors expenditures of Board Members.
- B. Keeps exact records of all money received into and disbursed from the General Fund Checking and Savings Accounts.
- C. Responsible for payment of commitments approved by Executive and General Board and/or General Membership.
- D. Ensures two authorized officers sign checks for expenditures exceeding \$500.00.
- E. Prepares a monthly detailed financial statement for presentation to the Executive Board and a summary for the General Board
- F. Presents records for financial audit at the end of term of office.
- G. Chairs the General Fund Budget Committee for initial year review, mid-year review and final year review, or as needed.
- H. Has the authority to sign checks.
- I. Prepares the General Fund Budget for presentation and approval no later than the October General Membership meeting.
- J. Prepares 501 [c] (7) taxes and present to the Executive Board and ensures that taxes are filed on time.
- K. Refer to Job Description for additional duties.

**SECTION 7 - DUTIES OF THE WELFARE FUND TREASURER:** The Welfare Fund Treasurer shall have the following duties and obligations:

- A. Responsible for the Welfare Account and Thrift Shop accounts of the TOSC.
- B. Keeps exact records of monies received into the Thrift Shop and Welfare Accounts from Thrift Shop profits and other charitable fundraisers.

- C. Responsible for payment of contributions approved by Executive and General Board and/or General Membership.
- D. Ensures two authorized officers sign checks for expenditures exceeding \$500.00.
- E. Prepares a monthly detailed financial statement for presentation to the Executive Board and a summary for the General Board.
- F. Has the authority to write checks.
- G. Presents records for financial audit at the end of term of office.
- H. Chairs the Welfare Budget Committee for initial year review, mid-year review and final year review, or as needed.
- I. Voting member of the Thrift Shop Advisory Board and Welfare Committee.
- J. Prepares the Welfare and Thrift Shop Budgets for presentation and approval at the October General Membership meeting.
- K. Prepares 501 [c] (4) taxes, W-2, 941, 900 series, and I 099 forms. Completes taxes by August 31, for presentation to the Executive Board at the September meeting and ensures taxes are filed no later than October 15.
- L. Refer to Job Description for additional duties.

**SECTION 8- DUTIES OF THE PARLIAMENTARIAN:** The Parliamentarian shall have the following duties and obligations:

- A. Custodian and official interpreter of the TOSC Constitution, By-Laws, Standard Operating Procedures, and Job Descriptions.
- B. Assures that revisions are made in accordance with parliamentary procedures.
- C. Makes available, upon request, current copies of all documents.
- D. Acts as Chairperson of the Nominating Committee.
- E. Acts as Chairperson of the Constitution/By-Law Review Committee.
- F. Serves in a non-voting capacity on the Executive Board and General Board but may vote at Membership Meetings.
- G. Organizes the installation of the newly elected officers of the Executive Board.
- H. Manages and updates, as necessary, the TOSC Management Guide.
- I. Refer to Job Description for additional duties.

**SECTION 9-ABSENCE OF AN EXECUTIVE BOARD MEMBER:** In the event that any Executive Board member is absent, the current Executive Board will meet to determine how the responsibilities of that position will be met. The conditions and duration of the absence will impact how the problem is resolved. To include but not limited to:

- A. Dividing the duties during a short absence.
- B. Promoting a member from one position in the Executive Board to another.
- C. Holding a new Election.

## **ARTICLE V ELECTIONS**

- A. Elections will be held annually at a Membership Function as designated in the By-Laws.
- B. A simple majority of those voting members present at a Membership meeting is sufficient to elect Officers provided a quorum exists.
- C. There will be no proxy voting.
- D. Officer installation will take place during the General Board meeting in June.

## **ARTICLE VI**

## MEETINGS

- A. The TOSC will have a regularly Membership meetings to take place as the first 15 min of the September, October, November, January, February, April, and May socials.
- B. The General Board should meet monthly from August to June, but in no event will there be less than one meeting in any three-month period. An Advisor must be invited.
- C. The Executive Board will meet monthly. An Advisor must be invited.
- D. The Secretary, or designee, will record the minutes of each Executive Board, General Board, or Membership meeting.

## ARTICLE VII QUORUM

The TOSC must have a quorum established for the General Board and membership meetings to have a binding vote.

- A. The General Board must have fifty percent (50%) of the voting members present to have a Quorum. At least fifty percent (50%) of the General Board must cast a vote if not accomplished in person.
  - 1. Voting members is defined as chairs assigned to positions. Unfilled chair positions do not count against the total number of votes needed to be cast.
- B. Membership meeting must have no less than twenty-five percent (25%) of the active membership present to constitute a quorum.
  - 1. An active member is defined as a member who has attended at least one social, mini club, or TOSC event in the last quarter.

## ARTICLE VIII ACCOUNTING

**SECTION 1- RESPONSIBILITY:** The TOSC shall be responsible for asset accountability, liability satisfaction, and responsible financial management. Officers of TOSC will be individually and collectively responsible for developing and maintaining policies to ensure asset accountability, liability satisfaction, and sound financial and operational management.

- A. The General Fund Treasurer shall be responsible for managing the TOSC General Fund.
- B. The Welfare Fund Treasurer shall be responsible for managing the funds of the TOSC Welfare Fund and the Thrift Shop Fund.
- C. TOSC will be self-sustaining.

**SECTION 2 - SOURCE OF INCOME:** The TOSC General Fund is supported entirely by Membership dues and/or Ways and Means and fundraising. The TOSC Welfare Fund is supported by Thrift Shop profits, donations and earnings from charitable fundraising events.

**SECTION 3-FINANCIAL STATEMENTS:** The General Fund and Welfare Fund Treasurers will maintain monthly financial statements and present it for review at every monthly board meeting. The Treasurers will also provide the quarterly financial statement for the Secretary to give to the 51 FSS/FSRO.

**SECTION 4 - AUDIT REQUIREMENTS:** The account of the TOSC will be audited prior to the installation of a new Treasurer or when the membership deems necessary by a simple majority of the

vote. A disinterested party will perform the audit. If the gross annual revenue of either fund is \$5,000 to \$100,000 in each account, an annual financial statement will be submitted to the 51 FSS/FSRO. If the gross annual revenue of either fund is more than \$100,000, but less than \$250,000, an annual review by an accountant is required to perform an audit. If the amount is \$250,000 or more a certified public accountant is required to perform the audit. (IAW AFI 34-223)

**SECTION 5- BANK ACCOUNTS:** The TOSC maintains a General Fund Account, a Welfare Account, and a Thrift Shop Account. The TOSC will comply with Air Force Instructions, and all local, state, and federal laws. All monies collected from fees, dues, and activities will be utilized only in connection with the fulfillment of the objectives of the TOSC.

- A. General Fund Account:
  - 1. The account will contain funds raised and spent in accordance with Section 501[c](7) of the Internal Revenue Service Code.
  - 2. The funds will come from member activity fees and dues paid by all Active and Associate members. Other methods of financing may be used as deemed appropriate in accordance with the tax status of this account.
- B. Welfare Account:
  - 1. The account will contain funds raised and spent in accordance with Section 501[c](4) of the IRS Code.
  - 2. The funds will come from the net proceeds of the Thrift Shop and other designated fundraisers in accordance with the tax status of this account.
- C. Fundraising:
  - 1. All fundraising activities must be approved by the Executive Board and authorized by the
  - 2. 51st Fighter Wing Commander or their designee.

**SECTION 6 - SIGNING CHECKS:** All checks under \$500 will be signed by the Executive Board member it applies to. Any check over \$500 will be co-signed by the respective fund Treasurer and one other authorized elected officer.

## **ARTICLE IX OSAN AB THRIFT SHOP**

The Osan AB Thrift Shop is owned, operated, and maintained by members of the TOSC. The Thrift Shop will be managed by a governing body known as the Thrift Shop Advisory Board, under direct control of the Team Osan Spouses' Club.

- A. The Thrift Shop Advisory Board, known as the TSAB, will be made up by the following:
- B. Voting Members:
  - 1. The TOSC President
  - 2. The TOSC Welfare Vice President
  - 3. The TOSC Welfare Treasurer
  - 4. The Thrift Shop Chair
  - 5. The TOSC Advisor or designee in the event of a tie
  - 6. Any Executive Board member who wishes to attend.
- C. Non-Voting Members:
  - 1. Both TOSC advisors
  - 2. Thrift Shop Manager(s)
  - 3. The Thrift Shop Bookkeeper
- D. The TSAB will establish and maintain the Thrift Shop By-Laws. The TOSC General Board will review the proposed By-Laws and vote to maintain them.

- E. The Thrift Shop Advisory Board will establish and maintain the Thrift Shop Standard Operating Procedures, management policies, and job descriptions of the Thrift Shop.
- F. All Thrift Shop governing documents are subject to approval by the TOSC Executive Board annually or when changes are necessary. No approval is required for purely administrative and/or formatting changes.
- G. The Thrift Shop Advisory Board will interview and recommend applicants for the paid employee positions to the TOSC Executive Board for approval.
  - 1. Upon approval, employee contracts will be signed by the installed President and Thrift Shop Chair.
- H. Employee contracts will be one year; annual contract renewal must be approved by the TSAB.
- I. Employees will not hold any position on the TOSC Executive Board or fill the Thrift Shop Chair position.

## **ARTICLE X INSURANCE COVERAGE**

The TOSC shall, commensurate with the risk involved, secure and maintain adequate insurance for protection against bodily injury and property damage claims or other legal actions that may arise as a result of activities of the organization. The TOSC will submit a liability insurance waiver request to the installation commander. The coverage obtained shall be at least the minimum recommended. All members of the TOSC agree to hold harmless and indemnify the United States and all DoD service components, even if the request for an insurance waiver is approved.

## **ARTICLE XI BY-LAWS AND PARLIAMENTARY AUTHORITY**

Subject to AFI 34-223, this Constitution is the founding document of the TOSC and will take precedence over other documents in the case of conflict. The By-Laws adopted by the TOSC are a code of rules, which regulate the affairs of the TOSC.

The rules contained in Robert's Rules of Order will guide the TOSC in all cases wherein they do not conflict with the Constitution, By-Laws, Standard Operating Procedures, or higher authority.

## **ARTICLE XII ADOPTION AND AMENDMENTS**

- A. Changes or amendments to the Constitution and By-Laws will be proposed in writing at a General Board meeting.
- B. The proposed amendment(s) will be made available for examination by the Membership for a period of at least ten (10) days prior to voting thereon.
- C. A two-thirds (2/3) majority is required to pass amendments, subject to approval of the 51st Force Support Squadron Commander. Failure to pass changes or amendments will result in the previously approved Constitution or By-Laws remaining in force.
- D. Conflicts of any provision of the Constitution or By-Laws with existing military regulations will be changed administratively subject to final review of the 51st Fighter Wing Commander.
- E. Format and administrative changes are permitted as needed without approval.
- F. This Constitution and By-Laws are effective upon signature of the President of TOSC and the approval of the 51st Fighter Wing Commander or their designee.



**ARTICLE XIII  
DISSOLUTION**

**SECTION 1 - GENERAL PROVISIONS:** In case of dissolution of the TOSC, written notice will be given to the 51 FSS/FSRO and dissolution will be carried out only with the final approval of the installation commander or designee. Whatever funds are contained in the Treasury at the time will be used to satisfy any outstanding debts, liabilities or obligations. No funds or property will inure to the benefit of any member of the TOSC. If assets are not sufficient to satisfy liabilities, the membership may be held liable for the difference thereof. Any funds remaining after satisfaction of debts, liabilities or obligations will be donated to Osan AB private organizations for the betterment of the Osan AB community. The Executive Board in concert with the Welfare Committee will disperse the funds.

**SECTION 2-GROUNDS FOR DISSOLUTION:** The TOSC may be dissolved by an affirmative vote of the members or by the direction of the installation commander or their designee. In the event of an emergency evacuation of dependents, if dependents have not been authorized return within one year, then the organization (if run by dependents) will dissolve automatically.

- A. If the TOSC wants to separate into an Enlisted Spouses' Club and an Officers' Spouses' Club, \$1,500 will be allocated from the TOSC General Fund Account for the setup of a General Fund for the new Enlisted organization. In addition, \$5,000 will be allocated from the TOSC Welfare Fund Account for the set-up of a Welfare Fund for the new Enlisted organization.

## BY-LAWS

### ARTICLE I MEMBERSHIP

**SECTION 1 - ELIGIBILITY:** Membership in the TOSC is classified as Active, Associate, Honorary Member, and Honorary Advisor. Any exceptions will require approval of the Executive Board.

- A. Active members:
  - 1. Spouses of active duty in the United States Armed Forces assigned to South Korea.
  - 2. Spouses of retirees of United States Armed Forces.
  - 3. Spouses of civilian personnel.
  - 4. Spouses of contractors.
  - 5. Spouses of DODEA teachers.
  - 6. An Active member is eligible to vote, hold office, chair a committee, participate in all TOSC sponsored activities, and win prizes. Active members will pay annual dues.
  
- B. Associate Members:
  - 1. Parents and siblings, 18 or older, stationed with the active duty member as a dependent.
  - 2. Divorced spouses of military members (retired or active duty) who hold an active military identification card, reside in the vicinity of Osan AB, and retain DoD (Department of Defense) privileges. Once those privileges are expired/revoked, said individuals will no longer be eligible for membership.
  - 3. Widows and widowers of members of the United States Armed Forces who reside in the vicinity of Osan AB who have not remarried.
  
  - 4. Individuals not represented in any of the above categories may request an Associate Membership, with the President and at least one advisor's approval.
  
  - 5. Associate Members shall have all the privileges of Active membership such as voting and prize winning, with the exception of holding any chair position on the Executive or General Board. An Associate member shall pay annual dues.
  
- C. Honorary Members shall be anyone invited by the Executive Board and shall consist of community members and their spouses. They shall not pay dues, nor have voting privileges, nor shall they be eligible for prizes.
  
- D. Honorary Advisors shall be:
  - 1. The spouse of the Seventh Air Force Commander will be Honorary President with their consent.
  - 2. The spouse of the Seventh Air Force Command Chief will be Honorary Vice President with their consent.
  - 3. The spouse of the 51st Fighter Wing Commander will be the Senior Advisor with their consent.
  - 4. The spouse of the 51st Fighter Wing Command Chief will be Advisor with their consent.

There shall be no more than 4 advisors serving at a time. If any of the above spouses are not residing at Osan Air Base the invite will pass to the spouse of the Seventh Air Force Vice Commander and the spouse of the 51st Fighter Wing Vice Commander.

Honorary Advisors shall pay dues and have voting rights at General Membership Meetings. The Senior Advisor will have the option to designate an advisor to assist in any activities and all committees. In the absence of the Senior Advisor, the Advisor or a person designated by the Senior Advisor assumes his/her duties.

- E. Prospective members are people eligible for membership and invited to attend one (1) social and one mini club function as a guest. Guests are people who are not eligible for membership and are attending with a hosting TOSC member. In both cases, they are responsible for payment.
- F. Special guests may be invited to any Membership Meeting at the discretion of the President, Honorary President, or Advisors. Each guest will be responsible for payment.
- G. Children six (6) months of age and younger are welcome at Membership Meetings, except when otherwise specified.
- H. Only members are eligible to win general membership prizes.

#### **SECTION 2 - SOCIAL OBLIGATION**

- A. Each member who provides an RSVP to any event shall be responsible for attendance.
- B. In the event that the member does not attend, that member shall still be obligated to pay for the Reservation, unless the member cancels prior to the RSVP deadline.
- C. Any members who fail to pay for 2 events, whether attended or not, will be required to prepay for all future events at the time of RSVP.

#### **SECTION 3-TERMINATION:** Membership in the TOSC is terminated as follows:

- A. Upon permanent departure of the member from this area.
- B. Upon written request of the TOSC member.
- C. Upon failure to pay dues within 60 days of application.
- D. Removal for just cause by Executive Board vote.

#### **SECTION 4- MEMBERS CONDUCT:**

- A. Required conduct, members are required to be of honorable character and reputation.
- B. Just cause for removal from TOSC membership is permissible for conduct tending to injure the good name of the TOSC, disturb its well-being, or hamper its work.
- C. Any member may contact the Parliamentarian or President, in writing, documenting any infraction(s) witnessed or to discuss membership issues. The Parliamentarian and/or President with a Senior Advisor will assess the situation, counsel, and mentor the board member or general member. The counseling sessions will be documented and kept in the President's binder. If the behaviors stop, no action will be taken. If any documented behaviors continue and are impacting business, fundraising, or club harmony, the member will be asked to resign or be terminated by approval of the Executive Board.
- D. Board Members must surrender their position binder and all its contents upon termination or at the request of the President and/or Senior Advisor.

## **ARTICLE II ELECTIONS**

**SECTION 1 - ELIGIBILITY:** Only active members in good standing may run for an elected position. Any officer that has been removed from an elected or appointed position, shall not be eligible for an elected or appointed position for the following board year.

**SECTION 2 - NOMINATING COMMITTEE:**

- A. This committee is selected by the Parliamentarian with approval of the Executive Board and will be announced at a mid-year Membership Meeting.
  - 1. This committee will include the Parliamentarian as chairperson, Advisor(s), and the Membership Chairperson. This committee can also include members from major organizations on base.
  - 2. If a nominating committee member is interested in running for an elected office, they must resign from the committee.
- B. The Parliamentarian will present the slate of candidates one month prior to elections.
  - 1. Nominations may be made from the floor at the nomination presentation, only with prior consent of the nominee and prior written notification to Parliamentarian.

**SECTION 3 - PROCEDURE:**

The election of officers should be held in April if possible.

- A. Ballots will be prepared and distributed to Active and Associate members present.
  - 1. Ballots will be collected and counted by the Nominating Committee.
  - 2. A simple majority of those voting members present at the Membership Meeting is sufficient to elect Officers provided a quorum is established.
  - 3. The President's ballot will be used in case of a tie.
- B. In the event of a single slate election, a vote of acclamation may be taken at the membership meeting.
- C. There will be no proxy voting.

**SECTION 4 - TERMS OF OFFICE:** The Board year is 1 June-31 May. Officers will serve for a period of one year or until their successors are elected or appointed. Officers will assume their new duties at the first scheduled Board meeting in June, with the newly installed President closing the meeting. A person cannot hold the same office for more than 2 years and must be re-elected each term.

**SECTION 5 - VACANCIES:**

- A. In the event that any Executive Board position is vacant, the current Executive Board will meet to determine how the responsibilities of that position will be met.
- B. Should a vacancy occur in any elected office, the Executive Board should appoint someone.

**ARTICLE III  
DUTIES OF THE GENERAL BOARD**

The General Board will consist of the Executive Board and the Chairpersons of Standing Committees. They will formulate the policies and direct the operations of the TOSC.

- A. Honorary Officers/Advisors will only vote at General Membership Meetings.
- B. The President will vote only in the case of a tie.

- C. The Parliamentarian and President will not have a vote at Executive and General Board meetings but may vote at Membership meetings.
- D. Resignation from office will be submitted, in writing, to the President, to be announced to the General Board. The position binder and all its contents must be surrendered at time of resignation.
- E. The General Board will approve annual/revised budgets before presentation to General Membership at the October, mid-year and end-of-year Membership Meetings.
- F. Membership at the October, mid-year and end-of-year Membership Meetings.
- G. The General Board will approve amendments to the Constitution and By-Laws before presentation to the Membership.
- H. The General Board will move and approve changes to the Standard Operating Procedures.
- I. Each member of the Executive Board is required to serve 5 hours a quarter (June-Aug, Sept-Nov, Dec-Feb, and March-May) at the Thrift Shop.
- J. Each member of the General Board is encouraged to serve three (3) hours per quarter (Sept-Nov, Dec-Feb, and March-May) to support another chair's program.

## **ARTICLE IV COMMITTEES**

**SECTION 1- STANDING COMMITTEES:** The President, with approval of the Executive Board and the Advisors, will determine the number of Standing Committees, their functions, composition or deletion. The Standing Committees are: Community Grant, Wild West Night, Scholarship, Operation Sweet Treat, and Thrift Shop Advisory Board. Chairpersons of Standing Committees will be appointed by the President, with approval of the Executive Board, and will be voting members of the General Board. If an Assistant Chairperson is appointed to any committee, they will serve as the voting member in the absence of the committee Chairperson. The Executive Board must be invited to all Standing Committee meetings. Standing Committee Chairpersons will present a report at the General Board Meeting. End of year reports and recommendations will be submitted by each Standing Committee in April and will be made part of the TOSC File System. All money spent by any committee, must fall within their approved budget and be approved by the overseeing Vice President.

**SECTION 2 - SPECIAL COMMITTEES:** The President appoints Special Committees for a specific purpose, (i.e. Policies and Procedures Review Committee, Constitution and By-Laws Review Committee). They will cease to exist after their purpose is accomplished. Committee Chairpersons, at the President's request, will attend the General Board Meeting, in a non-voting capacity, and will present a final report to the General Board and add it to the TOSC File System.

**SECTION 3 - SCHOLARSHIP COMMITTEE:** The Scholarship Committee will be chaired by the Scholarship Chairperson and must have at least three TOSC members in good standing. An advisor must be invited to join the committee. The committee can also have a non-member on the committee provided there is no conflict of interest. The committee must follow the Scholarship SOP, which is approved by the Executive Board annually.

**SECTION 4- COMMUNITY GRANT COMMITTEE:** The Community Grant Committee will be chaired by the Community Grant Chairperson. The committee must have at least four TOSC members, in good standing, from General Membership. The President and Advisor must be invited to all meetings and must follow the Welfare SOP, which is approved by the Executive Board, annually.

**ARTICLE V  
MEETINGS AND QUORUMS**

- A. The General Board Meeting of the TOSC will be held on the third Thursday of every month, unless otherwise designated by the President.
- B. The President, with the approval of the Executive Board and the Advisors, or upon written request of 20% of the Active membership, may call special membership meetings to conduct business not requiring a membership vote.
- C. A quorum must be established according the Constitution at all meetings, with the exception of the Executive Committee, to conduct business requiring votes. Alternative voting methods including but not limited to email or phone votes may be used with the exception of Elections.

**ARTICLE VI  
DUES**

- A. The dues amount will be established by recommendation of the General Fund Treasurer with approval by the Executive Board.
- B. Annual dues are payable via U.S. currency.
- C. Dues are not prorated or transferable.

**ARTICLE VII FINANCES**

- A. The TOSC fiscal year is I June through 31 May.
- B. The TOSC Treasurers will use an Executive Board approved appropriate accounting format for all financial statements.
- C. A balance of \$5,000.00 will be maintained in the General Fund and a balance of \$14,000 will be maintained in the Welfare Fund at all times.
- D. Budget Committee:
  - 1. The TOSC Budget Committee will review the General Fund Budget.
    - a. The General and Welfare Fund Treasurers shall co-chair the Budget Committee. The committee shall consist of the Advisors, and the Executive Board.
    - b. A General Fund budget prepared by the Budget Committee and approved by General Board, shall be presented to the membership no later than October's membership function for approval.
    - c. Reviews will be held mid-year and end of year, or as needed. The end of year review shall take place after the election and include the outgoing and incoming Executive Board.
    - d. Budget reviews will be presented to the General Board for approval of adjustments.
  - 2. The TOSC Budget Committee will review the Welfare Fund Budget and the Thrift Shop Budget.
    - a. The General and Welfare Fund Treasurers shall co-chair the Budget Committee. The committee shall consist of the Advisors, Executive Board, and the Thrift Shop Chair.
      - i. The Thrift Shop Chair will only take part in the Thrift Shop budget, not the Welfare budget.

- b. A Welfare Fund and Thrift Shop budget prepared by the Budget Committee and approved by General Board, shall be presented to the membership no later than October's membership function for approval.
  - c. Reviews will be held mid-year and end of year, or as needed. The end of year review shall take place after the election and include the outgoing and incoming Executive Board.
  - d. Budget reviews will be presented to the General Board for approval of adjustments.
3. Audits
- a. The accounts of the TOSC General and Welfare Funds will be reviewed at the end of the fiscal year (June 1- May 31) or upon change of any treasurer/bookkeeper and will be available for additional review at other times, as deemed necessary.
  - b. The TOSC Executive Board will select a qualified auditor, who will not hold membership in the TOSC.
  - c. Copies of the financial review will be made available and given to Secretary and the 51st Force Support Squadron Commander.
  - d. Tax forms must be completed by August 31. Findings shall be presented at the September board meeting, so tax returns can be submitted to the IRS by October 15.
4. Expenditures
- a. The General Board may approve any single expenditure not exceeding \$1,500.00.
    - i. Any single expenditure exceeding \$1,500.00, not covered by the approved budget will be voted on at a business meeting called at a Membership Function.
  - b. All checks for over \$500.00 must have signatures of two authorized officers.
    - i. Authorized officers are the President, First Vice President, Second Vice President, the General Fund Treasurer, and the Welfare Fund Treasurer or any other Executive Board member as appointed by the President.
  - c. The President of the club is authorized to make expenditures not to exceed \$100.00 per month without prior approval from the appropriate fund's treasurer but will make an accounting at the next General Board Meeting.
  - d. All Board members shall seek approval from the appropriate Vice President regarding any TOSC related expenditures prior to purchase.
5. Ensure that all TOSC Accounts are kept under the name of the TOSC at a US-based Osan installation bank which has subscribed to the Federal Deposit Insurance Act.
6. Bonding
- a. All TOSC check signers and money handlers will be bonded. Primary signers of checks will draw funds from the TOSC General Fund or Welfare Fund bank accounts, depending upon the determined expenditure.
    - i. The following positions are check signers:
      - 1. President
      - 2. General Vice President
      - 3. Welfare Vice President
      - 4. General Fund Treasurer
      - 5. Welfare Fund Treasurer
    - ii. The following positions are bonded:
      - 1. President
      - 2. General Vice President
      - 3. Welfare Vice President

4. General Fund Treasurer
5. Welfare Fund Treasurer
6. Reservations chair
7. Membership chair
8. Ways and Means chair
9. Operation Sweet Treat chair
10. Special Activities
11. Wild West Night chair
12. Wild West Night Ticketing
13. Thrift Shop Chair
14. Thrift Shop Manager
15. Thrift Shop Assistant Manager
16. Thrift Shop Associates (4)
17. Thrift Shop Bookkeeper
18. Secretary

#### **ARTICLE VIII FINANCIAL LIABILITY**

All members should be advised that financial liability incurred by the TOSC could result in joint and several liabilities if the assets of the organization should fail to meet its obligations and debts. Should the TOSC obtain real property or automobiles whenever deemed necessary by the 51st Force Support Squadron Commander; public liability, and property damage insurance coverage will be maintained; against any claims or lawsuits, which may arise from commission or omission of any act(s) by members acting in any official capacity for the TOSC, or while participating in TOSC activities.

#### **ARTICLE IX AMENDMENTS**

Changes or amendments to the By-Laws will be proposed in writing at a General Board Meeting.

- A. The proposed amendment(s) will be made available for examination by the General Membership for a period of at least ten (10) days prior to voting thereon.
  1. A two-thirds majority at a Membership Meeting is required to pass amendments, subject to approval of the 51st Fighter Wing Commander.
- B. The adoption of these By-Laws supersedes, revokes, and nullifies any prior By-Laws of the TOSC.



This charter was approved by a majority of the Team Osan Spouses' Club and became effective

APRIL TORRES  
President, Team Osan Spouses' Club  
2020-2021

1st Ind, 51, MSG/CC  
MEMORANDUM FOR THE TEAM OSAN SPOUSES' CLUB  
Approved/disapproved

KEVIN R. MANTOVANI, Colonel, USAF  
Commander, 51st Mission Support Group

Location	Amendments	Rational
Entire document	Grammar corrections. Added and removed commas. Added missing periods.	To make the document grammatically correct.
Entire document	Change to: General Vice President  Previous: First Vice President	To match our previously voted on name change.
Entire document	Change to: Welfare Vice President  Previous: Second Vice President	To match our previously voted on name change.
Entire document	When referring to the chair position, change to Community Grant Chair  Previous: Welfare Chair	To match our previously vote on name change.
Entire document	Outline layout corrections	To make consistent in entire document.
P1, AIII, S1	Membership in the TOSC is voluntary and open to all active duty spouses, spouses of retired Activity Duty services members, and civilian equivalents.  Previous: Membership in the TOSC is voluntary and open to all active duty spouses and civilian equivalents.	Added retired spouses to match our bylaws.
P2, S4 & S5	SECTION 4 - GUESTS: A guest is anyone who is not eligible to join TOSC: A. May attend unless the President has designated a closed or members-only meeting. B. Must attend with a current member. C. Exceptions may be made with executive board approval.  SECTION 5- PERSPECTIVE MEMBERS: A perspective member is anyone who is eligible to become a member but has not joined TOSC. A. May attend unless the President has designated a closed or members-only meeting. B. May attend one (1) social and one (1) mini club. C. Exceptions may be made with Executive Board approval.  Previous: SECTION 4 GUESTS:	Separated guests and perspective members to prevent confusion and to make clear which policies fall under which category of person attending our meeting.

	<p>A guest is anyone who is not eligible to join or anyone eligible to join TOSC and attending his/her first function as a prospective member:</p> <p>A. Unless the President has designated a closed or members only meeting.</p> <p>B.A person eligible to join shall not attend more than one (1) function as a guest.</p>	
P2, S6	<p>Exceptions may be granted according to conditions met in section 4 or through executive board approval.</p>	<p>Added to include the exceptions listed and to give the ability for special circumstances to be considered.</p>
P3, E Continuing for the rest of the document	<p>Add Volunteer coordinator</p>	<p>To include this revived position.</p>
P3, E, 1 Continuing for the rest of the document	<p>Removed Host Nation Liaison</p>	<p>Previously, this position was assigned to us by the base. Since this no longer occurs, we remove the chair position.</p>
P3, E,	<p>Appointed by the overseeing executive board member if more than one person volunteers for the same chair.</p> <p>Previous: Appointed by the President if more than one person volunteers for the same chair.</p>	<p>Except for the chairs that work directly under the President, the Vice Presidents should be able to approve the people who work with them.</p>
P3, S2, H	<p>Oversee the Member-at-Large, Publicity, Webmaster and Historian.</p> <p>Previous: Oversee the Member-At-Large, Publicity, and Host Nation Liaison</p>	<p>Updated to include all chairs that fall under the President and remove the chair position we no longer have.</p>
P3, S3	<p>Previous:</p> <p>Performs the duties of the President in her/his absence.</p> <p>Acts as the President's assistant and assumes any other designated responsibilities.</p> <p>B . With her/his consent and approval of the Advisors, assumes the Presidency if the President is unable to complete the full term of office.</p>	<p>This was removed as our General and Welfare sides are equal.</p>
P4, C	<p>Added Ways and Means. Removed Historian, and Webmaster.</p>	<p>To adjust to the current chairs under the General Vice President</p>

P4, S4	Removed: Performed the duties of the First Vice President in her/his absence and such duties as may be delegated by the President.	This was removed as our General and Welfare sides are equal.
P4, S5, E	Custodian for all TOSC office and computer supplies.  Previous: Purchasing agent and custodian for all TOSC office and computer supplies	Removed "Purchasing agent" as the secretary does not have access to the bank accounts or budget.
P4, S6, H	Added: Has the ability to sign checks	To allow the Treasure the ability to take care of the checking responsibilities.
P4, S6, C	Responsible for payment of commitments approved by Executive and General Board and/or General Membership.  Previous: Responsible for payment of commitments approved by Executive and General Board and/or Membership.	Added the word "general" to prevent confusion.
P5, S7, F	Responsible for payment of contributions approved by Executive and General Board and/or General Membership.  Previous: Responsible for payment of commitments approved by Executive and General Board and/or Membership.	Added the word "general" to prevent confusion.
P5, S7, F	Added: has the authority to write checks.	To allow the Treasurer the ability to take care of the checking responsibilities.
P5, S9	Added: SECTION 9-ABSENCE OF AN EXECUTIVE BOARD MEMBER: In the event that any Executive Board member is absent, the current Executive Board will meet to determine how the responsibilities of that position will be met. The conditions and duration of the absence will impact how the problem is resolved. To include but not limited to: A. Dividing the duties during a short absence. B. Promoting a member from one position in the Executive Board to another. C. Holding a new Election.	This was added to provide a standard for dealing with absences within the Executive Board.
P6, A-VI, A	The TOSC will have a regularly Membership meetings to take place as the first 15 min of the September, October, November, January, February, April, and May socials.	Changed to clarify the difference between a Membership meeting and a board meeting

	<p>Previous: The TOSC will have a regularly scheduled monthly Membership meeting unless otherwise stated by the President. However, there will be at least one meeting in any three-month period</p>	and to address when these meetings should occur.
P6, A-VI, B	<p>The General Board should meet monthly from August to June, but in no event will there be less than one meeting in any three-month period. An Advisor must be invited.</p> <p>Previous: The General Board should meet monthly, but in no event will there be less than one meeting in any three-month period. An Advisor must be invited.</p>	Changed to clarify the months that there is no meeting possible
P6, A-VI, C	<p>The Executive Board will meet monthly. An Advisor must be invited.</p> <p>Previous: The Executive Board will meet at the President's discretion. An Advisor must be invited.</p>	Changed to remove "President's discretion."
P6, A-VII, A,1	<p>Added: Voting members is defined as chairs assigned to positions. Unfilled chair positions do not count against the total number of votes needed to be cast.</p>	Added to clarify how we are quantifying "voting member"
P6, A-VII, B, 1	<p>Added: An active member is defined as a member who has attended at least one social, mini club, or TOSC event in the last quarter</p>	Added to clarify how we quantify an "active member".
P6, A-VIII, S2	<p>The TOSC General Fund is supported entirely by Membership dues and/or Ways and Means and fundraising.</p> <p>Previous: The TOSC General Fund is supported entirely by Membership dues and/or Ways and Means fundraising</p>	Change made to allow for fundraising outside of membership.
P7, first paragraph	<p>If the gross annual revenue of either fund is \$5,000 to \$100,000 in each account, an annual financial statement will be submitted to the 51 FSS/FSRO. If the gross annual revenue of either fund is more than \$100,000, but less than \$250,000, an annual review by a accountant is required to perform an audit. If the amount is \$250,000 or more a certified public accountant is required to perform the audit. (IAW AFI 34-223)</p>	Adjusted to match the AFI

	<p>Previous: If the gross annual revenue of either fund is \$5,000 or more, an annual financial statement will be submitted to the 51 FSS/FSRO. If the gross annual revenue of either fund is more than \$100,000, but less than \$250,000, an annual review by a certified public accountant is required.</p>	
P7, S6	<p>Any check over \$500 will be co-signed by the Executive Board member it applies to.</p> <p>Previous: All checks will be co-signed by the respective fund Treasurer and one other authorized elected officer.</p>	Adjusted so the General and Welfare sides are following the same regulations.
P7, A-IX, A-C	<p>The Thrift Shop Advisory Board, known as the TSAB, will be made up by the following:</p> <p style="padding-left: 40px;">Voting Members:  The TOSC President  The TOSC Welfare Vice President  The TOSC Welfare Treasurer  The Thrift Shop Chair  The TOSC Advisor or designee in the event of a tie  Any Executive Board member who wishes to attend.</p> <p style="padding-left: 40px;">Non-Voting Members:  Both TOSC advisors  Thrift Shop Manager(s)  The Thrift Shop Bookkeeper</p>	Added so it is both in the Thrift Shop By-Laws and in the TOSC constitution.
P7, A-IX, D	<p>The TSAB will establish the Thrift Shop By-Laws. The TOSC General Board will review the proposed By-Laws and vote to maintain them.</p> <p>Previous: The TOSC General Board will establish and maintain the Thrift Shop By-Laws.</p>	The General Board does not have knowledge of general policies of the Thrift Shop so it would be difficult for them to establish. They need to be aware of any potential changes to the Thrift Shop By-Laws, but these should be created by the TSAB.
P8, A-IX, H	<p>Employee contracts will be one year; annual contract renewal must be approved by the TSAB.</p> <p>Previous: Employee contracts will be one year; annual contract renewal must be approved by the Executive Board</p>	The TSAB has a better working knowledge of the Thrift Shop employees and can better judge if an employee's contract should be renewed.
P8, J	<p>Removed: Thrift Shop Chair cannot be filled by an employee of the Thrift Shop</p>	Removed because it was redundant with J.

P10, A, 1	<p>Change to: Spouses of active duty in the United States Armed Forces assigned to South Korea.</p> <p>Previous: Spouses of active duty in the United States Armed Forces assigned to or residing near Osan AB, South Korea</p>	To insure the clarity of our inclusivity.
P11, E, 1	<p>E. Prospective members are people eligible for membership and invited to attend one (1) social and one mini club function as a guest. Guests are people who are not eligible for membership and are attending with a hosting TOSC member. In both cases, they are responsible for payment.</p> <p>Previous: Guests are people who are eligible for membership and invited to attend only one (1) Membership function as a guest with the exception of spouses accompanying TDY personnel. Houseguests are not eligible to be members but may attend with a TOSC host.</p>	Adjusted to be consistent within the document.
P11, S3, C	<p>Upon failure to pay dues within 60 days of application.</p> <p>Previous: Upon failure to pay dues.</p>	Adjusted to be consistent with the rest of the C&B
P12, All, S5	<p>A. Change to: In the event that any Executive Board position is vacant. The current Executive Board will meet to determine how the responsibilities of that position will be met.</p> <p>B. Should a vacancy occur in any elected office; the Executive Board should appoint someone.</p> <p>In the event that any Executive Board member is absent, the current Executive Board will meet to determine how the responsibilities of that position will be met. The conditions and duration of the absence will impact how the problem is resolved.</p> <p>Previous: A. The General Vice President, with her/his consent and approval of the Advisors, will fill a vacancy in the office of President. 8. Should a vacancy occur in any elected office; the President and Advisors should appoint someone.</p>	Change to match the Constitution

P13, I	Each member of the Executive Board is required to serve 5 hours a quarter (June-Aug, Sept-Nov, Dec-Feb, and March-May) at the Thrift Shop.	“Each member” added for clarity.
P12, J	Each member of the General Board is encouraged to serve three (3) hours per quarter (Sept-Nov, Dec-Feb, and March-May) to support another chair’s program.	Added to encourage all board members to work as a team.
P14, E, 2, a	Remove: Welfare Chair.  Previous: The General and Welfare Fund Treasurers shall co-chair the Budget Committee. The committee shall consist of the Advisors, Executive Board, the Community Grant Chair, and the Thrift Shop Chair.	None of the other chairs on the welfare side of the get to be involved in the Welfare budget. They are presented the budget at voting to discuss and approve or disapprove.
P14, e, 2, i	Add: The Thrift Shop Chair will only take part in the Thrift Shop budget, not the Welfare budget	The Thrift Shop chair has an entirely different budget than the other chairs on the Welfare Side. They are better suited to estimating the revenue of the Thrift Shop.
Page 13, A-IV, S1	Added: All money spent by any committee, must fall within their approved budget and be approved by the overseeing Vice President.	To clarify when committees can spend money.
P14, AV, A	Changed to: The General Board Meeting of the TOSC will be held on the third Thursday of every month, unless otherwise designated by the President.  Previous: The Membership Meeting of the TOSC will be held on the third Thursday of every month, unless otherwise designated by the President	Changed to correct wording and prevent confusion.
P15, 6, ii	ii. The following positions are bonded: 1. President 2. General Vice President 3. Welfare Vice President 4. General Fund Treasurer 5. Welfare Fund Treasurer 6. Reservations chair 7. Membership chair 8. Ways and Means chair 9. Operation Sweet Treat chair	Adjusted to show bonding positions added this year.



	<ol style="list-style-type: none"><li>10. Special Activities</li><li>11. Wild West Night chair</li><li>12. Wild West Night Ticketing</li><li>13. Thrift Shop Chair</li><li>14. Thrift Shop Manager</li><li>15. Thrift Shop Assistant Manager</li><li>16. Thrift Shop Associates (4)</li><li>17. Thrift Shop Bookkeeper</li><li>18. Secretary</li></ol>	
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