

Pearl Harbor Officers' Spouses Club By-Laws

Approved by PHOSC board: March 21, 2021 • Approved by PHOSC membership: April 17, 2021

Article 1

Organization Name, Purpose, and Objectives

Section 1. This organization shall be known as Pearl Harbor Officers' Spouses Club. It shall be referred to in these bylaws as "PHOSC or Club."

Section 2. Purpose: The purpose of PHOSC shall be to provide a network of support and hospitality to Club members through social, intellectual, cultural, and charitable activities.

Section 3. Host ICO: PHOSC will seek Commanding Officer, JBPHH approval to be recognized as a private organization complying with COMNAVREGHIINST 5760.1M.

Section 4: Status: PHOSC is a State of Hawaii Exempted Non-Profit Corporation and a United States Non-Profit Corporation FEIN: 99-0244822.

Article 2

General Provisions

Section 1. The policies of PHOSC shall be in compliance with the policies of the United States Navy, specifically:

(a) Activities of PHOSC will not in any way prejudice or discredit DoD components or other agencies of the Federal Government.

(b) PHOSC will not engage in activities which compete with those of any non-appropriated fund instrumentality on a DoD installation.

(c) Pursuant to Hawaii Revised Statutes 378-2 and applicable Federal law, PHOSC will not permit membership discrimination with regards to race, sex, sexual orientation, age, religion, color, ancestry, disability, marital status, arrest and court record, national origin, lawful political affiliation, or labor organization membership. Applicable laws with respect to labor standards or employment will be observed.

(d) Neither appropriated fund activities nor non-appropriated fund instrumentalities shall assert any claim to the assets of PHOSC, as a private organization, nor incur or assume any obligation or liability for any private organization, except as arising out of contractual relationships.

(e) PHOSC will be self-sustaining, primarily through member dues, event fees or contributions. There will be no direct financial assistance to PHOSC from a non-appropriated fund instrumentality in the form of contributions, dividends or other donations of monies or other assets.

(f) Income will not accrue to individual members, except through wages and salaries to employees of PHOSC, or remuneration of services rendered. Income shall be derived primarily for the purpose of offsetting expenses of operation. Members may not earn a profit from any PHOSC activities, nor can they use PHOSC to promote income-generating activities outside of the Club.

Article 3
Officers and Management Responsibilities

Section 1. PHOSC is directly supervised and managed by the elected Board. Incumbent Board members are listed in enclosure (1). The Board will consist of the officers of PHOSC and the Advisor.

Section 2. Officers: The officers of PHOSC shall be President, Vice President, Treasurer, Secretary, Events Coordinator, Membership Chair, Parliamentarian, Social Media Chair, Communications Chair, and Hospitality/Outreach Coordinator.

Section 3. Eligibility/Election of the Board: The Board will work together, under the direction of the Parliamentarian, to fill a slate of officers for the following year and will use the procedure outlined below:

- (a) Notify Club members that nominations are being accepted for vacancies for the upcoming Club year of any elected officer positions during the month of April.
- (b) Vet and confirm all nominees, by a Board vote, prior to announcing to the general membership.
- (c) Select and present a slate of candidates for each vacant office to the general membership.
- (d) Election to be held during the month of May.
- (e) Turnover and installation of new officers to be completed by June 1st.

Section 4: Term of Office shall be one year.

Section 5. Duties of the Board and Officers

- (a) Board: Responsible for the operation of the Club in accordance with these bylaws and all other applicable laws, rules and regulations.
 - i. Conduct Club business and establish policy.
 - ii. Prepare an annual budget for the Club.
 - iii. Establish dues for the Club.
 - iv. Approve all expenditures.
 - v. Arrange and promote Club activities.
 - vi. May suspend or revoke a membership resulting in forfeiture of any unused dues with just cause and majority vote.
 - vii. An officer who is unable to attend two consecutive Board or general membership meetings without prior notification to the President may forfeit his/her position.
- (b) In addition to the duties listed above, each Governing Board Member will assist with the following:
 - i. Contribute to all aspects of PHOSC leadership.
 - ii. Confer regularly or as required with other members of the governing Board.
 - iii. Work with the entire Board to continuously monitor and update Club website.
 - iv. Contribute to the success of all Club events.

(c) President

- i. Preside at all Board Meetings.
- ii. Provide direction and vision for all Club activities.
- iii. Appoint all standing committee chairmen unless otherwise specified in the Bylaws.
- iv. Serve as member in ex-officio of all committees.
- v. Represent the Club in the community.
- vi. No vote position unless there is a tie pending.

(d) Vice President

- i. Assume the duties of the President in the President's absence.
- ii. Serve as point person for interest group leaders, to include any and all matters concerning the best interest of the member and Club where interest groups are concerned.
- iii. Oversee Events and Hospitality/Outreach activities.

(e) Secretary

- i. Record minutes of all board meetings and maintain for at least three years.
- ii. Compile and send the meeting's minutes to Board members, following each monthly meeting.
- iii. Read for the approval of the minutes at the beginning of each board meeting.
- iv. Prepare club correspondence at the direction of the president.
- v. Prepares an agenda for each Board meeting based on items submitted, in a timely fashion, by individual Board members.

(f) Treasurer

- i. Collect all monies due to the Club.
- ii. Pay bills/financial obligations of the Club.
- iii. Maintain the Club's bank account(s).
- iv. Keep accurate records of revenues and expenditures.
- v. Present financial report and budget update to Board at each Board meeting.
- vi. Arrange for preparation of tax return and financial audit of records at the end of term.
- vii. Ensure accuracy of member dues payments.
- viii. Working with the President (and other board members if necessary), prepare an annual Club budget at the start of a new Club year for Board approval.

ix. Upon completion of her/his term of office, the Treasurer shall prepare the annual Treasurer's Report, have the books reconciled and turn over all monies and records to her/his successor.

(g) Membership Chair

- i. Maintain membership records, including profiles and complete contact information.
- ii. Ensure members are paid-in-full and in good standing.
- iii. Send out a welcome letter to all new members.
- iv. Alert Social Media Chair to remove lapsed members from private social media group access.
- v. Ensure Club activities are available only to members in good standing.
- vi. Gather signed Hold Harmless Agreements from each Club member and maintain throughout the year.

(h) Events Coordinator

- i. Organize and Chair Club-wide social events staying within budget. This may include, but is not limited to, a Welcome Social, Holiday Event and End-of-Year Event.
- ii. Establish a committee, as necessary, to assist with the events.

(i) Parliamentarian

- i. Direct Board efforts to compile a slate of new Board officers for the upcoming Club year and lead nomination and voting process for members. (Spring of each year)
- ii. Advise on points of order at General Membership and Board Meetings and by request, according to Robert's Rules of Order.
- iii. Maintain a copy of the By-Laws for the perusal of any club member.
- iv. Lead efforts to facilitate bylaws revisions, when needed.

(j) Hospitality/Outreach

- i. Be available to lead outreach efforts to support the local community (e.g. Fisher House, Toys for Tots) according to the members' wishes.
- ii. Suggest support of charitable organizations throughout the year for member consideration.
- iii. Personally reach out to new members and coordinate smaller welcome events for new members when appropriate.
- iv. Coordinate efforts for extra support of members when needed (e.g. meal trains, etc.).
- v. Serve on the Welcome Social planning committee.

(k) Social Media

- i. In charge of all social media Club activities, including the Club Facebook group, the Club Facebook page, the Club Instagram page, and any social media outlets used for member communication and coordination.

- ii. Make sure Club social media outlets that are available to the general public provide accurate information and portray the Club in a good light.
- iii. Ensure that Club social media outlets reserved for members are only accessible to members in good standing.
- iv. Post on all social media outlets regularly to maintain interest.
- v. Answer inquiries about the Club received via social media outlets.

(l) Communications

- i. Act as primary administrator of the PHOSC website.
- ii. Develop website content for consumption by the general public and ensure the Club is represented in a positive light (e.g. FAQ's, etc.).
- iii. Ensure all website content is in keeping with the current bylaws and current Club processes.
- iv. Maintain distinction between members-only website content and content meant for the general public.
- v. Make event details available to members on the website and enable rsvp's.
- vi. Announce upcoming Board meetings for members and post Board meeting minutes for members to view.
- vii. Maintain Club contact information and Board information.
- viii. Help new members troubleshoot application activation.
- ix. Send out Club-wide email announcements to members.

(m) Advisor

- i. Serve as a liaison to the various US Military commands represented in the club, as necessary.
- ii. Shall be ex-officio committee members with non-voting privileges.

Section 6: Vacancies: Vacancies on the Board shall be filled through appointment by the President with approval of the remaining members of the Board. Appointees shall serve until the next election of officers. If necessary, the Vice President will fill in for office of the President.

Section 7: Meetings

(a) Board Meetings

- i. Regular meetings will be held on a monthly reoccurring schedule.
- ii. Dates of Board meetings will be posted on the PHOSC website.
- iii. Special meetings called by the President with sufficient notice dependent on circumstance.

- iv. With the exception of Parliamentarian, each Board member may cast one vote. The President will not vote unless a tie is pending. In the case of Board co-chairmen, only one vote total may be cast by the co-chairs.
- v. Quorum is defined as two-thirds of the board members present.

(b) General Meetings may be called by the President with adequate notification of Club membership.

(c) Business may be conducted at any Club function provided the membership has received adequate notification in advance of the function.

Section 8. Voting: Process is to be determined annually.

Section 9: Rules of Procedures: Robert's Rules of Order (effective edition) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

Section 10. Standing Rules. Subject to the guidelines provided, in section 3-202 of DoD 5500.7-R "Joint Ethics Regulations," DoD employees may not participate in their official DoD capacities in the management of non-Federal entities, which includes private organizations, without authorization from the DoD General Counsel.

Article 4 Membership

Section 1. Eligibility: Members will be drawn primarily from members of the DoD family residing in Hawaii. Membership discrimination based on race, sex, sexual orientation, age, religion, color, ancestry, disability, or national origin is prohibited. The following groups are eligible for membership:

- (a) Spouse of an Active Duty, Reserve, Retired, or deceased Military Officer currently residing in and/or holding Permanent Change of Station (PCS) orders to Hawaii.
- (b) Spouse of a civilian DOD GS-9 or above currently residing in and/or holding Permanent Change of Station (PCS) orders to Hawaii.
- (c) Proof of military dependency required.
- (d) The Executive Board shall consider all categories of membership eligibility on a case-by-case basis.

Section 2: Continuation of Membership: Membership shall continue for all members in good standing (dues paid in full) of the date of publication of these Bylaws.

Section 3: Application: Will be at the discretion of the Board.

Section 4: Privileges: Members in good standing will have the following privileges:

- (a) Participate in any function and activity sponsored by the Club, which are exclusive to members.
- (b) Vote in elections for officers and any other matters put before the membership.
- (c) Hold elected Club office.
- (d) Chair standing and special committees.
- (e) Organize Club events and/or serve as a Club Interest Group Leader.

Section 5: Conditions:

- (a) Cancellation/No-Show Policy: Members unable to attend an event, should find a replacement. If a member is a no show or a late cancel (cancelling within 24 hours of the event), three times, they will incur a 30-day suspension from signing up for an event. The Club will issue an email after each no show/late cancel occurrence to allow the member to be aware of each infraction.
- (b) Guest Policy: Members in good standing can bring a guest to Club events when appropriate, as space allows, and as specified by invitation. A guest is defined as a spouse or houseguest who is non-member eligible. Children are allowed when appropriate and as specified by invitation.

Article 5
Committees

Section 1. Committee formation will be at the discretion of the Board.

Article 6
Dues and Finances

Section 1. Dues: The Board will establish annual dues amounts and collection processes.

Section 2: Finances: PHOSC will follow the financial guidelines below:

- (a) The Board will approve Club expenditures.
- (b) The Board will inform membership of financial activity.
- (c) The Board will maintain a minimum treasury balance of \$1000 for Board turnover on June 1. A maximum of \$2500 may be carried over to the following year.
- (d) An audit will be performed every three years.
- (e) Individuals must stick to an approved budget. Any expenses over budget will not be reimbursed unless approved.

Section 3: Reimbursement: Board and Committee members shall submit receipts for reimbursement to the Treasurer within 14 days of the event. Receipts not submitted in time will not be reimbursed. Final reimbursements for the Club year will be made no later than the final meeting of the club year.

Article 7
Activities/Funding Sources/Insurance

Section 1: Activities: PHOSC will not host activities with a liability risk to either the organization, organization's members, and/or government property personnel.

Section 2: Funding Sources: PHOSC will only receive funding from the collection of dues and contributions from members.

Note: Insurance is required for activities with a liability risk to either organization, organization member, and/or government property personnel.

Article 8
Amendments

Section 1. Changes: These Bylaws may be amended or changed in accordance with the following.

(a) An amendment to the By-Laws may be proposed by any paid-in-full voting member and submitted in writing to the President. The proposed amendment must include written justification.

(b) Amendment must be approved by a two-thirds vote.

(c) Adequate notice in the form of at least fourteen days must be given to the general membership before the amendment is approved.

Section 2: Distribution: Copies of these By-laws shall be submitted upon change, signed by all current board members and annually on December 31st to the Commanding Officer of JBPHH.

Article 9

Dissolution/Satisfaction of Debts/Disposition of Assets

Section 1. Will be at the discretion of PHOSC and a copy submitted to the Host ICO.

Enclosure 1: Names and Signatures of Board Members and Advisor

President

Communications

Vice President

Parliamentarian

Treasurer

Outreach

Events Coordinator

Hospitality

Social Media

Advisor

Secretary

Membership