RANDOLPH SPOUSES' CLUB
ASSOCIATION BYLAWS

ARTICLE I - DUTIES OF OFFICERS

The specific duties of the Governing Board, which consists of those, aforementioned in the RSC Constitution, Article V, are as follows:

A. The Governing Board will:

1. Have office terms from 1 June to 31 May.
2. Authorize all expenditures consistent with the RSC Constitution and its Bylaws.
3. Approve allocation of funds for each special project not approved as part of the overall budget, not to exceed one thousand dollars ($1000) per project. Those over one thousand dollars ($1000) require general membership approval.
4. Present a budget for the fiscal year to the voting membership for its adoption at the April General Membership meeting and present a review of the budget for adoption when necessary.
5. Review and vote on acceptance of current financial statements of the treasurer, committees, and reports of the CPA.
6. Formulate and supervise projects and programs.
7. Formulate plans and establish the policies of the RSC. The general management, direction, and control of RSC affairs, funds and property are vested in the Governing Board.
8. Attend regular and special General Membership meetings and Governing Board meetings.
9. Vote on the RSC Constitution, Bylaws, and amendments in accordance with Constitution Article VII.
10. Submit written recommendations for allocation of funds for all committees to the President and Treasurer.
11. Hold no more than one elected position in the RSC. Committee members may hold more than one position but only have one vote.
12. Govern guest privileges following guidelines and further limitations or exceptions when such action is necessary.
13. Not hold a position within the Randolph Thrift Shop governing board.

B. The Honorary President, Advisor(s) and their designees:

1. May pay dues, have the rights and privileges of a member, and attend Board meetings in an advisory capacity, without voting.
2. As members, they have the right to vote at General Membership meetings.

C. The President will:

1. President at - regular and special meetings of the RSC Board - Governing Board. President will prepare an agenda for meetings.
2. Appoint the Parliamentarian and chairs of all standing and special committees necessary to conduct the business of the RSC.

3. Appoint a member to fill a vacancy caused by the resignation or incapacitation of any elected officer, in accordance with the Constitution.
4. Be an ex-officio member of all committees except for the Nomination Committee when seeking an elected position
5. Vote in case of a tie.
6. Be authorized to spend a sum not to exceed one hundred dollars ($100) per year for appropriate RSC expenditures.
7. Countersign, with the Recording Secretary, minutes of board meetings.
8. Coordinate with and assist each member of the Executive Board.
9. Supervise the duties of the Special Activities Chair.
10. Be the official signatory for the RSC.
11. May cosign checks, with one of the following: Vice President, Treasurer, or Secretary.
12. The President or designee may sign any contractual agreement on behalf of the RSC upon two-thirds approval of the Executive Board.
13. The existence of Specialty Committee Chairs will be at the discretion of the President.
14. Responsible for checking the mailbox and dispersing the mail, or assign a designee, in the absence of the recording secretary.
15. Responsible for checking the RSC email account in a timely manner in the absence of the recording secretary.
16. Attend all Randolph Thrift Shop board meetings or send a designee in their place.

D. The Vice President will:

1. Attend regular and special meetings of the RSC - Governing Board. Attend General Membership meetings.
2. Assumes the duties of vacant Executive Board positions if necessary or work with the President to appoint designees.
3. Assist the President - and maintain a working knowledge of all club activities.
4. Oversee all fund-raisers.
5. Organize and supervise any activities justified by the interest and support of the members and approved by the Governing Board.
6. Oversee the activities of the following: Membership, Programs, Publicity, Reservations, Special Activities, Sunshine, Fundraising, Windicator, and Joint Services Luncheon
7. May cosign checks with one of the following: President, Treasurer, or Secretary.
8. Signatory on financial account.

E. The Recording Secretary will:

1. Attend regular and special meetings of the RSC Governing Board. Attends General Membership meetings.
2. Record, review, and cosign with the President, the minutes of all regular and special meetings of the Governing Board, General Membership and Budget meetings.
3. Be custodian of permanent records of the RSC, including a copy of the insurance policy, which will be kept for seven years. The insurance policy will be kept for the duration of the policy.
4. Record the attendance at each Governing Board meeting.
5. Be responsible for all correspondence of the RSC, including notifying members of the Governing Board of special meetings.

6. Maintain a current list of the Governing Board members and post to RSC website.
7. Send information to Publicity to post to RSC online.
8. Post the approved minutes of the Governing Board meetings and the monthly financial reports on the RSC website.
9. Send copies of the approved minutes of the Governing Board meetings and the monthly financial reports to the 502 JBSA-Randolph private organization coordinator.
10. Be the purchasing agent for the procurement of office supplies for the RSC.
11. Send annual financial statement no later than 20 days following the end of RSC's fiscal year to the 502 JBSA-Randolph private organization coordinator.
12. Checks the RSC email account or appoints designee. Forward to the proper RSC board member in a timely manner.
13. Keeps written account of all who are assigned keys.
14. Cosign checks with the President, Vice President, or Treasurer.

F. The Treasurer will:

1. Attend regular and special meetings of the RSC Governing Board. Attend General Membership meetings.
2. Receive and disburse all funds belonging to the RSC accounts, maintaining good accounting practices.
3. Provide accountants with all RSC financial records so tax forms can be filed in a proper and timely manner.
4. Keep an accurate account of all dues, income, receipts, and expenditures, balancing the RSC funds monthly and preparing and submitting a monthly financial statement for the Governing Board.
5. Preside over the RSC Budget Review Committee. Prepares and uses the budget as a financial working tool.
6. Obtain bonding for the President, Vice President, Treasurer, and any other designated positions.
7. Present records for review at the end of term of office or upon resignation in accordance with existing AF134-223.
8. Keep all RSC financial records for seven years.
9. Provide the Recording Secretary with an annual financial statement no later than 15 days following the end of RSC's fiscal year.
10. May cosign checks with one of the following President, Vice President, or Secretary.
11. Signatory on financial account.
12. Research annual changes to IRS code and ensure organizational practices comply with IRS code pursuant to (501 (C) (7)) non-profit status.

G. The Parliamentarian will:

1. Attend regular and special RSC Governing Board meetings. Attend General Membership meetings.
2. Be versed in the rules of parliamentary procedure in order to advise the President, the Executive Board, and Governing Board members on points of order and proper procedure, according to the RSC Constitution, Bylaws, and Robert's Rules of Order,

Newly Revised Edition. Responsible for all voting processes at General Membership meetings.
3. Presides over the RSC Nominating Committee.
4. Presides over the Constitution and Bylaws Review Committee.
5. Perform such duties as may be delegated by the President.
6. Take a vote of the Governing Board by telephone or email, when necessary, as directed by the President or designated representative.
7. Advise President if a quorum is present at all meetings.

ARTICLE II - EXECUTIVE BOARD MEMBER REQUIREMENTS

A. The President and/or Parliamentarian will be responsible for ensuring that the RSC's Constitution and Bylaws authorizations are reviewed every other year (even numbered years) and are consistent with Air Force policies as amended.

B. The President and/or Treasurer will establish a system for the protection of RSC assets and ensure that the liabilities do not exceed its income.

C. Members do not have proprietary rights in the RSC's assets, and income will not accrue to individuals except through wages or salaries of independent contractors.

D. The President will ensure that all RSC members are aware that financial liability incurred by the RSC may ultimately result in individual 's personal financial responsibility if the RSC fails to meet its obligations, even though the fund may have been re-designed or dissolved.

E. Attend RSC Board and General Membership meetings or make the appropriate arrangements in the event of an absence.

F. Board members must be a member in good standing of the RSC.

G. May not hold more than one (l) executive board position with the RSC.

H. May not hold a position within the governing board of the Randolph Thrift Shop

ARTICLE III - STANDING/SPECIAL COMMITTEES

A. Standing Committee Chairs of the RSC will:

1. Be appointed by the President upon approval of the Executive Board and may include: Membership, Programs, Reservations, Special Activities, Sunshine, Ways and Means, Windicator, Joint Services Luncheon and the Publicity.
2. Be voting members of the Governing Board and attend meetings to include general membership meetings.
3. Appoint Co-Chairs with prior approval from the President, as needed who may vote ONLY in the absence of the chairperson upon notification to the President and Parliamentarian and prior to the meeting.
4. Required to maintain accurate and detailed current job descriptions to provide information to their successors and Vice President. This will include all notebooks and files.
5. Submit written recommendations for allocation of funds for their committee to the Budget Committee by February.

B. Special Committee Chairs will:

1. Be appointed for any Special Committee designated by the President, and/or Vice President.
2. Cease to function after completion of their work and presentation of their final report.

ARTICLE IV – FINANCES

A. The RSC fund will be financed by:

1. Annual member dues.
2. Ways and Means sales.
3. Fundraising.

B. Funds

1. A minimum of one thousand five hundred dollars ($1,500) in each fund, plus, obligated funds will be turned over to the incoming Executive Board each year.
2. Dues:
    a. Annual dues will be thirty-five dollars ($35) or as determined by the Governing Board (JUNE l- MAY 31). Partial memberships are available for temporarily assigned personnel with presentation of appropriate orders.
    b. Prorated dues are at the descension of the executive board, and free ($0) June 1 till Membership Drive or as determined by Governing Board.
    c. If an eligible couple wants to join, the partner may be added to the membership for $15.

C. Budget

1. The Budget Review Committee will consist of the Executive Board, Honorary President, and Advisor(s) will be led by the Treasurer.
2. A proposed budget will be prepared by the Budget Review Committee to be presented to the Governing board members at the February or March board meeting.
3. Once the Governing Board approves the budget, it is to be emailed to the general membership to be approved at the April function.
4. A financial review of the RSC funds will be made in accordance with AFI 34-223 upon completion of the Treasurer's term of office or upon her/his resignation.
5. Requests for funds more than one thousand dollars ($ 1000) will be presented to the Governing Board for review prior to presentation to the General Membership for a vote.
6. All funds will be deposited in a federally insured financial institution in a timely manner.
7. The RSC will appoint an independent accountant to conduct an audit when annual gross revenues are $100,000 but less than $250,000. Gross annual revenues of $250,000 or more will have an audit performed by an independent Certified Public Accountant paid with RSC funds.
8. The RSC will comply with all applicable local, state and federal laws governing civilian activities.

9. The fiscal year of the RSC will be June I through May 31.

ARTICLE V – RANDOLPH THRIFT SHOP

A. The RSC will work with the Randolph Thrift Shop to support the base's needs.

B. The RSC President will sit in on the Thrift Shop board meetings or send a designee in their place. Likewise, the Randolph Thrift Shop President, or their designee will sit in on the RSC board meetings in a non-voting capacity.

C. Members of the Randolph Thrift Shop may also be members of the RSC. However, the Randolph Spouses Club and Randolph Thrift Shop will not have overlapping boards. The exception is if a chair position on the RSC board is vacant through December 1st and the Thrift Shop board member is in good standing with the RSC, a non-executive Thrift Shop Board Member may fulfill the vacant chair position on the RSC board.

D. Randolph Thrift Shop board members may be a part of any existing or future RSC committee.

ARTICLE VI-MEETINGS

A. General Membership

1. Annual meeting
    a. Annual meeting of the Members will be held in April. The day and time shall be set by the Governing Board provided, however, shall not be held on a legal holiday. At the annual meeting the members shall elect Executive Board, vote on budget and determine the direction of the RSC for the coming year.
2. Special Meetings.
    a. Special meetings of the Members may be called at any time by the President, the Governing Board or five percent (5%) of General Membership. Only business within the purpose or purposes described in the written notice may be conducted at the special meeting of the Members.
3. Notice of Meetings.
    a. Written notice of each meeting of the Members must be given on the website and in the RSC Newsletter (Windicator). Notice shall be given at least fifteen (15) days before such meeting.

B. Board of Governors

1. Place of Board Meetings.\
    a. Regular and Special Meetings of the Governing Board (hereinafter referred to as the Board) will be held at the place the President designates. If the situation warrants, meetings may be held virtually.
2. Frequency of Board Meetings
    a. Regular meetings of the Board shall be held at least every other month starting in August and ending in May, or more frequently as deemed necessary by the Board.
    b. Special Meetings may be called by the President or any three Members of the Board.
    c. An orientation meeting will be held each year for the new members of the Board.
3. Notice of Board Meetings

a. Notice of the date, time, and place of Regular Meetings shall be given to each board member on the RSC website or by e-mail no less than 5 days' notice prior to the meeting.
b. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than 3 days notice prior to the meeting.

4. Quorum
    a. A majority of the incumbent Board Members (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the members attending shall constitute an act by the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.
5. Actions without a Meeting
    a. Any action required or permitted to be taken by the Board under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these Bylaws may be taken without a meeting, if 51% of the members individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.
6. Emergency Action
    a. Nothing in these Bylaws shall prohibit or bar the Governing Board from meeting in emergency session. Such an emergency meeting may be held by the Board if, in the opinion of five members of the Board, an emergency exists which requires Board action. The Board may also act in such emergency by an affirmative vote by telephone or electronic mail from five members of the Board, subject to ratification and confirmation at the next regular meeting of the Board.
7. Open Meetings
    a. Meetings shall be open to the general public, except when personnel, real estate, or litigation matters are being discussed.
8. Public Notice of Meetings:
    a. Notice of the dates, times, and places of all the regularly scheduled meetings of the Governing Board during the fiscal year shall be posted after the first meeting of the Board in each fiscal year. Said notice shall be posted on the RSC official website, and in the Windicator.
    b. If there is a change in the schedule of a regular meeting of the Board, public notice stating the new date, time and place, shall be posted on the RSC website, and in the Windicator if time permits.
9. Proxy Voting Prohibited
    a. Proxy voting is not permitted. Absentee voting is available prior to vote via email to RSC President.

ARTICLE VII-MEMBER PRIVILEGES

A. Members in good standing are eligible for door prizes at RSC General Membership meetings.

B. With approval of one member of the Executive Board, RSC property may be lent to Members in good standing.

C. Members will receive a regular newsletter.
D. Members in good standing are eligible to participate in all Special Activities.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

A. Nominating Committee
   1. The Nominating Committee may consist of the Chair, who will be the RSC Parliamentarian, no less than four RSC Members in good standing, and Advisor(s).
   2. No more than two committee members will be members of the existing Governing Board.
   3. The Nominating Committee will preside over all elections.
   4. The committee may begin in January of each year to consider a slate of Executive Board nominees to the General Membership prior to vote in April.

B. Nominations
   1. A Nominating Committee member will resign if he/she becomes a candidate for office.
   2. The slate of nominees for office may include at least one candidate for each office. Presidential nominee must be a spouse of an Active Duty member assigned to JBSA Randolph or greater JBSA.
   3. Any member intending to nominate a candidate for office from the floor must so state her/his intent to the Parliamentarian prior to the slate being presented to the General Membership. The candidate must be present to give consent when the nomination is made from the floor.
   4. The nominees will be presented at a General Membership meeting, at which time floor nominees will be accepted. Upon approval by membership, the slate will be closed.
   5. All nominees must be current RSC members in good standing.
   6. If a vacancy occurs after the nominations are closed, that office will remain open until after the elections. At that time, the newly elected Executive Board will select an officer pro tem to serve until the vacancy can be filled.

C. Elections
   1. Elections will be held at the April RSC Annual Membership meeting and may be by secret ballot. If there are two or more candidates in one or more elected positions, then a written ballot will be used. Write-in votes will be invalid.
   2. In the event of an unopposed slate of candidates, the method of voting will be by acclamation, at the close of the presentation of candidates to the membership.
   3. All Active and Associate Members in good standing will be eligible to vote. 4. Any tie will be resolved by the President's sealed vote, which will be given to the Parliamentarian prior to the counting of the votes.
   4. Ballots (and any absentee ballots via email) will be prepared, distributed, collected and counted by the Nominating Committee.
   5. The Parliamentarian will hold the ballots for thirty days following the election then shred the ballots.

D. Term of Office
   1. Members of the Executive Board will not serve in the same elected position for more than two consecutive years unless special circumstances arise.

2. The installation of newly elected officers will be held at the May membership meeting.
3. Officers will assume their duties effective at the changeover Board meeting at the end of May and will serve for one year.
4. If the sitting President changes from Active to Associate Membership status while serving in an elected office, she/he may continue to hold that office until the end of the office term.

C. Vacancies in Office

1. In the event of a vacancy in the office of President, the Vice President, with her/his consent, will immediately assume the office. In the event she/he chooses not to assume the office the Executive Board with the approval of the Governing Board will appoint a replacement. A vacancy in any other office will be filled by appointment by the President with approval of the Executive Board. Said officers will hold office until the next general election.
2. Resignation from a Board position will be submitted in writing to the President and Recording Secretary and will be effective immediately.

ARTICLE X - AWARDS/GIFTS

The organization will comply with Air Force regulations governing giving and receiving of gifts.

ARTICLE Xl - AMENDMENTS

The Bylaws may be amended and adopted by a quorum of Governing Board members present.

Certification of Bylaws:

I certify these bylaws were approved by a majority vote of the RSC Governing Board on May 1, 2025.

I certify these bylaws were approved by a majority vote of the RSC General Membership at meeting on May 21 2025.



NATALIE ILIFF
President, Randolph Spouses' Club
DATE: May 21, 2025