

# COVER SHEET OF TEMPLATE CONSTITUTION AND BY-LAWS

(delete this page and do not include in your documents)

## **Basic Rules and Definitions:**

Private Organizations are non-federal entities (NFEs), operated outside of the workplace and off-duty, usually for a special interest. Examples are the Company Grade Officer Council and the Top 3. If you are setting up a new Private Organization, you must read and be familiar with AFI 34-223, *Private Organizations Program*.

AFI 34-223 requires any group asking for permission to operate on base as a Private Organization to submit its formation documents and rules for review by legal and the chain of command. These formation documents are usually done in the form of a Constitution and By-Laws.

The Constitution of an organization generally contains the fundamental principles which govern its operation. By-Laws generally establish any specific rules of guidance by which the group is to function.

## **Disclaimer:**

Nothing contained in these documents is considered legal advice. The use of these templates is not required.

In its role of providing limited support to base private organizations, SBD 2/JA and 460 FSS have created a template Constitution and By-Laws for your use in setting up a new Private Organization on Buckley SFB. The language in these templates may or may not meet the needs of the proposed Private Organization and may or may not be appropriate for use.

Because a Private Organization is a non-federal entity, neither 460 FSS nor SBD 2/JA may provide comprehensive advice to you regarding the editing or use of these documents. As the person setting up a Private Organization, you are responsible for creating an appropriate Constitution and By-Laws for your group. Seeking advice from private counsel prior to its execution may be prudent. You are advised to do so.

You should, at the very least, read the templates in their entirety, ensure you understand what the documents say, and tailor the documents to suit your Private Organization's needs. Failure to do so will almost certainly not be in your best interest or the best interests of your Private Organization.

**CONSTITUTION OF**  
***[FULL NAME OF PRIVATE ORGANIZATION]***

**ARTICLE I**  
**NAME AND PURPOSE**

1. The name of this private organization is ***[full name of private organization]***, herein referred to as the Organization. The Organization is established with the intent to be approved as a private organization on Buckley Space Force Base (SFB) under Air Force Instruction (AFI) 34-223, *Private Organizations Program*.

2. The Organization is a non-Federal entity and is not an official entity of the United States, Department of Defense (DoD), Department of the Air Force (DAF), the United States Space Force (USSF), Space Base Delta 2 (SBD 2), Buckley SFB, or any DoD component. The Organization has no governmental status. Individuals acting on behalf of the Organization are acting exclusively outside the scope of any official capacity as officers, employees, or agents of the Federal Government.

3. The purpose of this private organization is to ***[describe purpose, such as support members of the Team Buckley community, create opportunities for professional development, and increase camaraderie in the community of people who live and work on Buckley SFB]***.

**ARTICLE II**  
**GENERAL PROVISIONS**

1. The Organization will comply with all applicable federal, state, and local laws. The Organization acknowledges that Colorado law strictly prohibits raising money through bingo or raffle events, unless the entity doing so is a non-profit organization that have been in existence in Colorado for five or more years and is properly licensed to conduct a raffle by the Colorado Secretary of State. In the Organization is approved to operate on Buckley SFB, the Organization will do so in compliance with all federal, DoD, and DAF rules, regulations, directives, policy, and other guidance.

2. The Organization is a self-sustaining private organization, run primarily through membership dues, contributions, service charges, fees, special assessments, and fundraisers. At no time will the Organization solicit or accept financial assistance from an appropriated fund entity, including any unit on Buckley SFB, or from any Nonappropriated Fund Instrumentality (NAFI) in the form of contributions, repairs, services, dividends, or donations of money or other assets.

3. The Organization will conduct itself in a manner that is free of any form of unlawful discrimination and provide equal opportunity and treatment regardless of race, color, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, age, disability and genetic information (including family medical history). Neither membership in nor services provided by the Organization will be denied on any of the preceding bases.

4. Members acting on behalf of the Organization who are in the military or otherwise employed

by the Federal Government will never do so while in uniform or while on duty. The Organization will not act in any way that expresses or implies that it is endorsed by the Federal Government, DoD, DAF, USSF, Buckley SFB, or any other federal entity. The Organization will not use the seal, logo, or insignia of the DoD or any DoD Component, unit, or installation, including Air Force, Space Force, SBD 2, or any government entity on Buckley SFB. The Organization will not use any unauthorized government resources to support its operations.

### **ARTICLE III EXECUTIVE COUNCIL AND OFFICERS**

1. The Organization will be administered by an Executive Council of four officers consisting of a President, Vice President, Secretary, and Treasurer. These officers will perform the duties specified in the Organization's By-Laws, and those duties generally incident to their offices. These officers are responsible for asset accountability, liability satisfaction, and sound financial and operational management of the Organization. Officers must be members in good standing. All officers will serve in a volunteer and voluntary capacity. No officer will receive compensation for his or her efforts, monetary or otherwise. No one may hold more than one officer position simultaneously.

2. The term of each Officer position is one year. The initial Officers of the Organization have been agreed to in the formation process as represented in the signature page of this Constitution. All future Officers will be elected by a majority member vote under voting procedures described in Article V below. If an officer cannot fulfill the year-long term, an election will be held to fill the vacated position if, at the time the position is vacated, there are sixty or more days remaining in the year-long term.

3. The Executive Council will meet at least once each quarter of the calendar year. To establish a quorum for a meeting of the Executive Council, at least three of the four officers must be present to transact official business. An officer is considered present if they do so in person or if they do so virtually through a telephone, video teleconferencing, or similar means, so long as the officer virtually present can adequately hear from and speak to all others present from the Executive Council. An officer unable to attend a meeting of the Executive Council may vote in absentia or may name another officer to vote as his or her proxy.

### **ARTICLE IV MEMBERSHIP**

1. Membership in the Organization is open to ***[describe categories of individuals who may become members, such as all active duty, Reserve, and Guard enlisted military members assigned or attached to Buckley Air Force Base, civilians, ranks, family members, etc.]***. Membership is voluntary. Membership will not be denied on the basis of race, color, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, age, disability and genetic information (including family medical history).

2. Individuals seeking membership in the Organization may do so by applying to the Executive Committee and will be admitted as a member in good standing, subject to the terms of the

Constitution and any By-Laws of the Organization. A member will be considered to be in good standing if he or she is in compliance with all member responsibilities under the Constitution and any By-Laws of the Organization. If a member fails to comply with any requirement of the Constitution and any By-Laws of the Organization, as determined by majority vote of the Executive Council, then that member will not be considered to be in good standing until he or she rectifies all deficiencies, as determined by majority vote of the Executive Council.

3. The Secretary of the Organization will keep and maintain a current membership roster of all members in good standing including each member's email address, telephone number, and mailing address.
4. All members in good standing will have equal opportunity to seek an Officer position in the Organization.
5. All members will conduct themselves in a professional manner at all times and will represent the Organization through actions and words that exemplify the purpose of the Organization. The Organization will treat each other and anyone with whom they come into contact during the Organization's dealings with dignity and respect. The Organization will not support or participate in any activity that may discredit the United States, DoD, DAF, USSF, SBD 2, or Buckley SFB, or that may conflict with governmental activities.
6. Members will report any signs of fraud or other impropriety to the Commander or Director of the 460th Force Support Squadron.
7. Members will be personally and jointly and severally liable under the law for obligations of the Organization, for organizational debts, and for any liability of the Organization. The Secretary will certify that upon member admission to the Organization, and no less than annually thereafter, that every member of the Organization has been notified in writing and acknowledged understanding that each is personally and jointly and severally liable for all obligations, debts, and liabilities of the Organization.
8. Membership will be terminated upon the request of the member. Membership will also be terminated when the Secretary becomes aware of the member's permanent departure from the local area, or the member's termination of affiliation with Buckley SFB. Termination for any of these reasons does not require any vote but rather may be done unilaterally by the Secretary.
9. Membership may be involuntarily terminated if a member is involved in any unprofessional or criminal conduct, or is otherwise in violation of the Constitution or any By-Laws of the Organization. Members failing to be in good standing for more than 60 days in any 365-day period will be considered for involuntary termination. Involuntary termination for any of these reasons requires a two-thirds majority member vote under voting procedures described in Article V below.

**ARTICLE V  
MEETINGS AND VOTING**

1. The Organization will conduct a members meeting at least once each calendar year.
2. The President, or Vice President in the absence of the President, will preside at all meetings. Meetings will be conducted in accordance with Robert's Rules of Order.
3. To establish a quorum for a vote called upon for all members, at least one-third of all members in good standing must be physically present. A simple majority vote of those present is sufficient for all matters unless otherwise specified in the Constitution or any By-Laws of the Organization.
4. Members must be physically present at the meeting to vote. Members may not vote by proxy.

**ARTICLE VI  
FINANCES**

1. The Organization will be financed primarily through membership dues, contributions, service charges, fees, special assessments, and fundraisers. Membership dues, contributions, service charges, fees, special assessments, and any other similar charges levied on members will be decided by a member vote under voting procedures described in Article V. Fundraising may be conducted ad hoc at the direction of the Executive Council.
2. Funds will be secured and disbursed by the Treasurer utilizing one or more bank accounts in the name of the Organization. The Treasurer will provide a financial statement that includes deposits and withdrawals at every members meeting. The financial statement will be incorporated in the meeting minutes.
3. The Treasurer will utilize an annual budget, detailing the financial plans for annual operations and projected activities (income and expenses) as well as capital purchases (equipment and property). A balance sheet will be updated by the Treasurer no less than once per quarter.
4. The Organization will conduct an annual audit of the Organization's finances. If the Organization's annual gross revenues are less than \$100,000, this audit may be done internally by the Organization, or the Organization may hire an accountant. If the Organization's annual gross revenues are at least \$100,000 but less than \$250,000, the Organization will hire an accountant to conduct the annual audit. If annual gross revenues are \$250,000 or more, the Organization will hire a Certified Public Accountant to conduct the annual audit. The Organization will pay for accountant services from its funds. The choice of what individual to hire will be determined by majority vote of the Executive Council.

**ARTICLE VII  
ACTIVITIES AND BY-LAWS**

1. The Organization will furnish its own equipment, supplies, and other materials to conduct its

activities. The Organization may request and receive approval to conduct meetings of reasonable duration and frequency on base. In such an event, the Organization may be required to reimburse for any services or support received from the installation.

2. For any fundraising activities held on Buckley SFB, the Organization will not engage in activities that duplicate or compete with those of any 460 FSS, Services, NAFI, or Army and Air Force Exchange Service (AAFES) operation on the installation. Further, all fundraisers will comply with the JER and all fundraisers on the installation will comply with AFI 34-223 and DAFI 36-3101.

3. The initial By-Laws of the Organization have been agreed to in the formation process as represented in the signature page of the initial By-Laws. Additional By-Laws may be created, and existing By-Laws may be amended or revoked, by a majority member vote under voting procedures described in Article V above.

## **ARTICLE VIII INSURANCE**

1. The Organization will maintain adequate liability insurance unless all Officers of the Organization agreed and certify that, in their judgment, the Organization's activities present no more than a negligible risk of liability.

2. The Organization will not operate on Buckley SFB unless it maintains adequate liability insurance or the requirement for adequate liability insurance is waived under AFI 34-223.

## **ARTICLE IX AMENDMENTS**

1. Amendments to the Constitution may be proposed by any member and voted upon at a members meeting. For an amendment to pass, it requires a two-thirds majority member vote under voting procedures described in Article V above.

2. The Constitution will be reviewed at least every two years at a members meeting, as well as when there is a change in the purpose, function, or membership eligibility, or when there is an amendment, whichever comes first.

## **ARTICLE X DISSOLUTION**

1. In the event the purpose of the Organization no longer supports the existence of the Organization, or for any other appropriate reason, the Organization will dissolve. The Organization may be dissolved upon a two-thirds majority member vote under voting procedures described in Article V above. In the event of dissolution, the Organization will be wound down appropriately.

2. Prior to dissolution, the Organization will prepare a time-phased plan. The time-phased plan

to dissolve will include a plan to satisfy any outstanding debts, liabilities, and obligations. The Organization will use its funds to satisfy any outstanding debts, liabilities, or obligations before existing funds are allocated for any other purpose. If the Organization's funds are insufficient to cover all outstanding debts, liabilities, and obligations, then the Organization's members will make sufficient contributions and/or raise sufficient funds to do so. Failure to do so will result in members being held personally and jointly and severally liable.

3. After all outstanding debts, liabilities, or obligations are satisfied, the disposition of any remaining funds and residual assets will be determined by a majority member vote under voting procedures described in Article V above. The Organization may vote to donate remaining funds and residual assets as a gift to the Air Force pursuant to AFI 51-506 or as a NAFI donation pursuant to AFMAN 34-201.

[Acknowledgment, Approval and Signatures on Following Page]  
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**ACKNOWLEDGEMENT, APPROVAL AND SIGNATURES**

This Constitution is approved by the initial Executive Council. We each certify that the Organization will comply with the Joint Ethics Regulation, AFI 34-223 and DAFI 36-3101.

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SIGNATURE

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DATE

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**PRINTED NAME**  
President

\_\_\_\_\_  
SIGNATURE

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DATE

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**PRINTED NAME**  
Vice President

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SIGNATURE

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DATE

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**PRINTED NAME**  
Secretary

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DATE

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**PRINTED NAME**  
Treasurer



**BY-LAWS OF**  
**[FULL NAME OF PRIVATE ORGANIZATION]**

**SECTION 1**  
**OFFICERS AND EXECUTIVE COUNCIL**

**The President will:**

Maintain overall responsibility over the Organization.

Call meetings of the Executive Council and members. The President will inform the Secretary of a meeting at least seven calendar days prior to the meeting.

Preside over meetings. The President will supervise elections and votes.

Prescribe the functions of any committees.

Complete all duties prescribed to the President under the Organizations' Constitution.

**The Vice President will:**

Assume the duties of the President in the absence of the President. This includes presiding over meetings of the Executive Council or members.

Be the primary point of contact with Buckley SFB for any operations done on the installation. This includes submitting approvals for establishment as a Private Organization on base and fundraiser requests as well as supplying the base with necessary documents annually such as liability waiver requests and renewals.

Ensure the Organization's compliance with the Constitution and By-Laws.

Complete all duties prescribed to the Vice President under the Organizations' Constitution.

**The Secretary will:**

Notify the Executive Council of Executive Council meetings, and notify all members of members meetings, by providing all invitees with written notice of the time and place of the meeting as well as a copy of the agenda. Notices must be given reasonably in advance of any meeting, and never less than two days before the meeting.

Record written minutes of all meetings. Minutes will include but not be limited to the results of elections and votes. Such minutes will be reviewed and approved by the presiding officer and made available on request of any member in good standing no later than 15 days after the meeting.

Maintain the files, records, and documents of the Organization, including but not limited to the Constitution and By-Laws, the current membership roster, meeting minutes and financial statements, proof of insurance or waiver, fundraiser requests and approvals, and members' notice and acknowledgement of joint and several liability. The Secretary must ensure that all records of the Organization are provided to his or her successor.

Secure and disburse funds in the absence of the Treasurer. The Secretary must ensure he or she has completed the steps necessary to disburse such funds, if necessary, to include being an authorized and named user on the Organization's bank accounts.

Complete all duties prescribed to the Secretary under the Organizations' Constitution.

**The Treasurer will:**

Secure and disburse funds, receive deposits, maintain financial and tax records, account for all funds, assets, and obligations, and satisfy the Organization's liabilities with the Organization's funds. If the Organization uses one or more bank accounts, such accounts must be in the name of the Organization. However, the Treasurer may be required to provide his or her personal information, such as Social Security Number, in order to act as an account holder. The Treasurer must ensure that, at the end of his or her term as Treasurer, his or her personal information is removed from the Organization's account and replaced with the personal information of the successor Treasurer. The Treasurer must ensure that all financial records of the Organization are provided to his or her successor.

Provide sound financial and operational management, in part by rendering a full and complete financial statement at each members meeting, maintaining a balance sheet that accounts for all assets and liabilities, and providing a summary of the budget at appropriate Executive Council and members meetings. The budget must include projected income and expenses and purchases. The financial statement must include income received and expenses paid for the current fiscal year. The financial statement must also include an accounting of the assets, liabilities, and net worth for the current fiscal year.

Be responsible for the Organization's compliance with all applicable federal, state, and local laws, including any requirements to file and pay taxes or request tax-exempt status. If the Organization chooses to pursue tax-exempt status, the Organization is responsible for all associated duties and responsibilities, legal requirements, and fees.

Oversee any audits completed of the Organization's finances.

Record meeting minutes in the absence of the Secretary.

Complete all duties prescribed to the Treasurer under the Organizations' Constitution.

**The Executive Council will:**

Authorize any disbursement of funds up to one hundred dollars (\$100). Any disbursement in excess of \$100 must be approved by a majority member vote.

Ensure the Organization achieves its constitutional purpose, oversee the Organization's activities, implement internal management and control procedures, and take action to resolve the Organization's matters.

Not receive compensation for his or her efforts, monetary or otherwise

**SECTION 2  
COMMITTEES**

The Executive Council may, at the request of any officer or member, form a committee to address a specific need of the Organization. A committee will be disbanded when the need no longer exists or on the determination of the Executive Council.

Every committee will include at least one officer. Committee members must be members in good standing of the Organization. No committee member will receive compensation for his or her efforts, monetary or otherwise.

Each committee will keep the Executive Council informed of its actions and activities. For every committee meeting, meeting minutes will be provided to the Executive Council. The Executive Council will determine if a committee proposal requires a vote of the Executive Council or a vote of the membership.

**SECTION 3  
MEMBERS**

No member will receive compensation for his or her efforts, monetary or otherwise.

Each member will contribute \$ [redacted] in dues upon being admitted to the Organization. Each member will contribute \$ [redacted] annually in dues, with the full contribution due by the first day of April each year.

Additional contributions, service charges, fees, and special assessments may be charged to members upon an Executive Council vote. Any such charges approved must be borne equally by all members. Other than annual dues, no additional charge may be levied against members more than once per calendar year.

Members are expected to assist equitably in fundraising efforts.

Each member is responsible for ensuring the Secretary has their correct contact information, including correct name, rank, email, phone number, and mailing address.

**SECTION 4  
ACTIVITIES**

*[If the Organization conducts a regular activity or activities, they may be described here. For example, if the Organization supports an annual awards ceremony, the support should be described. If the Organization awards an academic scholarship, the award and selection criteria should be described. If the Organization celebrates special occasions of its members, the occasions and the manner of celebration should be described, such as a \$20 gift certificate to wish a member happy birthday.]*

**ACKNOWLEDGEMENT, APPROVAL AND SIGNATURES**

These By-Laws are approved by the initial Executive Council.

\_\_\_\_\_  
SIGNATURE

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DATE

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**PRINTED NAME**  
President

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SIGNATURE

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DATE

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**PRINTED NAME**  
Vice President

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**PRINTED NAME**  
Secretary

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**PRINTED NAME**  
Treasurer