

**SAMPLE
CONSTITUTION FOR
PRIVATE ORGANIZATIONS**

[NOTE: The following is a template to assist in creating a constitution for a private organization. Underlined items are mandatory and must be included verbatim, with all blanks completed, in the constitution. Non-underlined items are optional and may be modified according to the organization's particular needs and desires. Notes are shown in blue and provided to assist in creating the document and should be omitted in the final draft.]

THIS IS A PRIVATE ORGANIZATION. IT IS NOT A PART OF THE DEPARTMENT OF DEFENSE OR ANY OF ITS COMPONENTS AND IT HAS NOT GOVERNMENTAL STATUS.

**ARTICLE I
NAME AND AUTHORITY**

Section 1. The name of this organization will be _____ and is established pursuant to the provisions of AFI 34-223, and in accordance with all applicable civil and military laws and regulations. Operation is contingent on compliance with the requirements and conditions of all applicable Air Force regulations.

Section 2. This is a self sustaining private organization and operates on Maxwell Air Force Base only with the written consent of the Installation Commander, 42nd Air Base Wing, or his or her delegee.

[NOTE: If the PO name contains the name or abbreviation of the DoD, an Air Force organizational unit, or installation, the PO must have written approval from the 42 ABW/CC before using the name. Route requests through the 42 FSS/FSR office.]

**ARTICLE II
PURPOSE**

The purpose of this organization shall be _____. Its objectives are _____.

**ARTICLE III
MEMBERSHIP**

Membership is strictly voluntary and will not be based on age, race, religion, color, national origin, disability, ethnic group, or gender.

Section 1. Active members: [describe criteria here]

Section 2. Associate members: [describe criteria here]

Section 3. Affiliate members: [describe criteria here]

Section 4: Honorary members: [describe criteria here]

Section 5: Any person wishing to join this organization will make an application at a regular membership meeting.

Section 6: Membership in this organization will be terminated:

- a. Upon request or PCS of the member concerned;
- b. If the member fails to meet financial responsibilities, such as dues being ___ months in arrears;
- c. Upon recommendation of the board of governors after a complete review of the circumstances and approval of the general membership;
- d. Upon failure to meet participation requirements and recommend of the board of governors with the approval of the general membership; or
- e. For any other valid reason when recommended by the board of governors and approved by the general membership.

[NOTE: If there are different classes of membership, they must be specified separately. If not, membership eligibility itself must be addressed.

Automatic membership of anyone is prohibited because membership must be voluntary.]

ARTICLE IV DUES AND FINANCES

Section 1. Dues (will) (will not) be paid by (active, affiliate, etc.) members.

Section 2. The dues shall be (specify amount and timeframe. E.g., \$20 per year) (established by the by laws of this constitution).

Section 3. Income will be derived from_____ . [E.g., dues, fundraisers, service charges, fees, souvenir sales, etc.]

Section 4. Income will not accrue to individual members except through wages and salaries for private organization employees or as payment for services rendered.

ARTICLE V INSURANCE AND FINANCIAL LIABILITY

Section 1. [Name of PO] will maintain liability insurance and property damage insurance coverage commensurate with risk to protect against any claims or lawsuits that might arise from the commission or omission of acts by its members. Such coverage, when required, will expressly provide that neither the US government nor any Nonappropriated Fund Instrumentality will be liable for any claims or judgments against [name of PO] or its members. A copy of the insurance policy and all renewal policies will be forwarded to the 42 FSS/FSR.

or

Section 1. [Name of PO] will request a waiver of insurance subject to approval by the 42 ABW/CC or his or her delegee. [Name of PO] engages in activities such that the risk of liability is negligible. If [name of PO] engages in any activity that increases its risk of liability, it will forward notification of the activity to the 42 FSS/FSR. All members will be notified of the approved insurance waiver and that the absence of liability insurance places their personal assets immediately at risk in the event of [name of PO]'s liability.

and

Section 2. All members are jointly and severally liable for the obligations of [name of PO] and are liable under the laws of Alabama for organizational debts in the event the organization's assets are insufficient to discharge liabilities. Members will be notified of this obligation by [state how members will be notified].

Section 3. _____ [state name of individual, e.g., vice president] will provide certification to the 42 FSS/FSR that all members have been notified and understand their personal financial liability for obligations of [name of PO].

[NOTE: The members' understanding of their personal financial liability must be documented. This may be accomplished by having new members sign a statement of understanding when they join the PO; by having members indicate their understanding in a "sign-in" sheet at a meeting; obtaining signatures or emails from members that they have read and understand the PO's constitution and by laws; etc.]

ARTICLE VI OFFICERS AND ADMINISTRATION

Section 1. The administration of this organization shall be conducted by a board of governors, constituted as follows: a president, vice-president, secretary, and treasurer. These officers shall perform the duties herein specifically provided for and also those specified by the by-laws and other such duties as are usually incident to their office.

Section 2. Terms of office.

- a. Each term of office shall be 6 months and begin on 1 January and 1 July.

b. Officers' terms may be terminated prior to 31 December or 30 June for the following reasons:

(1) Permanent change of station or

(2) Resignation.

c. If an officer leaves office before their term ends, [insert provisions for how the officer will temporarily be replaced].

Section 3. Elections.

a. All members of the board of governors shall be elected at the second meeting in June and December from a slate submitted by a nominating committee at the first meeting in June and December. Nominations may be made from the floor. Elections require a majority vote of the votes cast. If a majority is not received by a candidate, a run-off vote shall be held for the top two candidates. Votes will be cast by secret ballot. Proxy votes will not be permitted.

b. Members eligible for holding office must have at least 6 months remaining on station at the beginning of their term and must have been an active member for at least 3 months.

c. Vacancies occurring in the office of the president shall be filled by special election. Other officers will be filled from the board of governors by appointment by the president for the remainder of the term. Should two or more board members vacate from the board, a special election will be held to fill the vacancies.

Section 5. Duties and powers of the board of governors.

a. The board of governors shall meet when deemed necessary by the organization or the president. The presence of three-fourths of the board members is required to constitute a quorum. The action of the board of governors requires a majority vote before it is valid. Proxy votes will not be permitted.

b. The board of governors has the authority to authorize expenditures of amounts not greater than \$50 dollars. Other expenditures require a majority vote of the members at any meeting.

c. The board of governors will recommend policies, supervise programs, approve entertainment, rule on membership, except as specifically provided otherwise, enforce the constitution, and resolve grievances/complaints/suggestions submitted by members.

d. The president shall preside over all meetings of the board of governors and general/special meetings of the membership. He/she shall call special meetings of the membership, supervise elections, appoint committees as deemed necessary, prescribe their function, and appoint the committee chairperson.

e. The vice-president shall assume the duties of the president in the president's absence.

f. The secretary shall maintain written minutes of all meetings. Minutes shall be made available for review to any member.

g. The treasurer shall receive, deposit, disburse, maintain a record and account for all funds of the organization, and prepare the publication of all monthly statements of the financial status of the organization. A financial status report will be given to the membership at each general membership meeting.

h. The books of the treasurer will be reviewed at least 2 weeks prior to termination of office. The results of this review will reflect the new treasurer's acceptance of said books.

[NOTE: Most of the provisions in ARTICLE VI are provided as an example; duties of organization officials must be specified in the constitution.]

ARTICLE VII MEETINGS

Section 1. General membership meetings will be held _____. [E.g., the first and third Tuesday of every month.]

Section 2. Special membership meetings may be called at the discretion of the board of governors or must be called upon written petition of two-thirds of the active members.

Section 3. Public notices of special membership meetings must be given. Public notice will be given by emailing members two weeks in advance.

Section 4. A majority vote of the members present is required for passing a resolution, except as otherwise provided.

ARTICLE VIII DISSOLUTION

Section 1. [Name of PO] may be dissolved upon a ___[e.g., two thirds, majority, etc.] vote of [active, affiliate, etc.] members. [Name of PO] will submit a request for dissolution to the 42 FSS/FSR prior to dissolving.

Section 1. In case of dissolution, any funds in the treasury will be used to satisfy any outstanding debts, liabilities or obligations of [name of PO]. The residual balance, if any, will be disposed of as determined by the members. Distribution of residual funds and other assets will not accrue to the benefit of any individual member of the membership as a whole.

Section 2. If, upon dissolution, liabilities exceed assets, the excess of liabilities over assets shall be paid by the members on a pro rata basis. For the purposes of this article, a member is defined as one whose name is carried on the roll of the active and associate members as of the date of notification of dissolution.

Section 3. Upon dissolution, [name of PO] will notify the 42 FSS/CC/CL of its intent to dissolve and PO and prepare a time-phased action plan to do so.

[NOTE: Although Section 2 is not mandatory, the PO should provide guidance on how liability will be divided if liabilities excess assets.]

ARTICLE IX AMENDMENTS

Section 1. This constitution will be updated every two years or when there is a change in the purpose, function, or membership eligibility of [name of PO], whichever comes first.

Section 2. This constitution may be amended at any scheduled meeting of the organization by two-thirds vote of the membership present provided that a written, printed or public notice of the proposed amendment(s) has been given to the membership at least 2 weeks prior to the date of the meeting. *All amendments are subject to final review by the installation commander or his/her delegee.*

ARTICLE X ADOPTION

This constitution was approved by a majority vote of the general membership of this organization on _____ [date].

[President's Name]
President, [Name of PO]

[NOTE: The signature block may include the member's rank and branch of service, if applicable, but must NOT include the member's duty title or official signature block. All members of the PO, including its officers, must be acting in their person, rather than official, capacities.]

