

Peterson Schriever Cheyenne Mountain Spouses' Club

DBA: RePete Thrift Shop

Bylaws

Effective date: 1 April 2023

ARTICLE I: OFFICES

1.1 Business Office and Registered Agent. The Peterson Schriever Cheyenne Mountain Spouses' Club (PSC) will continuously maintain a principal office within the State of Colorado. The street address and mailing address, if different, of the principal office will be the usual place of business of the current RePete Thrift Shop (RTS). The Board President will serve as the Registered Agent of the PSC.

1.2 Other Offices. The PSC may have other offices within or outside of the State of Colorado, at such place or places as the Board may from time to time determine necessary.

ARTICLE II: MEMBERSHIP

Members are prohibited from engaging in discrimination based on race, color, sex, disability, or national origin. No person shall be admitted as a member without such person's consent.

2.1 Eligible Members. Membership in the PSC is voluntary and open to spouses and personnel affiliated with the Space Base Delta 1 (SBD 1) community. Membership may also be extended to spouses and personnel assigned to Fort Carson and/or the Air Force Academy.

- 2.1.1 This includes Active Duty, Guard, and Reserve military members and their spouses; US Government Civilians and their spouses; retired military members and their spouses; Uniformed Service members and their spouses; and foreign military members and their spouses assigned to the local area.
- 2.1.2 Military contractors and their spouses are only eligible for membership if one of the previously listed affiliations apply.
- 2.1.3 Members must be 18 years or older.
- 2.1.4 The PSC will not provide installation access or sponsorship for members. Members must be able to secure their own access to local military installations.
- 2.1.5 Members shall pay dues, as determined by the Board, and are entitled to all the privileges and benefits of membership in the PSC including the right to vote and hold office.

2.2 Guests. No one person may attend more than one PSC member event per year as a guest. Any event fees for guests at member events will be the responsibility of the PSC member that makes the reservation.

2.2.1 Guests may attend PSC hosted community events without limitation. Any event fees required for community events will be the responsibility of the attendee making the reservation.

2.3 Termination of Membership. Members may voluntarily resign their membership at any time. Membership in the PSC may be terminated by a two-thirds (2/3) vote of the Board when it has been determined that the member is inactive; has failed to pay dues or costs associated with event attendance; is engaging in behaviors that are contrary to the purpose of the Club; or no longer meets the qualifications of membership. On termination or resignation of membership, all rights and interests of such member in the Council shall cease. Any dues paid will be forfeited.

2.4 Reinstatement of Membership. Membership may be reinstated, after written application with payment of all accrued debts to the PSC, upon approval of the Board.

2.5 No Power to Bind. A member, solely by reason of being a member, cannot and may not act for or bind the PSC.

2.6 Liability. In accordance with Colorado law (Rev. Stat. § 7-126-102), a debt, obligation, or other liability of the PSC is solely that of the PSC and is not the debt, obligation, or liability of a member solely by reason of being a member.

2.7 Compensation. Members of the PSC will not be compensated or incentivized for their participation in PSC activities.

2.7.1 Members and employees that provide labor, supplies, equipment, or services associated with events or programs will be properly compensated unless they specifically acknowledge those contributions as voluntary donations to the PSC. All compensated contributions must be agreed upon in advance by the Board.

2.8 Information Rights. Members and former members shall have rights to the following records maintained by the PSC:

2.8.1 Constitution and Bylaws; a list of names and contact information for current members and officers; financial statements, if any, prepared for at least the last three years; the PSC's tax determination letter issued by the Internal Revenue Service, and annual tax returns for at least the last three years.

2.8.2 No member shall have any right to protected or otherwise confidential information related to any other member, PSC accountants, or PSC legal communications.

ARTICLE III: MEETINGS

3.1 General Membership Meetings. May be held monthly, unless otherwise stipulated by the Board. These meetings may be tied to member social events, with necessary business being conducted prior to the start of social activities.

- 3.1.1 **Notice.** Written notice of general membership meetings will be provided to members and/or publicly posted no less than fifteen (15) calendar days in advance of the meeting. Such notice will provide the time, date, and location of the meeting; items to be discussed; contact information for questions; and, when applicable, items to be voted on.
- 3.1.2 **Quorum.** Quorum for general membership meetings shall be a simple majority of members present and in good standing.
- 3.1.3 **Action taken.** When a general membership vote is being held, action will be considered taken when passed by a simple majority vote.
- 3.1.4 Reservations/cancellations, if needed, must be made by the RSVP deadline stated for the meeting. Any fees for the event will be the responsibility of the member, and refunds may be denied for no-shows.

3.2 Board Meetings. Will be held monthly, at a time and place agreed upon by the Board. May be delayed or rescheduled by the President as needed due to inclement weather, illness, or other emergency situations.

- 3.2.1 **Notice.** Oral or written notice of each meeting of the Board, to include special meetings, shall be given to each member not less than forty-eight (48) hours before the time of the meeting.
- 3.2.2 **Quorum.** A two-thirds (2/3) majority of current Board members present when a meeting begins will constitute a quorum for taking action. A majority vote of the quorum governs.
- 3.2.3 **Changeover Meeting.** The June Board meeting will start with the outgoing Board making final comments and transferring duties to the incoming Board. This is the first Board meeting of the fiscal year; there will be no votes or discussions about new items until the incoming Board is seated.
- 3.2.4 **Order of Business.** At Board meetings, the order of business shall be as follows:
 - Call to order and roll call to establish quorum
 - Review and approval of minutes from previous meeting
 - Member reports, starting with President
 - Old business
 - New business
 - Adjournment

3.3 Special Meetings. A special meeting may be held when called by the President of the Board. Any and all business may be transacted at special meetings.

3.3.1 **Budget Meetings.** The Board will hold a proposed budget meeting in May to develop the following year's budget. The proposed budget will be presented to the incoming board for a vote at the June Board meeting. A budget review meeting will be held by the end of January so that items may be revised as needed to reflect the current year's actual income and expenses.

3.3.2 **Constitution & Bylaw Review/Revision Meetings.** The Board will hold an annual meeting no later than 31 May to review documents and ensure compliance with current DAFI. Any edits or updates needed will be presented as the first business item for the incoming Board to vote on at the June meeting. The Constitution and Bylaws will be updated, revised, and resubmitted to FSS at a minimum of every two years. Resubmission must be completed no later than 30 June.

3.4 Proxies. No member may vote by proxy or power of attorney.

3.5 Action Without a Meeting. Any action required or permitted to be taken at a Board or general membership meeting may be taken without a meeting by following the process set forth in this section. An action taken in this manner will have the same force and effect as an action taken at a Board or general membership meeting.

3.5.1 **Notice of Vote.** Written notice must be delivered to each member setting forth the action to be voted upon; the time by which the member must respond, which must be at least three (3) days from the time of notice; and a statement that failing to respond by the time stated will have the same effect as abstaining in writing and failing to demand a meeting.

3.5.2 **Response by Member.** In response to the written notice, a member may vote in writing for the action; vote in writing against the action; abstain in writing from voting; fail to respond; or demand in writing that the action not be taken without a meeting. The response must be in a form sufficient to inform the Board of the member's identity and response. A member's demand for meeting will be waived if not received by the deadline provided in the written notice. All member responses will be recorded and filed with the minutes of meetings of the Board.

3.5.3 **Action Taken.** An action will be considered taken under this section only if the deadline provided in the notice has passed, there has been no demand for meeting, and the written affirmative votes for the action are equal to, or exceed, the number of votes that would be necessary to take action in a meeting assuming that all members were present and voted. Action taken under this section will be effective at the end of time stated in the written notice for member response.

3.5.4 **Method of Delivery.** Communications under this section may be sent or received by email, online survey, text message, or other digital communication. All such communications will be recognized as written communication.

3.6 Subcommittees. The PSC may designate special subcommittees to plan, organize, and execute specific projects; organize specific events; or address specific concerns. The name, objectives, membership, and responsibilities of these subcommittees will be determined by the Board when formed.

3.6.1 Subcommittees will keep regular minutes of meetings to be reported to the PSC and submitted for inclusion in the Board's records.

3.8 Minutes. The PSC Secretary, or designated replacement, will record minutes of each meeting, to include member reports, votes, and action items. These minutes will be drafted and presented for approval no later than the next Board meeting.

3.9 Member Reports. Board members should send a written copy of their reports to the Secretary, or designated replacement, at least forty-eight (48) hours in advance of Board meetings to be included in the agenda and filed with the meeting minutes. If it is not possible to send a copy in advance, members should bring at least one signed copy of their report to give to the Secretary at the meeting. Reports should include only those activities related to the member's position or assigned special projects during the previous period, as well as their volunteer hours for FSS reporting.

ARTICLE III: FINANCES

4.1 Status. The PSC is a 501(c)(3) organization, registered in the state of Colorado as a charitable organization.

4.1.1 Annual registration with the state is required, and will be completed by 31 May for the following year.

4.1.2 Annual Federal income tax filings for the previous year will be submitted by 30 November.

4.2 Income. Income for the PSC will be limited to net profits of the RePete Thrift Shop, charitable fundraising activities, general community donations, and interest from PSC bank accounts.

4.3 Expenses. Budgets and accounting will clearly document all operating costs (RePete payroll, supplies, etc.) and charitable program expenses (community grants, events, giveaways, etc.).

4.3.1 Any proposed single expenditure in excess of seven hundred fifty dollars \$750 that is not included in the approved annual budget must be passed by the Board and approved by the general membership.

4.4 Budgets. Annual budgets must be passed by the Board and then presented for a general membership vote for final approval no later than 31 June. Mid-year revisions must be presented for a membership vote no later than 28 February.

4.5 Reporting. Annual budgets and reports will include all income and expenses for RePete operations, charitable programs, and community events. Monthly Treasurer's reports will be compiled and provided to the FSS Private Org Monitor on a quarterly basis.

4.6 If the PSC chooses to shift to a paid membership/social organization model, it will secure the appropriate 501(c) designation for those activities. 501(c)(3) funds will not be used for "members only" events or activities, and membership fees will not be used as charitable income.

4.6.1 Member events, under the 501(c)(3) status, will be held as either "pay to play" events with members paying for their own associated event fees or as community events that are open to all interested guests. Voting and other business activities associated with general membership meetings should be planned accordingly, to ensure appropriate quorums and member/non-member involvement at these events.

ARTICLE III: BOARD OF DIRECTORS

5.1 Officers. The PSC shall have no less than four (4) elected members, to include the Board President, the Vice President (Operations), the Board Treasurer, and the Board Secretary. Additional elected or appointed positions may be added by a simple majority vote of the Board to ensure effective management of PSC business.

5.1.1 The President shall:

- Have the usual powers of supervision and management as may pertain to the office, and perform such other duties as are designated in the Bylaws.
- Preside at all PSC Board meetings
- Serve as an ex-officio member of all committees
- Appoint a Parliamentarian and chair positions as needed
- Serve as PSC liaison to various SBD 1 councils, committees, and organizations
- Ensure that all tax filings, FSS reports, state registrations, etc. are completed accurately and on time.
- Provide support for Shop operations as needed
- Serve as a cardholder for Shop and Club accounts
- Maintain account information for all Club accounts and services, update as needed.

5.1.2 The Vice President (Operations) shall:

- Provide direct supervision and oversight for Thrift Shop operations
- Ensure that the Shop is appropriately staffed; provide HR and admin support as needed for smooth Shop management
- Serve as a Shop Liaison to the Board; work with the Shop Manager to ensure that the Board is aware of current issues, trends, and Shop needs so that proper support can be provided by the Club
- Attend all board meetings

5.1.3 The Treasurer shall:

- Receive, record, and report on all funds belonging to the PSC
- Ensure the timely collection of fees and payment of bills
- Balance accounts monthly and provide reports to the Board covering expenditures, collections, and balances
- Chair the annual budget and mid-year review meetings; prepare budgets for review and voting
- Ensure that books are prepared for auditing and tax filings at the end of each year
- Assist the Thrift Shop Manager with questions concerning operational expenses
- Attend all Board meetings

5.1.4 The Secretary shall:

- Compile board reports and prepare agendas for meetings.
- Record and post minutes of all regular and special meetings of the PSC
- Compile quarterly submissions for the FSS Private Org monitor
- Handle correspondence for the PSC and the RePete Thrift Shop
- Attend all Board meetings

5.2 Term. Board members will serve a term of one (1) year, starting on 01 June of the current year and ending on 31 May of the following year. Board members will be limited to two (2) consecutive terms in a single position unless approved for extension by a general membership vote. Extensions must be approved on an annual basis.

5.3 Elections. Elections will be organized by a committee of no less than two (2) current Board members or general membership volunteers. Nominations will be accepted from the general membership for all positions every year; no position is assumed to be filled until there is a vote.

5.3.1 Members of the Elections Committee may not be nominated for a voted position while actively serving on the committee.

5.3.2 Elections will be held by general membership vote in April. If there are positions that remain vacant, acting officers may be appointed by the Board. These appointments must be voted on as quickly as possible.

5.4 Resignation. An elected officer shall submit their resignation in writing to the Board.

5.5 Removal. An elected officer may be removed by a 2/3 vote of the membership.

5.6 Vacancies. Vacancies in the Board will be announced to the membership, and volunteers will be solicited to fill those positions as quickly as possible.

ARTICLE V: AMENDMENTS

6.1 Bylaws. The Bylaws of the PSC may be amended by a majority of the members present at a general membership meeting, provided that the proposed amendment has been presented for review in the notice of meeting. These bylaws may also be amended by unanimous written consent of the membership when presented according to Section 3.5 of this document.

6.1.1 The bylaws will not be amended unless proposed amendments are 1) reviewed and approved for presentation by the Board, and 2) published for membership review at least (fourteen) 14 calendar days prior to being presented in a General Membership Meeting. A general membership vote will require a simple majority of the quorum to pass.

6.2 Charter. The PSC Constitution and Bylaws will be reviewed as necessary, and at a minimum of once per calendar year. Amendments to the Constitution will be made as directed by the SBD 1 Commander or delegate, or as recommended by the Installation legal office. Additional amendments may be proposed by the Board during the annual review, and will require a unanimous vote of all seated members in order to pass.

6.3 Legal Review. Amendments to the bylaws and Charter are subject to legal review and final approval by the SBD 1 Commander or delegate.

ARTICLE VII: BYLAW AVAILABILITY

7.1 The PSC Charter and bylaws will be provided to all Board members at the start of their term, and when amended. Other interested parties may request a copy of the current bylaws at any time from the PSC Secretary.

Kyra K. Mailki
KYRA K. MAILKI, PRESIDENT

25 MARCH 2023
DATE

Jane Lloyd
JANE M. LLOYD, VICE PRESIDENT

25 MARCH 2023
DATE