

This Constitution dated May 18, 2022 shall supersede all others

**SPOUSES OF JOINT BASE MCGUIRE-DIX-LAKEHURST ORGANIZATION
- THRIFT STORE, INC.**

CONSTITUTION

ARTICLE I

NAME, PURPOSE, AND AUTHORITY

1. The name of the organization shall be the Spouses of Joint Base McGuire-Dix-Lakehurst Organization – Thrift Store, Inc. It shall hereafter be referred to as the SOJBMDL-TS. SOJBMDL-TS may do business under that name and under any other name or names upon which the Board agrees. If SOJBMDL-TS does business under a name other than that set forth in its Certificate of Incorporation, then SOJBMDL-TS shall file a certificate or registration of alternate name as required by the New Jersey Nonprofit Corporation Act ("the Act").
2. SOJBMDL-TS is organized and shall be operated as a charitable organization as defined in Section 501(c)(3) of the United States Internal Revenue Code, and applicable Treasury Regulations promulgated thereunder, as the same may be from time to time amended, supplemented or succeeded or corresponding section of any future federal tax code (hereinafter collectively the "Code"). More specifically, the purpose of SOJBMDL-TS is to further and carry out charitable objectives and purposes including, but not limited to, operating a thrift store (the "Thrift Store"), the proceeds from which shall be contributed to the support of the community located on the Joint Base McGuire-Dix-Lakehurst ("JB MDL" or "Installation"), the local civilian community, other military bases, national nonprofit organizations, and scholarships for military members and their dependents.
3. SOJBMDL-TS shall also govern the operations of Cinderella's Closet. SOJBMDL-TS received a donation of approximately 700 dresses from the Women's Club of Little Silver. As a condition of the donation, SOJBMDL-TS is not to generate revenue by selling inventory. Should inventory be released from Cinderella's Closet, it must be free of charge or by donation. Furthermore, any funds raised by Cinderella's Closet (e.g. specific fundraising events for Cinderella's Closet or by excess in the "pay it forward" donation folder) should be returned to Cinderella's Closet by means of dress cleanings, dress/accessory repairs, purchasing of additional inventory for Cinderella's Closet, or other similar activities.

Article II
MEMBERSHIP

1. SOJBMDL-TS shall have members. Membership in the SOJBMDL-TS shall be voluntary. The SOJBMDL-TS Board makes the decision each fiscal year if there shall be a membership fee. Those persons who meet the eligibility requirements, have paid their dues (if applicable), and completed the membership documentation shall constitute the membership of the SOJBMDL-TS.
2. Membership denial and related action based upon race, religion color, sex, gender affiliation, sexual orientation, age, national origin, branch of service, or activation status is prohibited.
3. Membership shall consist of three categories: Active, Associate, and Honorary. Only members in good standing may attend and participate in SOJBMDL-TS sponsored activities or functions, with the exception of guests who may attend one (1) SOJBMDL-TS organizational event before becoming a member. The Board, with consent of the Advisor(s), may revoke membership with just cause. Members whose dues are paid (if applicable) and actively engage with SOJBMDL-TS functions shall be considered members in good standing for SOJBMDL-TS participation. Membership may be terminated for non-payment of debts such as dues (if applicable) or special activity fees. Membership once terminated shall be reinstated upon payment of accrued dues and assessments (if applicable) with a written request to the SOJBMDL-TS Board. Definitions of membership are as follows:

a. Active Membership

i. Eligibility

1. Spouses of active military members of the United States Armed Forces assigned or attached to JBMDL or residing in the greater JBMDL area.
2. Spouses of military members of the United States Armed Forces on active duty who are not in the geographical area of JBMDL.

ii. Privileges

1. An Active Member is eligible to vote, serve on the Board, chair a committee, and participate in all SOJBMDL-TS sponsored activities.
2. An Active Member shall pay annual dues (if applicable), in advance or at the time of joining the SOJBMDL Org, directly to

the Membership Chair or Financial Officer.

b. Associate Membership

i. Eligibility

1. Spouses of retired or deceased United States Armed Force members, residing in the JBMDL area.
2. Spouses of Guard and Reserve members of the United States Armed Forces assigned or attached to JBMDL or residing in the JBMDL area.
3. Spouses of International Armed Force members assigned to JBMDL.
4. Spouses of Department of Defense (DOD) employees, active or retired.
5. Active duty Armed Forces members assigned to JBMDL.

ii. Privileges

1. An Associate Member is eligible to vote, chair a committee, and participate in all SOJBMDL-TS sponsored activities.
2. An Associate Member may hold the following offices:
Administrative Coordinator and Financial Officer.
3. An Associate Member that is part of the Armed Forces may hold committee chair positions and may hold the offices of Administrative Coordinator and Financial Officer so long as the positions do not have conflict of interest with their duty serving as an Armed Service Member in accordance with Joint Ethics Regulations, DoD Reg. 5500.7-R. Article V, Section 6 further defines this guideline.
4. In the event that all nominated Active members decline the nomination for the office of President, First Vice President or Second Vice President, the general membership may vote to nominate an Associate Member to fill these offices. Once elected, the nominated Associate member will be permitted to serve in office for one year. Associate members may be allowed to be reelected for a second term if an Active member declines the nomination with a maximum of two terms.
5. An Associate Member shall pay annual dues (if applicable), in

advance or at the time of joining the SOJBML-TS, directly to the Membership Chair or Treasurer.

c. Honorary Membership

i. The following persons shall be offered honorary membership for the duration of their spouse's term:

1. Spouse of the USAF Expeditionary Center Commander
2. Spouse of USAF Expeditionary Center Command Chief
3. Spouse of the 87th ABW Commander
4. Spouse of the 87th ABW Command Chief
5. Spouse of the U.S. Army Support Activity, Fort Dix Deputy Commander
6. Spouse of the Naval Support Activity Deputy Commander
7. Spouse of the MAG-49 Commander
8. Spouse of the 174th Combined Arms Training Brigade Commander
9. Spouse of the 305th Air Mobility Wing Commander and Command Chief
10. Spouse of the 621st Contingency Response Wing Commander and Command Chief
11. The Manager of the Thrift Store

ii. Privileges

1. Honorary Members are eligible to participate in all SOJBMDL-TS sponsored activities.
2. Honorary Members are not required to pay dues (if applicable) and are therefore not eligible to vote or hold office. If the Honorary Member decides to join the SOJBMDL-TS as an Active Member by paying dues (if applicable), she/he shall be entitled to all the rights and privileges of an Active Member. The Thrift Store Manager however, is ineligible to hold office, regardless of membership status.
3. Honorary Members may be put on the roster and receive newsletters and invitations to programs.

4. Honorary members shall pay all other fees for functions and special activities.
5. Honorary members regardless of dues payment are not allowed to vote at Board meetings

ARTICLE III GENERAL PROVISIONS

1. SOJBMDL-TS is a private organization operating on Joint Base McGuire-Dix-Lakehurst (JBMDL) pursuant to AFI 34-223. The organization shall be self-sustaining, independent, a non-profit, and is not an instrument of the United States government. It operates on JBMDL only at the discretion of the JBMDL Installation Commander. Operation is contingent on compliance with the requirements and conditions of all Air Force policies and regulations.
2. The President will ensure that all members are aware that financial liability incurred by SOJBMDL-TS may ultimately result in individuals' personal financial responsibility if SOJBMDL-TS fails to meet its obligations, even though SOJBMDL-TS may have been re-designated or dissolved.
3. SOJBMDL-TS is not responsible for personal property lost, stolen or damaged in connection with SOJBMDL-TS events.

ARTICLE IV OFFICERS AND GOVERNING BODY

1. The SOJBMDL-TS Board will consist of the Executive board, Advisor(s), Parliamentarian, and the Thrift Store Manager. The Board shall carry out the purpose and objectives of SOJBMDL-TS by approving the transaction of its routine business in accordance with the approved Constitution and established policies. The Board shall make and enforce such Bylaws as are necessary for the governing of SOJBMDL-TS.
2. The Executive Board shall consist of the elected officers: President, 1st Vice President, 2nd Vice President, Financial Officer, and Administrative Coordinator. Should not all positions be filled, to continue operations in accordance with non-profit 501(c)3 regulations for the state of New Jersey, the President, Financial Officer, and Administrative Coordinator positions must be filled by election annually.
3. The President, Parliamentarian, Thrift Store Manager, and Advisor(s) will be non-voting members of the Board. The President shall vote in the event of a tie.
4. All Parliamentary procedures not covered by the SOJBMDL-TS Constitution and Bylaws

shall be governed by Robert's Rules of Order (Revised Edition).

ARTICLE V
BOARD/OFFICER ADDED REQUIREMENTS

1. The President shall be responsible to ensure SOJBMDL-TS's Constitution and authorization is reviewed annually and is consistent with applicable installation policies.
2. The President and Financial Officer shall establish a system for the protection of SOJBMDL-TS assets and ensure liabilities do not exceed its income.
3. Board members do not have proprietary rights in SOJBMDL-TS's assets. Income will not accrue to individuals except through wages or salaries for employees of SOJBMDL-TS. At the discretion of the Board, fair market value stipends may be offered to Board members. A voting Board member who receives compensation, directly or indirectly, from SOJBMDL-TS for services is precluded from voting on matters pertaining to that member's compensation.
4. The Administrative Coordinator will forward one copy of all official minutes and financial reports yearly with the renewal for private organizations and as requested, a current list of officers, phone numbers, and addresses to the 87th Force Support Squadron Commander or the designated representative.
5. Liability insurance providing coverage against personal injury and property damage and indemnifying the U.S. Government and JBMDL will be purchased unless a waiver of any insurance signed by the installation commander or his delegate is appended hereto. In the event that a special event is scheduled which may increase the liability risk of the organization or installation, additional insurance will be purchased.
6. Board members currently on active duty, in the Reserves, or government civilian employees or contractors must also comply with all aspects of the Joint Ethics Regulations, DoD Reg. 5500.7-R. This regulation prohibits any federal employee from acting as an officer in a private organization if the position requires them to represent the organization before the federal agency, to include the Armed Forces.

ARTICLE VI
ELECTIONS AND APPOINTMENTS

1. The President, 1st Vice President, 2nd Vice President, Administrative Coordinator, and Financial Officer shall be elected annually by the last general membership meeting of the board year:
 - a. By ballot or e-vote if there are two or more nominees for any given office.
 - b. By

- hand vote if there is a single slate and the quorum is met, or by e-vote if a quorum is not met.
2. Individuals nominated for an elective office must be qualified and have given consent before nominations are made. Nominees may be subject to a background check. Honorary members may not serve an elected position unless they pay their membership dues (when applicable) to become Active members.
 3. At the time the slate is presented, nominations shall be accepted from the floor, with consent from the nominee. Nominations will then be closed.
 4. The Nominating Committee shall determine appropriate times and procedures for election.
 5. The term of office and duties of each elected officer shall be 1 June through 31 May of the following year, as provided in the Bylaws.

ARTICLE VII MEETINGS AND QUORUMS

1. The Board shall meet monthly at the discretion of the President and at such times as necessary. The Board, or any committee of the Board, may specify that a meeting will be conducted through one or more means of remote communication, provided that notice is given, as specified in this Constitution, and that the quorum requirements specified below are met. Remote communication includes any communication that is accomplished by means of telephone or video conference call or any other means of communication by which all persons participating in the meeting are able to hear and speak to each other. Participation in a meeting through a form of remote communication that is authorized by the Board, or any committee of the Board, constitutes personal presence at the meeting.
2. Special meetings may be held at the discretion of the Board. Such meetings shall be held upon not less than three (3) days' notice given personally or by telephone, facsimile, email, or by depositing notice in the United States mail, postage prepaid. Such notice shall specify the time and place of the meeting and the general purpose(s) of the meeting. No business other than that specified in the notice shall be transacted at the special meeting.
3. Election of officers will be held at a general meeting or by electronic vote. Procedures for nominations and the elections are outlined in this Constitution and the Bylaws.
4. The SOJBMDL-TS Executive Board will meet prior to the general meeting as needed.
5. At Board meetings, a quorum shall be a simple majority (more than half) of the Board members. Unfilled positions and any Board member who must recuse from a vote will not

be counted when determining the number of voting members for the quorum. If voting is conducted electronically, a non-vote or no response from the member after five (5) days shall be counted as a vote for the motion.

6. All voting will be conducted in accordance with Robert's Rules of Order (Revised Edition).

ARTICLE VIII ADOPTIONS AND AMENDMENTS

1. The Constitution and Bylaws shall be reviewed at a minimum annually by the Constitution and Bylaws Committee and bi-annually by the Board. Proposed changes will be presented to the Board for approval. The Constitution shall be effective upon adoption by Board approval.
2. Amendments:
 - a. Amendments to this Constitution may be submitted in writing by any Board member, by contacting the Parliamentarian or President. An amendment must be approved by the Board.
 - b. All voting must comply with Joint Ethics DOD Reg. 5500.7-R.

ARTICLE IX FINANCES

1. All funds will be deposited in the appropriate SOJBMDL-TS account and a financial statement will be reported and recorded in the official minutes of meetings in a timely manner.
2. No part of the net earnings shall be used to the benefit of, or be distributable to its members, trustees, officers, or other private persons with the exception of approved scholarship disbursements, Board approved stipends, or when the organization's point of contact is an individual.
 - a. Funds designated "Random Acts of Kindness" can be used to make indiscriminate Commissary gift card donations to individuals as desired by a majority vote of the Board.
 - b. Any unbudgeted expenditures of \$500 or less require the approval of a simple majority of the Welfare Committee. Over \$500 requires a simple majority vote of the Board, while over \$1,000 requires a simple majority membership vote. If there is no Welfare chair or committee, the Board may approve up to \$1,000 in

unbudgeted expenditures while requests over \$1,000 require a simple majority vote of the membership.

3. Operational Funds

- a. Operational funds are incurred through fundraising events, service charges, donations, and 20% of profits generated from the Thrift Store. All fundraisers will be approved through the 87th Force Support Squadron Commander.
 - b. The SOJBMDL-TS operates the Cinderella's Closet. It is a non-profit operational activity.
 - c. The Financial Officer, or if necessary, the 1st Vice President, shall receive all monies due the SOJBMDL-TS.
4. Audits will be conducted by a public accountant when annual gross revenue exceeds \$100,000. Gross annual revenues of \$250,000 or more will have an audit performed by a Certified Public Accountant (CPA) paid with SOJBMDL-TS funds and will be conducted annually.
5. All expenditures can be made by debit card or check except for small petty cash requirements. Debit card purchases can be made in lieu of a check at the discretion of the president with board acknowledgement. Checks exceeding \$500.00 must be countersigned by a Financial Officer, President or 1st Vice President with the exception of line items in the budget. These checks only need to be signed by the Financial Officer up to the amount voted on and approved by the Board.
6. The SOJBMDL-TS may participate in base-wide fundraising opportunities (i.e., the Airshow and Open House). All fundraisers require written approval obtained from the installation commander through the 87th Force Support Squadron Commander.
- a. The SOJBMDL-TS may engage in a maximum of three fundraising opportunities per quarter as approved by the installation (see AFI 34-223).
7. The SOJBMDL-TS will not engage in activities which compete with those of any Services Division activity, NAFI, or the Exchange operation on JBMDL, except as provided in AFI 34-223.
8. The SOJBMDL-TS will comply with all local, state and federal laws.
- a. In accordance with New Jersey Raffles Licensing Law, Board members cannot benefit or receive reward from the operations of fundraising events. Therefore, SOJBMDL-TS Board members cannot benefit or receive reward from the operations of any fundraising event conducted by the SOJBMDL-TS.

9. SOJBMDL-TS is a self-sustaining group of private individuals and not an instrumentality of the United States Government. In no event is the United States Government held liable, in fact or spirit, for any indebtedness incurred by the SOJBMDL-TS.

ARTICLE X INSURANCE AND LIABILITIES

1. The SOJBMDL-TS shall have adequate insurance to provide liability coverage against personal injury or property damage claims that may arise from their activities. The 87th Mission Support Group Commander determines the insurance needs, based upon advice from the staff judge advocate and the 87th Force Support Squadron Commander.
2. The Executive Board of the SOJBMDL-TS is currently bonded through the organization's insurance policy.
3. The 87th Mission Support Commander is authorized to waive or increase the insurance requirement if the commander determines that the SOJBMDL-TS has an extremely low liability exposure.
4. A Board member of SOJBMDL-TS may not obligate the organization without prior Board approval. The obligation should be for the sole use and benefit of the SOJBMDL-TS. If such benefit is solely for the use and benefit of the member, the member himself/herself will be held liable to the SOJBMDL-TS.
5. Fiscal policies, in accordance with Air Force Instructions (AFI 34-223), will include completed annual financial statements to be delivered to a CPA by the outgoing board, preferred by June, no later than August. The incoming Board shall be responsible for the completion of all necessary tax and filings from the CPA. The related fees shall be paid through the operational budget.

ARTICLE XI SCHOLARSHIPS

The Board shall be responsible for collecting, evaluating, and reviewing applications and solicitations for any scholarships and grants to be awarded by SOJBMDL-TS. The Board shall consider the total funds to be distributed for SOJBMDL-TS's fiscal year. No member of the Board will derive a private benefit, directly or indirectly, from the granting of awards. No individual may receive a scholarship or grant in more than two (2) successive years; provided, however, that a grant or scholarship may be awarded in such case if seventy-five percent (75%) of all members of the Board vote in favor of an award.

**ARTICLE XII
CHARITABLE PURPOSE**

No Board member, officer or employee, member of a committee, volunteer or person connected with SOJBMDL-TS, or any other private person, shall receive at any time any of the net earnings or pecuniary profit from the operations of SOJBMDL-TS; provided, however, that this prohibition shall not prevent the payment to any such persons of such reasonable compensation for services rendered and reimbursement for reasonable expenses incurred on behalf of or for the benefit of SOJBMDL-TS as shall be necessary or desirable in effecting any of the purposes of SOJBMDL-TS or SOJBMDL-TS's making payments and distributions in furtherance of SOJBMDL-TS's purposes as set forth in SOJBMDL-TS's Certificate of Incorporation and this Constitution or Bylaws. No such person or persons shall be entitled to share in a distribution of any of the corporate assets upon the dissolution of SOJBMDL-TS. Unless otherwise compelled or required by law, dissolution of SOJBMDL-TS in accordance with Article XIII shall occur pursuant to a plan of dissolution adopted by the affirmative vote of a majority of the Board Members of SOJBMDL-TS

**ARTICLE XIII
CHARITABLE STATUS**

Notwithstanding any other provision of these Bylaws, no Trustee, officer or employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, from time to time, and its Regulations as they now exist or as they may hereafter be amended, and by an organization, contributions to which are deductible under Section Bc 170(c)(2), Section 2055(a)(2), and Section 2522(a)(2) of such Code and Regulations thereunder as now exist or as they may hereafter be amended.

**ARTICLE XIV
DISSOLUTION OR MERGER CLAUSE**

In case of dissolution of the organization, all funds in the treasury will be used to satisfy any outstanding debts, liabilities, or obligations. Funds remaining in the treasury will be redistributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax codes, as the Board determines, with a preference to organizations with a similar purpose or to youth activities so long as they reflect favorably upon SOJBMDL-TS and the Armed Forces. Any residual assets not disposed of pursuant to the above will be treated as a gift to the Air Force and disposed of in accordance with AFI 51-601. A final financial report will be sent to the Commander, 87th Force

Support Squadron for review and inclusion in the Force Support Squadron read file.

**ARTICLE XV
DECLARATION OF INVALIDITY**

In the event an article of this Constitution or a portion thereof is declared invalid, the remaining unaffected provisions of such articles or portions thereof shall remain in full force and effect.

Date of Approval: May 18, 2022

By: _____

President, SOJBMDL-TS

Print Name: _____

By: _____

1st Vice President: Director of Philanthropic Outreach, SOJBMDL-TS

Print Name: _____

By: _____

2nd Vice President: Director of Events and Community Outreach, SOJBMDL-TS Print

Name: _____

By: _____

Financial Officer, SOJBMDL-TS

Print Name: _____

By: _____

Administrative Coordinator, SOJBMDL-TS

Print Name: _____