

HICKAM OFFICERS' SPOUSES' CLUB BYLAWS

These Bylaws govern operation of the Hickam Officers' Spouses' Club (HOSC). The provisions of this document are subordinate to the Constitution but supersede other operating guidelines. In cases not governed by Constitution, Bylaws, and other operating guidelines, the current edition of *Robert's Rules of Order Newly Revised* shall govern.

ARTICLE I - MEMBERSHIP

SECTION 1. POLICY

- A. Membership Term: Annual membership term shall begin on 1 June and expire 31 May.
- B. Member Standing: Members in good standing shall be those who have dues paid in full and who have complied with applicable legally required documents (e.g. Hold Harmless Agreements).
- C. Denial: The Governing Board, with the consent of the Advisors and Honorary Officers, may, with just cause, deny or revoke membership.

SECTION 2. CATEGORIES

HOSC Membership shall consist of three categories: Active, Associate, and Honorary. All members must reside in or have current orders to Hawaii. Eligibility and privileges shall be as follows:

- A. Active Members
 - 1. Eligibility: Spouse of any Active Duty, Guard, Reserve, or Foreign Military Officer
 - 2. Privileges: Shall be Permitted to:
 - a. Vote
 - b. Serve on the Governing Board
 - c. Participate in all HOSC Sponsored Events
- B. Associate Members
 - 1. Eligibility: Any of the Following:
 - a. Spouse of any Retired Military Officer
 - b. Widows or Widowers of Deceased Military Officer
 - i. Marital status of widow or widower must remain unchanged with the exception of Gold Star Spouse
 - c. Spouses of DOD Civilians, GS-7 or Above
 - d. Dependent Adult Relatives Residing in Hawaii with a US Military Officer
 - e. Others as Approved by the Governing Board
 - i. These members would be subject to annual review.
 - 2. Privileges: Shall be Permitted to:
 - a. Vote
 - b. Serve as a Coordinator on the Governing Board
 - c. Participate in all HOSC Sponsored Events
 - d. Widows or Widowers Receive Free Membership
- C. Honorary Members
 - 1. Eligibility: At the invitation of the Governing Board and subject to annual review
 - 2. Privileges:
 - a. May Participate, at Own Expense, in all HOSC Sponsored Events
 - b. Receive Free Membership
 - c. May Attend Governing Board Meeting
 - 3. Limitations:
 - a. May Not Vote
 - b. May Not Serve as an Elected Officer of the Governing Board

ARTICLE II – GOVERNANCE

SECTION 1. GOVERNING BOARD

A. Structure: The HOSC Governing Board shall be structured as follows:

1. Executive Committee
 - a. Executive Officers
 - i. President
 - ii. Vice President of Events
 - iii. Vice President of Welfare
 - iv. Vice President of Communications
 - v. Executive Secretary
 - vi. Administrative Treasurer
 - vii. Welfare Treasurer
 - viii. Parliamentarian
2. Honorary Officers
 - a. Honorary President – Spouse of HQ PACAF/CC
 - b. Honorary Vice President – Spouse of HQ PACAF/CV
3. Advisors
 - a. Advisor – Spouse of 15th Wing Commander, as available and willing to serve
 - b. Additional Air Force senior advisors, as invited at the discretion of the Executive Committee
4. Coordinators
 - a. Events Committee, Under the Direction of VP of Events
 - i. Activities Group Coordinator
 - ii. Socials Coordinator
 - b. Welfare Committee, Under the Direction of VP of Welfare
 - i. Thrift Shop Operations Coordinator
 - ii. Thrift Shop Volunteer Coordinator
 - iii. Grants Coordinator
 - iv. Scholarships Coordinator
 - c. Communications Committee, Under the Direction of VP of Communications
 - i. Reservations/Membership Coordinator
 - ii. Ways & Means Coordinator
 - iii. Media Coordinator
 - iv. Community Relations Representative

B. Duties of Executive Officers: Executive Officers shall undertake duties as defined in job descriptions. Summary follows.

1. President – Cultivates Organizational Vision, Ensures Executive Function, Oversees Financials (including CPA and/or Tax Attorney), Exemplifies the Spirit of HOSC's Philanthropic and Social Objectives, Sets Agendas and Presides over Meetings
2. Vice President of Events – Supervises Event Committee Endeavors
3. Vice President of Welfare – Supervises Welfare Committee Endeavors
4. Vice President of Communications – Webmaster, Oversees all Social Media, Supervises Communications Committee Endeavors
5. Executive Secretary – Records and Posts Minutes, Compiles Board Reports, Manages Office Operations (e.g., mail pick-up); Archives Board Records
6. Administrative Treasurer – Manages Operational Finances (Administrative Account), Including Bank Records, Income/Expenditures, and CPA Services; Co-chairs Budget Review Committee

7. Welfare Treasurer – Manages Charitable Finances (Welfare Account), Including Bank Records, Income/Expenditures, and CPA Services; Co-chairs Budget Review Committee
 8. Parliamentarian – Advises Executive Committee in Matters of Parliamentary Procedure and Regulatory Policy; Oversees Voting Processes; Chairs Documents Review and Nominating Committees
- C. Advisors:
1. Role: Advisors Serve as Mentors for the Executive Committee and Governing Board and Liaises between JBPHH Leadership and the Executive Committee
 2. Assignment of Advisors
 - a. General HOSC Advisor: HOSC would first extend an invitation to the 15th Wing Commander Spouse to serve as its Advisor. However, if the 15th Wing Commander has no spouse or a spouse unable to serve as Advisor, the Executive Committee may ask another spouse of a senior (0-6 or above) Air Force leader to serve as Advisor.
- D. Succession, Term, & Dismissal:
1. Executive Succession: In the event the President vacates office or cannot perform duties, the VP of Events will be appointed as acting President until a new President is appointed by the Governing Board.
 2. Term: The board year shall run thirteen months, 1 May– 31 May of the following year. Board Members, with the exception of appointed positions, may serve up to two consecutive terms in the same position.
 3. Dismissal: All Governing Board Members shall undertake duties as defined in job descriptions. The Executive Committee, with the Advisors' and Honorary Officers' support, may, with just cause, dismiss a Governing Board member by majority vote.

SECTION 2. SELECTION OF GOVERNING BOARD

- A. Elected & Appointed Offices:
1. Elected Offices: All Executive Officers, except for Parliamentarian, shall be elected by the General Membership. If an elected office (other than President) is vacant, the President may, with Board approval, appoint an officer.
 - a. Eligibility: All Executive Offices, including Parliamentarian, must be Active Members during their term in office.
 2. Appointed Offices: All Coordinators and the Parliamentarian shall be appointed by the President.
- B. Slate & Election of Executive Officers:
1. Slate
 - a. The Slate Committee will, in consultation with Advisors and/or Honorary Officers, collect all nominations for Executive Officers in an upcoming election. The Slate Committee will be chaired by the Parliamentarian and will include Advisors and Honorary Officers. Committee procedures will be as defined in Policies and Procedures.
 - b. In (approximately) March, the Slate Committee may announce accepted nominations and permit Executive Officer nominations from the floor (i.e., the general membership).
 2. Election
 - a. The Parliamentarian, assisted by the Slate Committee, will oversee Executive Officer elections in March/April.
 - b. Elections shall be by secret ballot or electronic voting. Results shall be announced within 24 hours of polls closing.
 - c. Installation of new Executive Officers will take place at the April General Membership meeting, and the new board will assume duties on May 1st. May 1 - May 31st will be a period of transition between the incoming and outgoing board.

SECTION 3. COMMITTEES

A. Purpose:

1. HOSC Committees serve the needs of the Governing Board – Generally, for two purposes:
 - a. To Make Recommendations to the Governing Board
 - b. To Plan Special Events.
2. The Governing Board retains approval authority over Committee recommendations. Committee procedures will be as defined in Policies and Procedures.

B. Types:

1. Standing Committees: Permanent Committees that convene throughout the year. Standing Committee Membership is outlined in the HOSC Policies and Procedures.
2. Special Committees: Temporary Committees formed by the President for a specified purpose. Special Committee Membership shall be defined by the President or delegated to Committee Chairperson. Annually recurring Special Committees are defined in Policies and Procedures.

ARTICLE III – ADMINISTRATION

SECTION 1. BUSINESS MEETINGS

A. Meetings:

1. GENERAL MEMBERSHIP – The Hickam Officers' Spouses' Club (HOSC) General Membership Meetings shall be held monthly on a regular schedule, unless rescheduled or canceled by the President with approval of the Executive Committee.
2. GOVERNING BOARD – The Governing Board shall meet monthly at a regularly scheduled time, unless rescheduled or canceled by the President with the support of the Advisors and/ or Honorary Officers. Any HOSC member in good standing may attend the Governing Board Meetings as an observer. The President may invite special guests to attend.
3. EXECUTIVE COMMITTEE – The Executive Committee shall meet at the discretion of the President.
4. SPECIAL – The President may call Special Meetings of any Governing Body. All invited members shall be given notice of Special Meetings by publication on the website, social media, email, or phone/text.

B. Quorums & Voting:

1. Quorums: A quorum is the minimum number of members that must be present to take a valid vote.
 - a. During General Membership Meetings, a quorum shall consist of 20% of eligible voting members.
 - b. During electronic voting, a quorum of all voting members must be contacted.
 - c. During all board and committee meetings, a quorum of two-thirds of eligible voting members is required.
2. Voting
 - a. Conditions of Vote: Convening bodies may make motions and undertake discussion at any meeting, but a quorum must be established prior to bringing motion to vote.
 - b. Notice of Pending Business: Any business requiring a General Membership vote must be prominently posted for members' review at least 7 days prior.
 - c. Minimum Vote to Pass: The number of votes required to carry a motion shall be as follows:
 - i. General Membership Meetings must have a minimum of 20% of the entire membership present to present a motion. In order to pass a motion electronically, 2/3 of the membership's votes must be in favor.
 - ii. Board and Committee meetings must have a minimum of two thirds of the voting members present to present a motion. In order to pass a motion, fifty percent of the board or committee members present must vote in favor.

- d. Non-Voting Members: The President, Parliamentarian, Honorary Officers, and Advisors will not vote at Governing Board Meetings. The President shall only vote in the case of a tie. Regarding General Membership items, all paid members shall vote.
 - e. In the event that a board position is filled with co-chairs, only one vote per board position is permitted.
3. Electronic Voting: Electronic voting is the preferred method for General Membership votes. When extenuating circumstances make assembly impractical, the President may call for an electronic vote of the Executive Committee or Governing Board. The Parliamentarian will conduct the vote, report results to the President, notify the voting body of the outcome, and ensure the Secretary records the vote in minutes.
- a. Quorum of the Whole is Required – i.e., all the body's voting members must be contacted as per roster.
 - b. Discussion and Voting
 - i. The window for discussion shall be no more than 12 hours.
 - ii. Nominations shall be open for at least one week.
 - iii. The voting window shall be no more than 48 hours or until majority vote is reached.
 - c. Required response
 - i. Votes of the Governing Board require response from a majority of voting members.
 - ii. **Votes of the General Membership require no minimum response.** Members who choose not to respond defer to the original recommendation and are considered "yes" votes.

SECTION 2. SOCIAL EVENTS/ACTIVITIES

A. Events:

- 1. Social Programs: HOSC's Social Coordinator will provide a schedule of General Membership Meetings (aka Monthly Socials) via the HOSC website calendar. Further information will be made available on the website and social media.
- 2. Special Events: The HOSC may, on occasion, sponsor special events, including but not limited to tours and charity events.
- 3. Activity Groups: The HOSC advocates networking among members with shared interests through promotion of independent, member-led Activity Groups. The HOSC will not directly fund Group Activities but, at the discretion of the Governing Board and Activities Coordinator, may provide support through purchase and loan of durable goods.

B. Reservations:

- 1. The Reservations/Membership Coordinator shall facilitate all event reservations, both for monthly programs and special events.
- 2. The HOSC Reservations Policy shall be as defined in Policies and Procedures. HOSC members are held responsible for all payments including Special Activity Groups.

C. Children & Guests:

- 1. Children: Babes in arms are welcome at HOSC events.
- 2. Guests:
 - a. The HOSC reserves the right to offer members priority reservations or limit any event to members only.
 - b. Members shall be financially responsible for their guests and shall make reservations on their behalf.
 - c. Individuals who are eligible for HOSC membership may attend one Social and Special Activity prior to becoming a member.
 - d. Off-island houseguests of any member may attend HOSC Socials or Activity Groups with members.

- e. Members may sponsor guests at Socials and Special Activities
- f. Guests are not eligible to win any prizes or centerpieces provided by HOSC's Membership Dues (i.e. Bunco, Bingo, etc.). However, paying guests may be eligible to receive door prizes.

SECTION 3. CHARITABLE ENDEAVORS

A. HOSC Thrift Shop

1. The purpose of the HOSC Thrift Shop is to earn funds for charitable disbursement by the Governing Board. The disbursement will be 70% to HOSC Welfare distribution, and 30% to operating costs and overhead payroll in order to align with non-profit industry standards. Disbursement in any given fiscal year is to never exceed a 60/40 percentage split between Welfare and cost respectively. Profits fund the HOSC's Grants and Scholarships programs.
2. Thrift Shop Governance
 - a. The HOSC Governing Board retains governance of its Thrift Shop.
 - b. The Thrift Shop Advisory Committee shall oversee business operations on behalf of the Governing Board. The Advisory Committee shall be chaired by the Thrift Shop Operations Coordinator and supervised by the Vice President of Welfare. Committee procedures will be as defined in the HOSC Policies and Procedures.
- 1) Thrift Shop Administration
 - a. The Thrift Shop Manager will oversee daily operations according to Thrift Shop established *Policies & Procedures*. The Thrift Shop *Policies & Procedures* document and operating budget shall be reviewed and approved annually by the HOSC Governing Board.
 - b. The HOSC Thrift Shop operates within COMNAVREGHIINST 5760.1N, NAVSTAPEARLINST 5370.3A, and IRS 501(c) (4). The United States Air Force, U.S. Navy, and DOD do not endorse this enterprise.

B. HOSC Grants

1. The purpose of the HOSC Grants program is to distribute HOSC monies in the form of grants.
2. The Grants Committee shall review written requests and make recommendations to the Governing Board. The Grants Committee shall be chaired by the Grants Coordinator and supervised by the Vice President of Welfare. Committee procedures will be as defined in HOSC Policies and Procedures
3. The Grant Committee can approve grants up to \$1500 by a majority vote. Anything over will be voted on by Governing vote.
4. Any unbudgeted grant over \$5,000.00 must be approved by the General Membership.

C. HOSC Scholarships

1. The purpose of the HOSC Scholarships program is to distribute the HOSC monies in the form of educational scholarships. Scholarships shall be disbursed in the approximate amount of a minimum of 30% of the overall welfare budget.
2. Scholarship applications must be postmarked no later than March 1st of the current HOSC board year. The Scholarships Committee shall be chaired by the Scholarships Coordinator and supervised by the Vice President of Welfare. Committee procedures will be as defined in HOSC Policies and Procedures.
3. Scholarship applications shall be reviewed and judged by an outside source other than the HOSC Governing Board, Advisors, Honorary Officers and any Active Duty Military Members and/or Dependent related to an applicant.

ARTICLE IV – FINANCES

SECTION 1. ACCOUNTS

- A. The HOSC will maintain Administrative, Welfare, and Thrift Shop accounts.

- B. Signatories: Up to four members of the Governing Board will have signatory authority on each account. Any check over \$500 must be authorized by two signatories. Recommended signatories are detailed in the Policies and Procedures.
- C. Dissolution Fund: The HOSC shall maintain a dissolution fund, holding in reserve no less than \$1,500 in Administrative monies and \$1,000 in Welfare monies.
- D. The Thrift Shop shall maintain a separate dissolution fund of \$2,000 not to exceed \$4,000.

SECTION 2. BUDGETS

- A. The HOSC shall maintain separate budgets for the Administrative and Welfare funds.
- B. Budget Review Committee: The purpose of the Budget Review Committee is to make recommendations to the Governing Board regarding budget proposals and revisions. The Committee shall be held mid-year and co-chaired by the Administrative and Welfare Treasurers. The Budget Committee shall consist of the Executive Committee and any other persons designated by the President in coordination with the Budget Committee Co-chairs. Committee procedures will be as defined in HOSC Policies and Procedures.
- C. Annual Budget: The Budget Review Committee will propose annual budgets for the upcoming Board Year. Proposed Annual Administrative, Welfare, and Thrift Shop Budgets shall come to vote at the Governing Board and General Membership meetings no later than August.

SECTION 3. DUES

- A. Dues shall fund the operational expenses of the HOSC. All dues shall be deposited to the Administrative Account.
- B. Amount: Amount of dues shall be approved each spring as included in the proposed annual budget.
- C. Discounts: Members joining after 1 January shall pay one-half the amount of annual dues. The Governing Board reserves the right to offer other promotional discounts.
- D. Paid in Full: Annual dues must be paid in full with membership application, upon which a member will be considered in good standing. Dues cover the remainder of membership term, ending 31 May.

SECTION 4. FISCAL POLICY

- A. Fiscal Year: The fiscal year of the HOSC shall run concurrent with the Governing Board term, 1 June– 31 May.
- B. Private Benefit: The HOSC shall not sponsor any activity at a social on a continuing basis where profit accrues to the private benefit of individual members.
- C. Policy
 - 1. General Expenditures
 - a. Expenditures accepted as budget line items need no further approval, up to the amount budgeted. Line items over budget amount and all non-line items must go to the Governing Board for a vote.
 - b. Unbudgeted Administrative expenditures of up to \$1,000 per item may be approved by the Governing Board. Unbudgeted Administrative expenditures exceeding this limit must be approved by the General Membership.
 - c. Unbudgeted Welfare account monies exceeding \$5,000 will be distributed through HOSC charitable endeavors, as approved by the General Membership.
 - 2. Gifts
 - a. Expenditures accepted as budget line items need no further approval, up to the amount budgeted. Line items over budget amount and all non-line items must go to the Governing Board for a vote.
 - b. Unbudgeted Administrative expenditures of up to \$1,000 per item may be approved by the Governing Board. Unbudgeted Administrative expenditures exceeding this limit must be approved by the General Membership.
 - c. Unbudgeted Welfare account monies exceeding \$5,000 will be distributed through HOSC charitable endeavors, as approved by the General Membership.

- d. Unless otherwise budgeted, HOSC gifts shall not exceed \$50.
- e. Within the constraints of the Programs budget, the Social Events Coordinator may in addition purchase meals for and/or pay fee or honorarium to guest speakers.
- f. In the case of death or extreme hardship of a member or in a member's immediate family, a condolence gift of up to \$50 is permitted.

D. Board Transition

- 1. An outgoing Governing Board may not financially obligate the incoming Governing Board. Because pending scholarship awards are paid in the fall or in the following spring, Welfare funds so committed must be carried forward in full.
- 2. Reserves
 - a. A reserve of no less than \$3,000 shall be carried forward in the Administrative account.
 - b. A reserve of no less than \$1,000 shall be carried forward in the Welfare account.
 - c. Remaining funds shall be carried forward in the same account. (Welfare funds shall not move to Admin funds)

ARTICLE V – AMENDMENT

SECTION 1. REVIEW

The Documents Review Committee will conduct an annual review of governing documents and make recommendations to the Governing Board. The Documents Review Committee shall be chaired by the Parliamentarian. Committee procedures will be as defined in HOSC Policies and Procedures.

SECTION 2. AMENDMENT

HOSC Bylaws may be amended by the Governing Board and approved by the General Membership. Documents are subject to annual review by the JBPHH Commander or Judge Advocate.

YEAR 2022-2023

Executive Committee Signatories:

Co-Presidents	Angela Schermer	_____
	Stephanie Benson	_____
1 st V.P. Events	Vacant	_____
2 nd V.P. Welfare	Vacant	_____
3 rd V.P. Communications	Lindsay Hall	_____
Executive Secretary	Hope Schissel	_____
Administrative Treasurer	Sara Doherty	_____
Welfare Treasurer	Allyssa Berthelotte	_____
Parliamentarian	Lauren Woody	_____