

NAVAL OFFICERS SPOUSES CLUB BY-LAWS

(Revised as of 15 April 2018)

ARTICLE I – NAME AND PURPOSE

The name of this organization shall be the Naval Officers Spouses Club (hereinafter referred to as NOSC).

Section 1 - NOSC Mission Statement:

We are a network of military officers spouses, living in the National Capital Region, who celebrate and promote our shared interest in the United States Navy. Our mission is to enrich the lives of our members and those in the military community through friendship, recreation, volunteerism, and philanthropy.

Section 2 - The fiscal year of NOSC shall be 1 July through 30 June.

Section 3 - Principal Office and Mailing Address

- a. The Principal office and the official mailing address of NOSC shall be: c/o Temptations By NOSC, 1244 Patterson Avenue SE, Washington, DC 20003-4606.

Section 4 - Charitable Purpose

- a. NOSC shall be operated exclusively for charitable purposes. NOSC is a tax exempt public charity, 501(c)(3), 170(b)(1)(A)(vi) organization based upon the IRS determination letter dated 21 September 2006 establishing such status effective 7 February 2005 under the prior name of "Naval Officers Wives Club Charitable Organization". No part of the net earnings of NOSC shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operating for a profit, except that NOSC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of NOSC shall be the carrying on of propaganda or otherwise attempting to influence legislation, and NOSC shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition, to any candidate for public office. In furtherance of its objects and purposes and subject to the aforementioned restrictions, NOSC shall have all general powers allowable to

Virginia Nonstock Corporations, together with the power to solicit grants and contributions and to maintain funds of real and/or personal property for any corporate purposes, subject to any limitations thereof contained in the Articles of Incorporation or in the laws of the Commonwealth of Virginia. Notwithstanding any other provision herein, NOSC shall not carry on any activities not permitted to be carried on by an organization exempt from tax that is described in Section 501(c)(3) of the Internal Revenue Code.

Section - Objective

- a. The objective of NOSC shall be to raise funds for scholarships and service-oriented charities; to promote and preserve interest in the Navy; to promote friendship and networking among Members, and to take advantage of the opportunities in the Washington, D.C. area.

ARTICLE II – MEMBERSHIP AND DUES

Membership is voluntary and shall include individuals who shall be known as Regular Members, Associate Members, Advisory Members, and Honorary Members.

Section 1 – The Membership shall be limited to:

- a. Regular Members:
 - 1) Spouses or surviving spouses of active duty, reserve, and retired commissioned officers of the U.S. Navy and U.S. Navy Reserve.
 - 2) Any resident of Vinson Hall, not otherwise eligible to join NOSC.
- b. Associate Members:
 - 1) Spouses of Officers of the other Armed Forces.
 - 2) Spouses of Foreign Naval Officers.
 - 3) Former spouses of Commissioned Officers, who retain a valid military ID card.
 - 4) Spouses of Senior Executive Service members.
 - 5) When appropriate, Associate Membership can be extended to persons who are not in any other category on a case by case basis at the discretion of the Board.
- c. Advisory Members:

1) Honorary President, Honorary Vice President, and Advisors

d. Honorary Members: Spouses of the following currently serving distinguished officials are eligible for honorary membership if they so request:

1) President of the United States

2) Vice President of the United States

3) Secretary of Defense

4) Deputy Secretary of Defense

5) Secretary of the Navy

6) Under Secretary of the Navy

7) Chairman, Joint Chiefs of Staff

8) Vice Chairman, Joint Chiefs of Staff

9) Former Chiefs of Naval Operations, including surviving spouses.

10) Chief of Naval Operations, who may also serve as Honorary NOSCDC President

11) Vice Chief of Naval Operations, who may also serve as Honorary NOSCDC Vice President

12) Master Chief Petty Officer of the Navy

13) When appropriate, Honorary Membership can be extended to persons who are not in any category on a case by case basis at the discretion of the Board of Directors.

e. Honorary Members shall include the following for the duration of one year:

1) President of the Army Officers' Wives' Club – Greater Washington Area

2) President of the Marine Officers' Spouses' Club

3) President of the Air Force Officers' Spouses' Club

4) President of the Coast Guard Spouses' Club

5) President of Oakleaf Club of Greater Washington, D.C.

6) President of the Navy Dental Officers' and Spouses' Club

Section 2 – Dues

- a. Dues of all Regular Members, Associate Members, Honorary Members, and Advisory Members of NOSC shall be decided annually by the Board of Directors no later than the April Board of Directors meeting.
- b. Payment of all dues shall be a required condition of Membership.

Section 3 – Privileges

- a. Regular Members shall be entitled to all privileges of NOSC.
- b. Associate Members shall have all the privileges of Regular Members except holding office as an Officer.
- c. All Members shall pay all fees for functions and special activities.
- d. The Board of Directors reserves the right to refuse or terminate membership for any reason.

Section 4 – Meeting of Members

- a. Annual Regular Membership Meeting
 - 1) The date of the Annual Regular Membership Meeting (also known as the Spring Event) shall be set by the Board of Directors who shall also set the time and place. The date of the annual meeting shall be announced at least 90 days in advance through the usual means of communications to the Membership.
- b. Special Executive Committee Meetings
 - 1) The President, or a simple majority of the Executive Committee may call special meetings. Notice of special meetings shall be given to each voting member, by email (preferred method) or telephone not less than twenty-five days before the meeting.
- c. Communications
 - 1) Usual means of communications to the Regular Membership shall be defined as via email; social media, including but not limited to Facebook; and the NOSC *Tidings* Newsletter.

ARTICLE III – SLATE OF OFFICERS AND THEIR ELECTION

Section 1 – Executive Committee

- a. The Officers of NOSC shall be President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Chairman of Temptations.

- b. Only spouses of U.S. Navy Commissioned Officers on active duty shall fill the offices of the President and First Vice President. A spouse of a retired U.S. Naval Officer shall fill the office of the Second Vice President.
- c. Except for those Officers appointed to fill a vacancy, the term of office shall be one NOSC fiscal year and any Officer may succeed themselves for a second consecutive year. The maximum tenure shall be limited to two consecutive years. No Officer shall officially serve more than two consecutive terms, but each may continue beyond that time at the discretion of the Board of Directors.

Section 2 – Nominations

- a. The Nominating Committee for the Board of Directors shall consist of a Chair appointed by the President, the First Vice President in their role as Parliamentarian, plus three to five Regular Members (who volunteer or are selected by the Chair).
- b. The Nominating Committee shall be authorized to:
 - 1) Secure the names of candidates for the Board of Directors.
 - 2) Determine qualifications and availability of nominees to serve.
 - 3) Prepare a slate and present to the Board for approval no later than 01 May then publicize the approved slate in the member-only section of the NOSC website prior to the election at the Spring Event.

Section 3 – Voting and Installation of Board of Directors

- a. The approved slate shall be presented at the Spring Event. Election shall be by voice vote of all Members present.
- b. The Honorary NOSC President, or in their absence the Honorary NOSC Vice President, shall present and install the new Board of Directors.

Section 4 – Term of Board of Directors

- a. The term of Board members shall coincide with NOSC's fiscal year.
- b. All mid-term vacancies shall be filled by appointment of the President with the concurrence of the Board of Directors. In the case of vacancy in the office of the President, the First Vice President shall become the interim President and the Second Vice President shall temporarily assume the duties of

the First Vice President. The interim President shall fill the vacancy of the office of the First Vice President, allowing the Second Vice President to return to their original position.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – General Powers

- a. The Board of Directors is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations.
- b. The Board must approve the budget and any major changes in the budget. The Board receives no compensation other than reimbursement for reasonable expenses.

Section 2 – Board Composition

- a. The Board of Directors shall consist of the Officers and Standing Committee Chairs.
- b. Each Officer and each Standing Committee Chair shall have one vote.

Section 3 – Advisors to the Board

- a. The CNO Spouse shall appoint up to three Advisors who shall not be members of the Board.

ARTICLE V – BOARD OF DIRECTORS MEETINGS

Section 1 – Board of Directors Meetings

- a. Unless otherwise designated, the Board of Directors shall meet each month, August through June. The President shall plan, develop, and present the annual Board meeting schedule to members at the August meeting.

- 1) In the event of inclement weather, scheduled meetings and events may be cancelled at the discretion of the President.

- b. A simple majority of the voting Board shall be considered a quorum at meetings of the Board.

Section 2 – Email Voting

- a. The Board may take action without a meeting if the action is taken by all Board members. This action shall be documented by email to all Board members stating the action to be approved.
- b. Voting will be undertaken for three (3) full days following the email notice (e.g., if the notice is sent on 1 January at 0900, then the vote concludes on 4 January at 0859).

- c. A quorum for action by the Board via email will be the entire Board; the votes needed for passage will be a simple majority of this quorum. Action taken shall be effective once voting has concluded per the date as outlined in the email notice. Action taken by email shall have the same effect as a vote taken at a meeting of the Board.

ARTICLE VI – AMENDMENTS TO THE ARTICLES AND THE BY-LAWS

Amendments to the By-Laws may be proposed in writing to the President by any Member and adopted by a two-thirds vote of the Board.

ARTICLE VII – TERMINATION OF NOSC

In the event of the dissolution of this organization, whatever funds are contained in the Treasury will be used to satisfy outstanding debts, liabilities or obligations. Any funds remaining after liquidation shall be donated to a 501 (c)(3) qualified military-orientated charity(ies) designated by the Board.

ARTICLE VIII – TEMPTATIONS BY NOSC

Section 1 – Governance

- a. The operation of Temptations By NOSC will be directed by the Temptations Committee Chair and the Temptations Operating Policies and Procedures which shall be approved by the Board.
- b. The Temptations budget will be reviewed annually and revised as needed by the Temptations Committee Chair and presented to the Board of Directors for approval.
- c. Monthly reports, including a balance sheet and profit and loss report, are to be presented to the Board of Directors at each meeting.

Section 2 – Accounting Procedures and Funding

- a. Audits/Reviews will be conducted yearly after the end of the accounting year (July – June).

ARTICLE IX – DUTIES OF THE OFFICERS

Section 1 – President

- a. The President shall call and preside over all regular and special meetings of the Board of Directors.

- b. The President shall put to vote all questions regularly moved, seconded, and discussed, and shall decide all questions of order.
- c. The President shall be authorized to write checks on behalf of NOSC and is authorized to spend up to \$500.00 without consent of the Board.
- d. The President shall represent NOSC at all functions necessary with the First Vice President assisting when the President is unable to attend. The President is *ex-officio* member on all committees of NOSC except the Nominating Committee, serves as Advisor to Temptations By NOSC and member of the Scholarship and Charity Committees.
- e. Responsible for the Board of Directors turnover function before the end of the fiscal year.
- f. Serves as a member of the Joint Armed Forces Of Washington Luncheon (JAFOWL) Committee and the Navy-Marine Corps Ball Committee.

Section 2 – First Vice President

- a. The First Vice President shall assist the President. In the President's absence the First Vice President shall assume duties of the President.
- b. The First Vice President shall coordinate the annual Membership Welcome Coffee at the beginning of the NOSC year.
- c. The First Vice President shall promote Membership and assure publicity of NOSC.
- d. The First Vice President shall serve as Parliamentarian for NOSC and as a Member of the Nominating Committee.
- e. Further duties as the President designates.

Section 3 – Second Vice President

- a. The Second Vice President shall coordinate the annual the Scholarship Coffee.
- b. The Second Vice President shall act as the Executive Committee representative for the Spring Event.
- c. Shall oversee fundraising activities that are necessary to provide adequate funds for the operation of NOSC, charity distributions, and scholarships.
- d. Shall present fundraising ideas to the Board for approval. Publicize the event. Maintain records of funds expended and raised.
- e. Further duties as the President designates.

Section 5 – Recording Secretary

- a. The Recording Secretary shall keep the minutes of all the meetings of NOSC and the Board and shall send an electronic copy of the minutes to all Board Members at least one week prior to the following Board meeting.
- b. When the Navy is the hosting service for JAFOWL, the Recording Secretary shall serve as the Recorder for JAFOWL.
- c. The Recording Secretary shall be the custodian of NOSC's permanent records.

Section 6 – Corresponding Secretary

- a. The Corresponding Secretary shall handle all correspondence of NOSC as directed by the President and/or the Board.
- b. Maintain a current roster of all Officers, Chairs, and Members.

Section 7 – Treasurer and Assistant Treasurer

- a. The Treasurer and Assistant Treasurer shall be responsible for all funds pertaining to NOSC and shall keep an accurate record of accounts.
- b. Dues are to be collected by the Membership Chair and turned over to the Treasurer. Additionally, monies collected by the fundraising activities shall be turned over to the Treasurer.
- c. A budget shall be prepared by the Treasurer, based upon the input of Officers and Chairs, then presented at the beginning of NOSC fiscal year and approved by the Board. Monthly budget reports shall be presented at the Board meetings and shall subject to approval by the Board then filed for audit.
- d. Upon completion of her/his term of office, the Treasurer shall prepare the annual Treasurer's Report, reconcile the books and turn over all banking information and records to their successor.
- e. The Treasurer may appoint an assistant with Board approval.
- f. Signature Authority
 - 1) The Treasurer, President, Temptations Chair and Temptations bookkeeper all shall be authorized to sign checks on the NOSC checking account; however, the signature of only one of these officers shall be required on each check.

- 2) Expenses incurred that are included specifically or by implication in the Annual Budget may be paid by the authorization of either the Treasurer or designee or the President.
- 3) Payments for expenditures over \$500.00 that are not included in the Annual Budget must be approved, in advance, by the Board.

Section 8 – Temptations By NOSC Chairman

- a. The Chairman of the Temptations By NOSC runs the day-to-day operations, provides the Board with monthly revenue reports and transfers funds to NOSC for distribution towards scholarships and charities.

Section 9 – Past Presidents

- a. Past NOSC Presidents may serve as advisors to the Board when called upon. Although they may attend Board Meetings, they will not have voting privileges.
- b. This does not preclude Past Presidents from simultaneously serving in other positions on the Board. As a Board member, they will have voting privileges.

Section 10 – Board of Directors Miscellany

- a. Annual Review of By-Laws
 - 1) The Board shall conduct an annual review of the By-Laws, as needed, presenting any changes or additions to the Board by November.
- b. Turnover of Records
 - 1) Each Officer and Standing Committee Chair shall prepare and present an annual report summarizing the activities and duties of their year in office, including expenses incurred and recommendations, to their successor and to the Recording Secretary for the permanent records by the June Board meeting.
 - 2) All relevant records of each position shall be maintained and transferred to electronic media as well as any relevant printed material and then passed to the incoming Officer or Standing Committee Chair at the last Board meeting of the fiscal year.

ARTICLE X– FINANCES AND TAXES

Section 1 – Tax Status

NOSC is a public charity exempt from Federal Income Taxes under 501(c)(3) of the Internal Revenue Code.

Section 2 – Operational Funds

Operational funds shall be derived from the annual dues and fundraising.

Section 3 – Charitable and Scholarship Funds

Charitable and Scholarship funds shall be derived from the operation of the Temptations By NOSC and appropriate fundraising projects.

Section 4 – Annual Turnover of Funds

At the end of the fiscal year and upon turn over to the incoming Board, the checking and deposit accounts shall hold a minimum amount of \$4,000.00 for operational expenses.

ARTICLE XI– STANDING COMMITTEES

Section 1 – Standing Committees

NOSC shall have the following Standing Committees, the Chairs of which shall attend all regularly scheduled Board meetings. All Chairs must orally present reports at monthly meetings or submit a report of monthly activity to Recording Secretary prior to meeting. Each Chair is allowed one vote.

a. Charities

- 1) Work to identify qualifying organizations that directly benefit military members and/or their families and/or assist service members and/or their families in the Greater Washington DC area.
- 2) Manage the selection process and grant award donations. Charities Chair must submit the final slate of qualifying charities to the Board by the April board meeting.
- 3) Coordinate with Spring Event Chair to ensure grant recipients receive invitations to the Spring Event.

b. Membership

- 1) Input and maintain all Membership information necessary for inclusion into the NOSC Membership Directory.
- 2) Responsible for distribution of the Directory by end of November each year. Record all dues collected for Membership, then coordinate receipt of payments with the Treasurer.

c. Events

- 1) Assist in creating fun monthly events, such as speakers, activities, or other ideas provided from the Membership to promote and enhance friendship and networking opportunities among Members, as well as assisting with the Welcome Coffee and Spring Event.

d. Historian

- 1) Maintain the history of NOSC. Attend NOSC events, photograph, and record impressions.
- 2) Coordinate with Website and Social Media chairs on collecting and preserving photographic documentation of NOSC events and year-in-review video(s).

e. Activity Clubs and Neighborhood Groups

- 1) Recruit club and group leaders.
- 2) Work with leader to develop an introductory bio and club purpose, goals, and objectives for new clubs.
- 3) Introduce new leaders via website, Facebook, and other social media as appropriate.
- 4) Orient and support current and new leaders regularly and as needed on how to start, develop, build, and maintain clubs and groups.
- 5) Liaison with senior board admin and potential new leaders.
- 6) Review and provide rationale as needed regarding the NOSC by-law guidelines for development of new clubs, groups, and events.
- 7) Promote NOSC mission and goals with leaders.
- 8) Communicate regularly with leaders regarding events, activities, and club or group member status.
- 9) Assist leaders to recruit, encourage, and increase NOSC membership.
- 10) Solicit from leaders regularly and/or as needed their monthly event plans.
- 11) Offer to leaders examples, ideas, and encouragement for regular events.
- 12) Provide leaders with regular encouragement, support, and positive reinforcement for leadership, initiative, team-work, creativity, and goal achievement.
- 13) Survey NOSC membership, directly and/or via leaders, on a regular basis per year, for their feedback regarding new and current club and group activities.

14) Work with each Neighborhood Groups and Activity Club Activity Club in advertising and publicizing their activities to the Membership. Organize event notices for publication on website and when appropriate for membership-wide distribution via email, social media and newsletter. Facilitate leaders as needed in the publication of events via club and group member email, Facebook, and other social media. Send for publication captioned photos of recent events in the monthly newsletter.

15) Facilitate scheduling between NOSC Events, Tours and Activity Club and Neighborhood Groups.

f. Newsletter

- 1) *NOSC Tidings* will be published September through June, with the option to publish additional issues as needed.
- 2) Responsible for distribution of newsletter via website and email.

g. Publicity

- 1) Provide opportunities for publicity for NOSC, its activities and Temptations By NOSC. Maintain a list of media outlets. Prepare press releases for distribution and assist other committee Chairs with events, scholarship distribution and charities.
- 2) Serve as a member of the Welcome Coffee committee and the Spring Event committee.

h. Scholarship

- 1) Review and revise scholarship application forms and score sheets; publicize scholarship opportunities to local schools, area Commands, and on the NOSC website; receive and process applications and present anonymously to judges for scoring; compile judges' scores; provide list of recipients to Board by 1 May for approval; notify recipients.
- 2) Coordinate scholarship coffee; present awards at scholarship coffee; and prepare explanatory letters for the recipients' colleges for the Treasurer to complete and send.

i. Spring Event

- 1) Secure the assistance of a small committee to prepare for the Spring Event and co-ordinate the organization of the Event. Coordinates with the Second Vice President.

j. Tours

- 1) Provide tours and other opportunities for Members throughout the Washington, D.C. area.

k. Vinson Hall

1) Liaison to Vinson Hall providing and disseminating information to Members.

m. Volunteers

1) Actively promote and coordinate volunteers for NOSC hosted events. Provide assistance to sister organizations when in need of volunteers, for example JAFOWL and Navy-Marine Corps Relief Society's Thrift Store.

n. Website

1) Maintain NOSC website and assist with other approved social media outlets ensuring that all information is correct.

2) Assist other committee Chairs with promoting events, tours, neighborhood groups, activity clubs, scholarship distribution and charities via the website.

o. Social Media

1) Maintain NOSC and Temptations by NOSC social media pages and NOSC Members Only social media group.

2) Assist other committee Chairs with promotion and distribution of information via social media and serve as a member of the Welcome Coffee and Spring Event committee.

p. JAFOWL

1) Represent NOSC during Joint Armed Forces Of Washington (JAFOWL) meetings and assist with organizing and planning JAFOWL.

q. NMCRS Ball

1) Represent NOSC during Navy Marine Corps Relief Society (NMCRS) Ball Committee meetings and assist with organizing and planning the event.

Section 2 – Appointing Committees

a. The President may appoint new Committees as the need arises. The President will declare inactive any Committee that is no longer functional.

Section 3 – Committee Members

a. The Chair of a Standing Committee may issue invitations to and accept appointment nominations from the Membership any number of Members to their committee as deemed necessary.

Section 4 – Committee Chair Turnover Duties

- a. Each Committee shall prepare an annual report summarizing the activities and duties of its year, including expenses incurred and recommendations for succeeding Committees.
- b. Prior to the Board of Directors turnover function, provide electronic copies of the annual report to the President and one to the Recording Secretary for submission to the permanent record.
- c. All relevant records of each position shall be maintained and transferred to electronic media as well as relevant printed material and then passed to the incoming Committee Chair at the turnover function.

Section 5 – Committee Chair/Co-Chair Terms

- a. Committee Chairs/Co-Chairs may be limited to no more than two consecutive terms however each may continue beyond that time at the discretion of the Board, as necessary.

Section 6 – Neighborhood Groups and Activity Clubs

- a. Neighborhood Groups and Activity Clubs shall exist for the purpose of promoting support and friendship among the Members within the same geographical area or sharing similar interests.
- b. Any Member can start a Neighborhood Group in a geographical area or an Activity Club for a specific purpose and coordinate with the Neighborhood Groups Chair for Board approval.
- c. Members of Neighborhood Groups and Activity Clubs must be Members of NOSC.
- d. Members of each Neighborhood Group and Activity Club will determine when and how often they wish to meet as well as what activities they will provide.
- e. Each Neighborhood Group and Activity Club may appoint a Leader/Co-Leaders who will report, through the Committee Chair, activities to the Board.

ARTICLE XII – RESERVATION AND PARTICIPATION POLICY

The attendance policy for any and all NOSC functions, including but not limited to tours, luncheons, shows, sales, parties, meetings, etc. is prioritized as follows:

- a. NOSC Members in good standing have first priority.
- b. Sponsored guest of NOSC Members (as space allows).

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The Parliamentary Authority of NOSC shall be the latest revised edition of *Robert's Rules of Order* and shall govern NOSC in all cases where they do not conflict with the By-Laws of NOSC.

These revisions to these By-Laws were motioned upon and approved by the Board of Directors on 19 April 2018.

President, NOSC

By-Laws Revision Committee Members:

Maria Melvin, Kate Cardone, Monika French, Julie Sapone, Mary Lewis and Lee Handford, Advisor