



Okinawa Enlisted Spouses' Club

18 FSS Unit 5135 Bldg. 859

APO, AP 96368-5135

OKINAWA ENLISTED SPOUSES' CLUB (OESC)

CONSTITUTION

Updated & Adopted [May 2026]

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ARTICLE 1: Name, Purpose, and General Provisions

Section 1. Name

- A. The name of the organization is the Okinawa Enlisted Spouses' Club, also referred to as "OESC".

Section 2. Purpose

- A. The purpose of the OESC is to promote social membership, as well as charitable and educational endeavors through non-profit activities, including the making of contribution to an organizations with an approved non-profit status through Force Support Squadron (FSS), Marine Corps Community Services (MCCS), and Morale, Welfare, and Recreation (MWR).

Section 3. Mission Statement

- A. The mission of the Okinawa Enlisted Spouses' Club (OESC) is to foster a supportive community for military spouses through friendship, personal growth, and service. We are committed to empowering our members and making a positive impact in both the military and local communities.

Section 4. General Provisions

- A. Okinawa Enlisted Spouses' Club operates primarily on Kadena Air Base with the consent of 18 WG/CC or 18 MSG/CC, as its designee. Operation is contingent upon compliance with the requirements and conditions of all applicable Air Force regulations/instructions.
- B. 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).
- C. The OESC will not:
 - a. Sell, give away, or in any way dispense any item that violates copyright laws, rules of military postal system, or Japanese customs requirements, as stated on www.customs.go.jp/english (available information subject to change).
 - 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.
 - d. Engage in activities that duplicate or compete with any base FSS activity or Non-Appropriated Funds Instrumentality (NAFI), including AAFES.
 - e. Discriminate based on race, color, gender, creed, age, religion, sexual orientation, national origin, ethnic group, membership in a labor organization, or handicap is prohibited as per Air Force Instruction (AFI) 34-223, Private Organizations Program, 13 Dec 18, paragraph 10.2.
- D. The OESC will:
 - a. Submit all fundraising requests to 18 FSS PO Monitor.
 - b. Coordinate and have fundraising requests signed off on by the manager of any facility or area the OESC will be using before submitting it to 18 FSS/SVFP.
 - c. Submit requests no fewer than 15 working days prior to the scheduled fundraising event to 18 FSS/SVFP. Although the approving authority for fundraising events is 18 FSS/CC, the legal responsibility remains with the OESC.
 - d. Prominently display a disclaimer on all print and electronic media mentioning the OESC confirming that the OESC is not part of the DoD, as per AFI 34-223, paragraph 10.1.2.3.
- E. Okinawa Enlisted Spouses' Club will not engage in activities that duplicate or compete with any 18 FSS or AAFES activities.

ARTICLE 2: Membership and Patronage

Section 1. Membership

- A. General Membership in the OESC will be voluntary and is primarily limited to members of the DoD family stationed or residing in Okinawa. All OESC members will be provided with access to a copy of the OESC Constitution and Bylaws. This will occur electronically or in person within 30 business days of paid membership dues. There will be two (2) classes of membership:
 - 1. Active: The privilege of active membership will be extended to all spouses of active duty enlisted military personnel of the United States Armed Forces, to include enlisted active-duty dual military spouses, assigned or attached to a permanent or temporary duty status on Okinawa and all enlisted equivalent civilian spouses (GS-8 and below) employed by the DoD on Okinawa. Active

members shall be entitled to the full use of all services, facilities, and privileges offered by the OESC.

2. Honorary: Honorary membership may be granted to individuals connected to Okinawa who are not otherwise eligible for Active Membership classification, subject to approval by the President and Executive Board. Honorary members shall pay flat-rate dues as determined by the organization. Honorary memberships shall be reviewed annually by the Executive Board.
 - a. Non-GS civilian personnel, including contractors and Military Labor Contract employees
 - b. Spouses of officers
 - c. Single/Unaccompanied GS and Contractors
 - d. Other individuals approved by the President and Executive Board

B. Special Memberships

- a. Employees of the OESC Thrift Store and Uncle Sam's Attic are eligible for complimentary General Membership while actively employed.
 - i. Complimentary membership shall end immediately upon resignation or termination of employment. Individuals wishing to continue membership after separation must meet standard membership requirements and pay applicable dues.
- b. Up to three (3) Advisors may serve the organization at any given time and are eligible for complimentary Active Membership while actively serving in their advisory role. Advisors are appointed by the Executive Board and serve in a non-voting, impartial capacity.
 - i. Complimentary membership shall end immediately upon resignation, removal, or conclusion of advisory service. Individuals wishing to continue membership after separation must meet standard membership requirements and pay applicable dues.

Section 2: Equal Opportunity

- A. IAW AFI 34-223, paragraph 10.2, and Air Force Policy Directive (AFPD) 36-27, paragraph 3.2, Equal Opportunity (EO), OESC will not engage in membership discrimination based on age, race, religion, color, national origin, disability, ethnic group, or gender.

ARTICLE 3: Governance and Officers

Section 1. Officers

- A. The Executive Board of the OESC shall be the President, Vice President, Administrative Coordinator, Chief Financial Officer, Events Coordinator, Outreach & Service Coordinator, and Operation Ball Gown Coordinator.
 - a. The Administrative Coordinator must be able to produce typed business-style correspondence.
 - b. The Chief Financial Officer must have knowledge of basic accounting practices.
 - c. Board members shall serve a term of twelve months commencing 1 July, following the annual March election.
 - i. April, May, and June shall serve as a training period for all incoming board members.
- B. Any active member in good standing shall be eligible to be elected or appointed to office, subject to additional qualifications outlined in the OESC Bylaws. A Board member must be an active member in good standing and shall have retainability on the island through June of the Board year they are elected for.
- C. Neither the OESC Thrift Store and Uncle Sam's Attic employees nor their family members shall be eligible to hold an Executive Board position, but may be appointed for a General Board position.

Section 2. Governing Body

- A. The Executive Board serves as the governing body for all OESC Thrift Store and Uncle Sam's Attic operations.

ARTICLE 4: Meetings and Voting

Section 1. Meetings

- A. General Membership Meeting.
 - a. There shall be a general membership meeting held once a month (excluding June and July) at a time and place to be determined by the Executive Board. This meeting *may* occur prior to regularly scheduled monthly socials at the same location. At least ten days prior notice of the time and place of each meeting (except for unforeseen circumstances) will be given to the membership as the Executive Board shall direct.

B. Executive Board Meeting

- a. The Executive Board shall consist of the elected officers of the OESC. Advisor(s) shall serve separately in a non-voting advisory capacity and are not considered members of the Executive Board. Unless otherwise decided by the President, there shall be an Executive Board meeting each month at a time and place to be agreed upon by the members of the Executive Board. This meeting shall take place prior to the monthly general business meeting.

C. Special Meetings

- a. The President/Executive Board may call special meetings at any time when:
 - i. The President shall deem such a meeting to be necessary.
 - ii. A request is submitted in writing to the Advisor(s) by ten percent of the active membership.
 - iii. A request is submitted in writing by the Advisor(s).
 - iv. 18 FSS/CC, 18 MSG/CC, or 18WG/CC requests.
- b. Notice of any special meeting shall be given to the membership by all practical means at least ten (10) days in advance of such meetings, except in unforeseen circumstances.

D. General Provisions

- a. The Administrative Coordinator will prepare written minutes of all meetings of the general business and Executive Board meetings and forward a copy to 18 FSS PO Monitor on a quarterly basis.
- b. The President will not vote at meetings 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.
- c. At each Executive Board Meeting, the Chief Financial Officer will report on the financial status of the OESC. The reports and financial statements will be made available for inspection by the members and a copy forwarded to 18 FSS PO Monitor on a quarterly basis.
- d. 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, revised.

Section 2. Quorums

- A. At all regular and special meetings of the general membership, the number of present voting members in good standing, in addition to two Executive Board members and the President or Acting President, shall constitute a quorum. Except as otherwise specified in this Constitution or Bylaws, a majority vote of the active members in attendance shall be required to pass any motion or transact any other business.
- B. Quorum of the Executive Board shall be a majority of voting Executive Board members.

ARTICLE 5: Finances

- A. The Okinawa Enlisted Spouses' Club (OESC) shall operate the OESC Thrift Store and Uncle Sam's Attic as its primary source of income and remain financially self-sustaining in accordance with Air Force Instruction (AFI) 34-223. The OESC shall not receive direct financial assistance from a Non-Appropriated Fund Instrumentality (NAFI) in the form of contributions, donations, dividends, or other assets, IAW AFI 34-223, paragraph 10.5. The OESC may conduct approved fundraising activities and authorized resale of donated merchandise but shall not sell alcoholic beverages or operate gambling activities. No income will be paid to individual members of this organization except through payment of wages and salaries to OESC Thrift Store and Uncle Sam's Attic employees or other payment for services rendered.

ARTICLE 6: Organization Changes

Section 1. Merger or Consolidation

- A. In the case of a merger or consolidation, a merger is defined as one of the two organizations continuing, while the other loses its independent identity; a consolidation is defined as two or more organizations each discontinuing their independent existence and continuing as a new combined entity. A merger or consolidation requires the same notice and vote as amending the Constitution and/or Bylaws.
- B. If the OESC Executive Board and Membership see fit to merge with another Okinawa recognized private organization, consideration is contingent on the following requirements:

- a. Has the other private organization already exhausted the opportunities to merge with organizations of their own demographics (i.e. rank affiliation, enlisted, officer, civilian equivalent, etc.)?
 - b. The OESC may enter into such an agreement and disburse any remaining funds to the joint private organization, as long as the joint organization accepts all OESC eligible members from all branches of service on Okinawa as currently outlined in Article 2, Section 1.
 - c. Funds may not be disbursed until all outstanding debts, liabilities, and/or obligations are satisfied.
 - d. The balance of residual assets will be donated to the joint organization to use as it sees fit.
 - e. Merging or consolidating shall not be contrary to applicable provisions of the Internal Revenue Service and FSS Private Organization regulations.
- C. If none of the organizations involved in a merger or consolidation are incorporated, the respective procedures are as follows:
- 1. In the case of a merger, the organization that is giving up its independent identity will show adopting resolutions transferring all assets and liabilities to the organization into which it is merging, and providing for whatever other administrative details will be required in the mechanics of transition through the work of a joint committee of the two organizations' Executive Board members.
 - 2. In the case of consolidation, the two or more consolidating organizations will show mechanics of transition and stated date of consolidation through the work of a joint committee of the organizations' Executive Board members. After the consolidating organizations have each adopted resolutions which are substantially identical and which provide for consolidation as of a stated date, a joint meeting of the members of the consolidating groups is held for the purpose of organizing the new society that is to emerge. In contrast to the case of a merger, a new set of Constitution and Bylaws must be drawn up and adopted. Hereafter, the procedures of a newly organized private organization will be followed as per Internal Revenue Service, FSS Private Organization, and the appropriate Parliamentary Procedure.

Section 2. Dissolution

- A. In case of dissolution of the organization, remaining funds that are contained in the treasury at the time will be used to satisfy any outstanding debts, liabilities, or obligations. The remaining assets will be disposed of IAW AFI 34-223, paragraph 9.2.4, by donating to a charitable institution decided upon by a 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.
- B. Should OESC decide to disband or shutdown IAW AFI 34-223, paragraph 12.3, its officers will notify FSS/CL or Division Chief of their intent to dissolve the private organization and will prepare a time phased action to do so.

ARTICLE 7: Adoption and Amendments

- A. Amendment Authority and General Process
 - a. Amendments to the OESC Constitution, Bylaws, and Operating Instructions may be proposed by any Executive Board member or by petition of the General Membership. All proposed amendments shall be reviewed by the Executive Board prior to presentation to the General Membership.
 - b. All amendments shall be presented to the General Membership at a regular or special meeting with quorum and shall require a two-thirds (2/3) affirmative vote of eligible voting members present for adoption, unless otherwise specified in this Article.
 - c. All approved amendments shall become effective upon membership approval and upon any required external review or approval by FSS and applicable installation authorities, including 18 FSS, 18 WG/CC, or 18 MSG/CC (or their designees), in accordance with governing installation policies.
- B. Adoption and Amendments During Maintenance Period (June–July)
 - d. During the maintenance period, the OESC Executive Board holds the authority to vote on and adopt revisions to the Constitution and Bylaws.

- e. All documents submitted to FSS or other official installation entities requiring authorization on behalf of the OESC shall require a physical “wet” signature from Executive Board members, unless electronic signatures are explicitly accepted by the receiving authority.
 - f. Revisions adopted by the Executive Board during the maintenance period shall be effective for internal operational purposes unless modified or overturned through the required membership vote or final approval by FSS and applicable installation authorities.
 - g. The revised document shall be presented at the first General Membership meeting in August for review, feedback, and suggestions, with revisions remaining open through November.
- C. Adoption and Amendments During Active Period (August–May)
- h. During the active period, amendments to the Constitution and Bylaws may be proposed by any Executive Board member or by petition of the General Membership. Proposed amendments shall be reviewed by the Executive Board prior to presentation to the General Membership.
 - i. All amendments shall be presented to the General Membership at a regular or special meeting with quorum and shall require a two-thirds (2/3) affirmative vote of eligible voting members present for adoption.
 - j. All approved amendments shall become effective upon the required membership vote and upon any required external review or approval by FSS and the 18 WG/CC, 18 MSG/CC, or their designee.
 - k. Unless otherwise specified, amendments adopted during the Maintenance Period shall take effect immediately for operational purposes and remain in effect unless modified by the General Membership or disapproved by FSS and applicable installation authorities.

The annual review of this Constitution will be required no later than October 2026 to be submitted to 18 FSS no later than November 2026.

Signed by the 2026-2027 Executive Board Members:

[Erica Hales] - President

[VACANT] - Vice President

[Stephanie Fehrer] - Chief Financial Officer

[Caitlin Etling] - Administrative Coordinator

[Melissa Warkocz] - Events Coordinator

[Ashley Chavez] - Outreach & Service Coordinator

[Elizabeth Hodge] - Operation Ball Gown Coordinator