

**CONSTITUTION
OF THE
WEST POINT SPOUSES' CLUB
WEST POINT, NEW YORK
2016**

ARTICLE I – ORGANIZATIONAL NAME AND PURPOSE

Section A

The name of this organization will be the West Point Spouses' Club, hereafter referred to as the WPSC.

Section B

The WPSC is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the IRS code or corresponding sections of any future federal code. Our charitable activities, which include providing grants and scholarships, will be for the benefit of the West Point community and the military community at-large.

ARTICLE II – GENERAL PROVISIONS

Section A

The WPSC operates as a self-sustaining private organization made up entirely of volunteers under the provisions of Army Regulation (AR) 210-22 and Department of Defense Instruction 1000.15, and exists on the West Point Military Reservation with the consent of the Superintendent/delegated agency. The WPSC will not receive support, assistance or facilities from the U.S. Army or from non-appropriated funds except as provided for in the Army and USMA regulations. The WPSC is operated by individuals not acting within the scope of their official capacity as officers, employees, or agents of the United States Government.

Section B

The WPSC will not intentionally compete with any non-appropriated funds government function at West Point unless an exception is made by the Installation Morale, Welfare and Recreation Fund.

Section C

If the assets of the WPSC are not sufficient to meet that organization's contractual liabilities or to pay for other debts owed by the WPSC, all members, regardless of office, will be equally liable for such liabilities or debts and will pay them in equal shares.

Section D

An individual member of the WPSC will not be personally liable for the neglectful conduct of the WPSC or its members unless he/she authorizes, assents to, participates in, or otherwise

ratifies such conduct. A member is presumed to have ratified the conduct of officers and members of the WPSC authorized by specific provisions of the Constitution and Bylaws. The individual member will be personally liable for his or her negligent conduct that he/she commits or in which he/she participates.

Section E

Membership will run from 1 June through 31 May each year.

ARTICLE III – OFFICERS AND GOVERNING BODY

Section A

The WPSC Board will consist of the elected officers, the appointed chairpersons of standing committees, and the Parliamentarian. Elected officers and chairs of standing committees are voting members of the Board. The President will vote only in the event of a tie.

Section B

The elected officers of the WPSC will be: a President, a Vice President, a Secretary, and a Treasurer. These elected officers, a non-voting Parliamentarian, and a non-voting Honorary President and a non-voting Advisor(s) will comprise the Executive Board of the WPSC.

Section C

The newly elected President will appoint the Parliamentarian and standing committee chairpersons of the WPSC, as provided in the Bylaws.

Section D

The office of Honorary President will be reserved for the spouse of the Superintendent, USMA, or his/her designee. The Honorary President shall appoint Honorary Advisors at his/her discretion. All Advisors will serve as non-voting members of the Board.

Section E

A quorum for the transaction of business by the WPSC Board will be 10 members. At the President's discretion, an electronic vote may be conducted by the Board.

Section F

The Board meetings will be duly publicized and held at a time and place prescribed by the Constitution and Bylaws. All members of the Board are expected to attend meetings.

ARTICLE IV – MEMBERSHIP AND PATRONAGE

Section A

The membership of the WPSC will be voluntary and will not discriminate on the basis of race, color, religion, national origin, disability, sexual orientation, or gender.

Section B

The following persons may become members of the WPSC upon payment of the current year's dues:

1. Military and civilian employees of USMA and their spouses
2. Military and civilian employees of USMAPS and their spouses
3. GS and civilian employees currently employed on West Point and their spouses
4. Athletic Coaches of USMAPS and USMA and their spouses
5. NAF employees currently employed on West Point and their spouses
6. Retired military personnel and their spouses, local to West Point
7. Active Guard Reserve in the local area and at the discretion of the board

Section C

Membership in good standing is necessary for participation in activities sponsored by standing committees of the WPSC, with the exception of community functions and fundraiser events, which are open to all.

1. Members are required to be of honorable character and reputation. The WPSC has the ultimate right to require that its members refrain from conduct injurious to the organization or its purposes. No one should be allowed to remain a member if [her/his] retention will do this organization harm. Just cause for removal can be shown for conduct tending to injure the good name of the organization, disturb its well-being, or hamper its work.

Examples of just cause are defined but not limited to the following:

- a. Loss of confidence
- b. Lack of integrity
- c. Poor attitude as defined by Governing Board
- d. Inability to get along with others

Should such a situation arise, the member(s) name and evidence of wrongdoing shall be brought to the attention of the Executive Board and the following actions will be taken:

- a. A committee of five members will be appointed by the Executive Board
- b. The committee meet with the member in question to discuss the situation and advise them of the accusation(s) made against them
- c. The committee will review the situation and all evidence provided and vote to retain or dismiss the member(s)
- d. The member in question has 30-days to appeal the decision to the Executive Board.
- e. If appealed, the Executive Board will review the committee's finding and issue a final decision.

Section D

Anyone applying for membership who does not meet general membership criteria may be considered by the Board for Associate Membership, without voting rights and without the ability to hold office, and not eligible for a scholarship. Associate membership will be reviewed on an annual basis. Member must be 18 years or older.

Section E

Membership is necessary for participation in activities sponsored by standing committees of the WPSC, with the exception of community functions and fundraiser events, which are open to all.

Section F

Anyone eligible for membership may attend one regular meeting or activity only as a guest of a member. Guests are not eligible to win prizes or attend traveling events. Out-of-town guests of members may accompany that member to activities. Guests will pay the same activity fee as members attending the event.

ARTICLE V – CONFLICT OF INTEREST POLICY

Section A

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when a transaction or arrangement could financially benefit the private interest of a member of the Executive Board, Governing Board, Standing Committee Chairs, and/or general membership. This policy is intended to supplement but not to replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section B

A person has financial interest if the person has, directly or indirectly, a compensation arrangement with any entity or individual with which they will receive monetary compensation; goods and/or services as the result of:

1. Performing their duties as outlined in the bylaws as a member of the Executive Board, Governing Board, and/or Standing Committee Chairs.
2. Attending a WPSC event as a member.
3. Volunteering for the WPSC Gift Shoppe, Casino Night, or any other fundraising opportunities.

Section C

The following procedures will be used to determine and address a possible conflict of interest:

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, member(s) must disclose the existence of the financial interest and be given the opportunity to disclose all material fact to the Executive Board and Governing Board considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Governing Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.
3. **Procedure for Addressing the Conflict of Interest:**

- a. An interested person may make a presentation at the Governing Board meeting, but after the presentation he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The President shall, if appropriate, appoint a committee comprised of five (5) disinterested individuals to investigate alternative to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Governing Board shall determine whether the WPSC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. Violation of the Conflicts of Interest Policy
- a. If the Governing Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstance, the Governing Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
5. The minutes of the Governing Board and review committees involved in the Conflict of Interest proceedings shall be added to the WPSC files including:
- a. The names of the persons who were present for discussions.
 - b. Votes related to the transaction or arrangement.
 - c. The content of the discussion, including any alternatives to the proposed transaction or arrangement.
 - d. A record of any votes taken in connection with the proceedings.

ARTICLE VI - METHOD OF FINANCING

Section A

The organization is charged with responsibility for the overall financial management of the funds of the WPSC, and for carrying out the aims and activities of the WPSC. It will at no time appropriate or authorize the obligation of money in excess of funds on hand or subscribed.

Section B

Dues of the WPSC will be fixed by the Board as specified in the Bylaws, Article VII, Section A.

Section C

The Treasurer's records and accounts will be audited annually, and whenever there is a change in Treasurer, by a certified public accountant or equivalent.

Section D

The budget is determined by the Budget Committee and voted on by the Board in accordance with the Bylaws, Article VI, Section A.

ARTICLE VII - ACTIVITIES

Section A

All activities sponsored by the WPSC located on West Point in accordance with AR 210-22, will be reviewed and approved by the appropriate authority.

Section B

The WPSC will ensure that all members of the WPSC are afforded the opportunity to join a sponsored activity on a first come, first served basis.

ARTICLE VIII – MEETINGS AND QUORUMS

Section A

The WPSC Board will designate the number of general membership meetings and programs to be held in the club year.

Section B

Special meetings of the WPSC membership may be called at any time by the President.

Section C

Business may be transacted at any general membership meeting, provided active members have been notified at least five days in advance as to the time and place of the meeting.

Section D

General membership voting may be conducted electronically. A quorum will be considered to be achieved when an email has been sent to all members and a simple majority of membership has responded. All votes will be counted and recorded by the Parliamentarian and by a second Board member appointed by the President. Each electronic vote will have a specified timeframe; if a member does not respond by the stated deadline, the member's vote will be counted as affirmative and be included in the quorum.

Section E

Robert's Rules of Order: Newly Revised will be the final authority on all matters not otherwise covered.

ARTICLE IX – REVISION AND AMENDMENTS

Section A

The Constitution, and any revisions, will be adopted after each revision cycle upon approval by a two-thirds majority of the voting general membership. A copy of an approved revision

will be provided to the office of the Garrison Commander and the Superintendent or his designated agency.

Section B

Between revision cycles, the Constitution may be amended by a two-thirds majority of the voting general membership provided a quorum is achieved. The proposed amendment(s) must be submitted in writing at least five days before the vote is taken.

Section C

The WPSC Board may amend the Bylaws, as needed, subject to a two-thirds vote by the Board.

ARTICLE X - DISSOLUTION

Section A

The WPSC may be dissolved by a two-thirds majority of the voting general membership, or at the discretion of the Superintendent or his designated agency.

Section B

In the event of dissolution of the WPSC, surplus funds in the treasury at that time will be used to meet any outstanding debts, liabilities and/or obligations. If funds are not adequate to meet outstanding debts, liabilities or obligations, the active members at the time of dissolution will be held financially responsible for any outstanding debts, liabilities or obligations on an equal, pro-rata basis. Any surplus funds will be distributed to other West Point organizations at the discretion of the WPSC Board for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service or any future federal tax code.

President

Secretary

Date

Date

Parliamentarian

Date