



## Humphreys United Spouses Club Constitution

### Article I. NAME AND AUTHORITY

**Section 1.01** The name of this non-profit organization shall be the “Humphreys United Spouses Club” USAG Humphreys, Korea, hereinafter referred to as the United Club, along with the Humphreys Painted Door Thrift Shop, hereinafter referred to as the Thrift Shop. The approving authority for this private organization to operate on USAG Humphreys is the installation commander or designated representative (per DoD Instruction 1000.15, DOD5500.7-R (JER), AR 210-22, AR 215-1, and pertinent local regulations, with the approval of the USAG Humphreys and the Garrison Commander).

**Section 1.02** The mission of the United Club shall be to contribute to the advancement and the improvement of the quality of life on the installation and within our surrounding communities. The purpose of United Club shall be for charitable and educational purposes. This includes lessening the burden of the government by promoting friendship among the entire military community (including all branches of service, active-duty, retirees, spouses, and others), lessening neighborhood tensions by developing and fostering a spirit of goodwill and community responsibility, providing opportunities for social, culture, and creative pursuits, and distribution of scholarships for individuals, grants for organizations, and support for the local community. The United Club is committed to creating an environment free of discrimination, where everyone is treated with dignity and respect regardless of race, religion, color, sexual orientation, gender, and national origin.

### Article II. GENERAL PROVISIONS

**Section 2.01** The United Club is organized as a non-profit private organization, provided for in applicable Army regulations. This organization is not an instrumentality of the United States, must be self-sustaining, and may not receive financial assistance from the Army or non-appropriated funds. The United Club recognizes the authority of the Garrison Commander to revoke permission to operate on the installation at any time and for any reason.

**Section 2.02** This organization fully supports the USAG Humphreys and the United States Forces in Korea (USFK) policy on equal opportunity and will not discriminate in membership eligibility on the basis of race, color, religion, sex, national origin, age, disability, or sexual orientation. This organization will neither accept invitations from nor participate in any organization or activity that does not conform to USAG Humphreys policy, or that discriminates on the basis race, color, religion, sex, national origin, age, disability, or sexual orientation. Endorsement of a non-Federal entity, event, product, service, or enterprise may be neither stated nor implied by DoD or DoD employees in their official capacities and titles, position, or organization names may not be used to suggest official endorsement or preferential treatment of any non-federal entity except those listed in JER 5500.7r, 3-300 subsection 3-210.

**Section 2.03** The United Club will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the Government.

**Section 2.04** The United Club operates and exists on this military installation only with the consent of the installation commander. This consent is contingent upon compliance with the requirements and conditions of all Army regulations, specifically DODI 1000.15 and FH Reg. 210-56. Approval to exist on USAG Humphreys will be withdrawn if requests for revalidation are not received at least 30 days prior to the expiration date.

**Section 2.05** Department of the Army Real Estate License No. DAKS792-1-20-002 – This five-year license, which authorizes the use of Building 550 (the Thrift Shop), will expire August 2025.

**Section 2.06** It is suggested that all members of the United Club read the Constitution and Bylaws.



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Members will be held liable for the debts of the United Club in the event of bankruptcy, insolvency, or dissolution.

**Section 2.07** The most current edition of Robert's Rules of Order shall be the parliamentary authority in all meetings conducted by the United Club.

### Article III. GOVERNING BODY

**Section 3.01** The elected officers of the United Club shall consist of President, First Vice President, Second Vice President, Secretary, and Operating Treasurer. The duties of each elected officer are described in the Bylaws. An elected officer must be an active member in good standing. The President will appoint a Parliamentarian, and Host Nation Liaison, whose duties are described in the Bylaws.

**Section 3.02** The advisors will be appointed by the Honorary President and Senior Advisor in conjunction with the President.

**Section 3.03** The Executive Board will consist of elected officers (President, First Vice President, Second Vice President, Secretary, and Operating Treasurer), Parliamentarian, Host Nation Liaison, Honorary President, and Senior Advisor. Any additional advisors (SCO, Thrift Shop, and Korean Welfare) may attend Executive Board meetings at the invitation of the Honorary President and/or the President.

**Section 3.04** The General Board will be appointed by the President, with majority approval of the Executive Board. The terms and duties of each position are described in the Bylaws. A General Board Member must be an active member in good standing.

**Section 3.05** The United Club Board shall make and enforce the Bylaws, in accordance with the Constitution, as are necessary for the governing of the club.

**Section 3.06** Only Elected Board Members and General Board Members may vote during United Club Board deliberation, with the following exceptions: The President, the Parliamentarian, the Senior Advisors, and all other advisors will be non-voting members of the Board. The President may vote only in the event of a tie.

### Article IV. MEMBERSHIP

**Section 4.01** The United Club fully supports the Humphreys policy on equal opportunity and will not discriminate in membership eligibility on the basis of race, color, religion, sex, national origin, age, disability, or sexual orientation.

**Section 4.02** Membership begins when the eligible member registers and pays their dues and shall end on the 31st of May in the Membership Year that they join. Newly installed Board Members must join the club at their first board meeting over the summer. Other eligible members may join at any time over the course of the Membership Year. A Member in "good standing" is defined as a member who has paid their membership dues and is not delinquent in their financial obligations to the United Club or defaulted on their Real Property and/or their Borrowed Boutique contracts. Members must be affiliated with USAG Humphreys.

**Section 4.03** All spouses and family members over age 18 of US military ID cardholders, US sponsored foreign and internationals, and DoD civilian ID cardholders are eligible for active membership as defined under USA/ROK Status of Forces Agreement (SOFA). All surviving spouses of US military ID cardholders and DoD civilian ID cardholders are eligible for active membership. All surviving spouses will retain the same privileges as described below but WILL NOT have to pay dues. Active members in good standing may hold elected or appointed offices, have the privilege to vote, and participate in all United Club



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activities.

**Section 4.04** Associate Membership will be extended to any employee of the Thrift Shop, and they will be considered General Members with voting privileges during the period of their employment.

**Section 4.05** Distinguished Attendee status may be extended at the pleasure of the United Club President, with the approval of the Executive Board, to distinguished individuals who have been supportive and involved in the coordination of military and civilian life and have had a lasting impact and influence on the United Club and the USAG Humphreys community. They shall have no vote, nor hold office, nor shall be required to pay dues. A roster of Distinguished Attendees shall be maintained by Member Services and will be updated and reviewed annually by the Executive Board.

**Section 4.06** Non-members may attend only one membership program or sub club as a guest of a member. They may attend subsequent meetings by becoming a member. The President, with the approval of the United Club Board, may, in the interest of community relations, issue invitations for special occasions to members of the local communities.

**Section 4.07** The dues for membership shall be determined by the United Club Board. No refunds shall be given to any member leaving the post or voluntarily relinquishing membership. Memberships are not transferable. Any member joining after 1 January shall pay half the dues.

### Article V. FINANCE

**Section 5.01** The United Club will have three funds: The Operating Fund, the Scholarship & Community Outreach Fund, and the Thrift Shop Fund.

- a. The Operating Funds shall be derived from 20% of the Thrift Shop net income as well as dues and monies raised within membership functions. A minimum balance of TEN THOUSAND DOLLARS (\$10,000) must be held in reserve in the Operating Fund.
- b. The Scholarship & Community Outreach Funds shall be derived from 80% of the Thrift Shop revenues as well as United Club fundraising events and donations and will be deposited to the Scholarship & Community Outreach Fund account. The Scholarship & Community Outreach Fund will maintain a minimum balance of TEN THOUSAND DOLLARS (\$10,000) – FIVE THOUSAND DOLLARS (\$5,000) will be held in reserve, and FIVE THOUSAND DOLLARS (\$5,000) will be set aside for fundraisers.
- c. The Thrift Shop Funds shall be derived from Thrift Shop donations and sales and dispersed with 20% going toward the Operating Funds and 80% going toward the Scholarship & Community Outreach Funds (minus payroll and administrative costs). A minimum balance of FIVE THOUSAND DOLLARS (\$5,000) must be held in reserve in the Thrift Shop Fund.
- d. An informal annual audit of each fund shall be completed at the end of United Club fiscal year, 31 May. If the Operating Treasurer resigns before the end of the board year, an audit of the books, up to that point, must be completed before handover and again at the end of the board year.

**Section 5.02** The Operating Treasurer, or in his/her absence, the President or First Vice President, shall receive all dues collected by Membership and all other monies of the United Club and deposit said monies in an authorized depository within seven (7) business days of the receipt of monies.

**Section 5.03** The Operating Treasurer shall pay all obligations of the United Club, to include but not limited to, monthly bills, sales taxes, and any reimbursements from the Operating Fund account within seven (7) working days of receipt.

**Section 5.04** The Scholarship & Community Outreach Treasurer shall pay all obligations of the Scholarship & Community Outreach committees, to include but not limited to, monthly bills and



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reimbursements from the Scholarship & Community Outreach Fund account within thirty (30) calendar days of receipt, unless an extension is requested.

**Section 5.05** The United Club is a self-sustaining group of private individuals and not an instrumentality of the United States Government. In no event will the United States Government be held liable, in fact or spirit, for any indebtedness incurred by the United Club. The United Club may not receive financial assistance or financial support from United States Forces in Korea (USFK) or any of its non-appropriated funds.

**Section 5.06** All revenue producing activities of the United Club conducted on post shall have prior approval of the NAF Support Services Division, Family and MWR, USAG Humphreys.

**Section 5.07** At a minimum, the President, First Vice President, Second Vice President, Secretary, Operating Treasurer, Scholarship & Community Outreach Treasurer, Thrift Shop Treasurer, Thrift Shop Manager, Thrift Shop Assistant Manager, all Thrift Shop Sales Associates, Real Property Chair, Borrowed Boutique Chair, Membership Chair, Reservations Chair, Bazaar Chair, Activities Chair, ACE (Annual Charity Event) Chair, and Ways and Means chair shall be bonded yearly at the United Club's expense.

### Article VI. EVENTS

**Section 6.01** The United Club will conduct regular meetings of the general membership in the form of United Club programs monthly from September to May.

**Section 6.02** At the discretion of the board, the United Club will coordinate the following events: Two Membership Drives, a minimum of two fundraisers per year, and monthly social functions and events as deemed necessary.

**Section 6.03** Permanent reservations are voluntary; it is the responsibility of members to cancel their reservations at least 3 calendar days prior to a function to avoid being billed for the function.

**Section 6.04** Members will be billed for reservations not cancelled and will not be allowed to attend any United Club sponsored functions until paid. RSVPs of a member that result in three no-shows will result in automatic cancellation of membership.

### Article VII. MEETINGS AND QUOROMS

**Section 7.01** Meetings of General Board shall be held once a month from August through May. The United Club Executive Board may change the meeting schedule. Meetings held in June and July are optional and held at the discretion of the President.

**Section 7.02** Business may be transacted at any meeting where there is quorum, defined as at least two-thirds of the voting Board Members present.

**Section 7.03** In emergency situations or when an immediate decision is required (refer to Bylaws, Article XIII, Section 13.01, the Parliamentarian may conduct voting by an electronic poll provided there is a quorum and majority requirements are met. The results will be emailed to the board.

**Section 7.04** The United Club will keep the following information on record: Minutes or summaries of Board meetings; financial statements; any major changes in UNITED CLUB activities, membership requirements, officers, objectives, organization, Constitution, Bylaws, use of funds and management functions; names, addresses, and phone numbers of officers; a copy of all audit reports; a copy of any correspondence about applicability of Federal, State, and local laws; and a copy of the United Club EIN number. These records shall be kept for a minimum of five years.



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**Section 7.05** Any meeting of the United Club membership requires at least seven (7) days advance notice and will be held at the discretion of the United Club General Board. A quorum for a vote at the meeting shall be twenty percent (20%) of the active membership in good standing.

### **Article VIII. ADOPTION AND AMENDMENTS**

**Section 8.01** This Constitution shall be reviewed each Membership Year by the Executive Board.

**Section 8.02** This Constitution and any amendments shall be approved by a two-thirds (2/3) vote of the United Club Board and then disseminated to the General Membership.

**Section 8.03** An updated copy of this Constitution shall be provided to the Management Assistant, Financial Division, NAF Support Services Division, Family and MWR, USAG Humphreys for approval and adoption. Amendments to the constitution and/or bylaws are subject to final approval by the installation commander, or designated representative.

**Section 8.04** The United Club Executive Board is empowered to create and amend the Bylaws. These Bylaws may be amended upon an affirmative vote of the majority of the Executive Board and two-thirds (2/3) of the voting members of the general board. Amendments will be presented to general membership.

**Section 8.05** As approved for operation as a private organization by the USAG Humphreys Garrison Commander, the Constitution, Bylaws, and all applicable reports will be submitted for revalidation every two years by the organization.

**Section 8.06** Requests for revalidation as a private organization will be submitted to the USAG Humphreys Director of FMWR no less than 90 days before the expiration of the approval.

**Section 8.07** A copy of the renewal request with the Constitution/Bylaws shall be signed by the United Club President and maintained by the Secretary.

### **Article IX. ELECTIONS AND APPOINTMENTS**

**Section 9.01** The President, First Vice President, Second Vice President, Secretary, and Treasurer shall be elected annually in spring at the April membership program. The vote shall be by ballot if there are two or more nominees for any given office and by vote if there is only one nominee per position.

**Section 9.02** The President shall appoint the Parliamentarian as the chairperson for the nominating committee.

**Section 9.03** Persons nominated for an elected office must be an active member in good standing and have given their consent before nominations can be made.

**Section 9.04** The nominees, selected by the nominating committee, shall be presented no later than the March membership program. Any member in good standing who wishes to be considered for election shall do so in writing to the United Club Parliamentarian via email no later than the last day in March. After this date nominations are closed. If there are any requests, their name will be discussed within the nominating committee and a decision made as to whether the name will be included on the ballot put forth for a vote at the April membership program. Voting will take place at the April luncheon. In May, the new officers will be installed.

**Section 9.05** In the event of an incomplete ballot, except for the office of President, the vacant positions shall be appointed by the incoming President and approved by the Executive Board.

### **Article X. UNSCHEDULED CHANGES OF OFFICERS**



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**Section 10.01** United Club Board Members are presumed to have resigned upon their permanent departure from the USAG Humphreys area or upon their unexcused absences from three (3) United Club board meetings. The United Club Board reserves the right to request a resignation from any board member, at any time, due to failure of his/her fulfilling their job description.

**Section 10.02** In the event an elected office or General Board position becomes vacant, the President, with the consent of the Executive Board, will appoint an active member, in good standing, to fill the vacant position. This appointment will be assumed immediately and will be presented to the membership at the next scheduled membership program.

**Section 10.03** If the office of President is vacated at any time, this position will be filled by the First Vice President. In the event the First Vice President is unable to fill the position, a nominee will be elected by the General Membership.

### Article XI. GOVERNMENT AND RECORDS

**Section 11.01** A historical file consisting of the following records will be maintained by the United Club: The most current original letter of approval to operate on the installation; the most current original copy of the Constitution and the Bylaws; the most current record of approval of the Constitution and Bylaws; the current list of General Board and General Members; the current inventory of physical and financial assets as well as renewable subscriptions; a copy of current applicable Army Regulations; tax and financial documents, to include current audit as well as EIN number; insurance and bonding documents; and current non-profit documents.

**Section 11.02** All records, other than financial records, of the United Club will be completed at the end of the United Club Membership Year, held for 5 years, and then be destroyed.

**Section 11.03** The Treasurer shall maintain all applicable financial records for his/her Membership Year. At the end of the Membership Year, all financial records will be completed and stored for seven years, and then destroyed.

### Article XII. CHILD CARE REIMBURSEMENT

**Section 12.01** A United Club Board Member may receive reimbursement for childcare up to the annual allotment while attending all United Club Executive and/or General Board Meetings for up to two hours per meeting, which includes travel time.

**Section 12.02** A Committee Chair may receive reimbursement for childcare up to the annual allotment while attending the following committee meetings: Scholarship and Committee Outreach, Budget Committee, Election Committee, Thrift Shop, Constitution and Bylaws, and Korean Welfare. Reimbursement will not exceed the length of two hours per meeting, which includes travel time.

**Section 12.03** Childcare for the Bazaar and the ACE Chairs (during the event) may be reimbursed by the Operating Treasurer.

**Section 12.04** The limit to the amount of Operating Funds spent on childcare for children of Board Members and Committee members during board and specified committee meetings in the Board Calendar Year (June 1-May 31) shall be set at the initial Budget Committee Meeting and reviewed at the mid-year budget meeting.

- a. The amount shall not in exceed thirty (30) hours per month for the entire Board (June through May).
- b. Reimbursement will not exceed the length of two hours total per authorized meeting, which



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includes travel time.

c. Reimbursement will be equal to the rate charged by the Child Development Center.

**Section 12.05** Receipts will be submitted to the Operating Treasurer on a monthly basis for those meetings/Committee Chairs whose positions require their attendance at one of the meetings mentioned above.

### Article XIII. DISSOLUTION

**Section 13.01** If the organization is dissolved, all funds in the Treasury and assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the organization is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Section 13.02** The process of dissolution may take place in two forms: The majority vote of the general members at a regular or special meeting, providing there is a quorum present, or by or upon direction of the approving authority.

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### Article XIV. DECLARATION OF SEVERABILITY

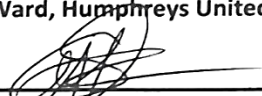
#### Section 14.01

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

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ACCEPTED AND APPROVED BY A MAJORITY VOTE ON THIS 2 DAY OF SEPT 2021.

  
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Caitlin Ward, Humphreys United Spouses Club President

  
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Ana Murillo, Humphreys United Spouses Club Parliamentarian