

**BROOKE ARMY MEDICAL CENTER AUXILIARY
CONSTITUTION**

**Article I
*Name and Purpose***

The organization shall be known as Brooke Army Medical Center (BAMC) Auxiliary. It is not a part of the Department of Defense (DoD) or any of its components and it has no governmental status.

The purpose of this organization is to support the patients of BAMC and the military community through service, fundraising, and special events.

Funds collected through fundraising will be used to support patients and staff at BAMC through our Welfare Grant Program, morale events, service projects and otherwise carry out the purpose of this organization.

**Article II
*General Provisions***

Section 1. The organization is a private charitable nonprofit (501C3) association, which conducts business on JBSA-Fort Sam Houston with the consent of the Installation Commander and BAMC Commander or their designees. Operation is contingent upon compliance with the requirements and conditions of all applicable regulations in reference to Private Organizations.

Section 2. The membership is liable under the laws of the State of Texas for organizational debts in the event that the organization's assets are insufficient to discharge liabilities. State law provides that each member will be liable for a pro rata share of any such debts.

Section 3. All members are issued the Constitution and Bylaws.

**Article III
*Membership***

Section 1. Membership shall consist of the following categories of members:

- A. Active Members
- B. Honorary Members
- C. Friend of the Auxiliary Members

Section 2. Eligibility for membership:

- A. Active membership is open to any adult, age eighteen or older, with military or DOD affiliation, including active duty, dependents, or retirees.
- B. Honorary membership is designated in Article IV, Section 1 of this document.
- C. Friend of the Auxiliary membership is open to anyone.

Section 3. Any person entitled to active membership or friend of the auxiliary automatically becomes a member of the organization upon payment of dues and submission of a completed membership form.

Section 4. Continuing membership is based upon enrollment commencing June 1 annually.

Section 5. Privileges and obligations of membership:

- A. Active members have the privilege and obligation to hold office, vote, and pay dues as established by the organization's Constitution and Bylaws.
- B. Honorary members shall have all the privileges of active membership except the right to vote and to hold elected office. They are not required to pay dues
- C. Friend of the Auxiliary Members have the limited privileges of attending events, volunteering, and obligation of paying dues. They shall not vote and hold elected or appointed positions.

Section 6. Membership will not be denied to anyone because of race, color, creed, religion, national origin, gender, sexual orientation or disability, nor will the BAMC Auxiliary sponsor, support, or participate in any activity with any organization, which engages in such practices.

Section 7. Membership in this organization will be terminated:

- A. Upon request of the member concerned.
- B. If the member fails to meet financial responsibilities, such as dues being three months in arrears.
- C. Upon recommendation of the organization's General Board after a complete review of the circumstances.
- D. For any other valid reason when recommended by the organization's General Board.

Article IV ***Officers and Governing Body***

Section 1. Honorary Members:

- A. The spouse of or such representative designated by the Commander of BAMC shall be the Honorary President, if they accept such a designation.
- B. Honorary Advisors shall be appointed by the Executive Board with a minimum of one designated by Command Sergeant Major, BAMC, if they accept such a designation.
- C. Such appointments are purely voluntary, may always be declined, and must be actively accepted in order to take effect.

Section 2. Executive Officers:

- A. President
- B. First Vice President
- C. Second Vice President
- D. Secretary
- E. Treasurer
- F. Parliamentarian

Section 3. The President, First Vice President, and Treasurer shall not be active duty military personnel due to a conflict of interest.

Section 4. Active members are eligible for election or appointment as officers of the organization except as stated in Section 3.

Section 5. An Executive Committee composed of the Honorary Members and Executive Officers (See Article IV, Section 1 and 2 of this document) shall have all the power of the General Board, when a timely decision necessitates action by the General Board.

Section 6. Vacancies:

- A. Vacancy in the office of the President shall be filled by the First Vice President followed by the Second Vice President.
- B. For any other vacancy a person shall be selected by the President and approved by the General Board.

Section 7. Removal from office of an Executive Officer or Committee Chairperson position

- A. Any Executive Officer or Committee Chairperson absent for three consecutive General Board meetings without any prior notification to the President or Secretary will be subject to removal from office.
- B. Any Executive Officer or Committee Chairperson who is found to be consciously operating in violation of the organization's Constitution and Bylaws will be subject to removal from office.

Article V
The General Board

Section 1. The General Board (See Article III of the Bylaws) shall consist of the following:

- A. Honorary President
- B. Honorary Advisors
- C. Executive Officers
- D. Committee Chairpersons
- E. Presidential Representatives

Section 2. The General Board shall supervise and conduct the business of the organization.

Section 3. The General Board members shall make all efforts to attend all board meetings. In the event of a necessary absence see Article VIII, Section 3 of this document for Proxy Designation.

Section 4. Tenure of Office:

- A. Elected and appointed members of the General Board shall hold office only for the fiscal year for which they are elected or appointed.
- B. Executive Officers and Committee Chairpersons may only hold the same office for two consecutive years. However, in the event of no volunteers, the previous elected officer may volunteer to serve an additional term (to not total more than three consecutive terms in the same position).

Section 5. Privileges and Obligations of Executive Officers and Standing Committee Chairpersons:

- A. Executive Officers and Standing Committee Chairpersons shall vote to approve annual budget, non-budgeted expenditures that exceed \$100, Welfare Grant committee's approved annual grant recipients, officer nominations, and any other motions that come to the floor during a General Meeting.
- B. Executive Officers and Standing Committee Chairpersons shall have access to an official BAMC Auxiliary email address for their position and shall check it at least every other week to respond to emails therein.
- C. Executive Officers and Standing Committee Chairpersons shall have access to the BAMC Auxiliary Members Only Facebook page as administrators and moderators and any other relevant online accounts the BAMC Auxiliary maintains only for the tenure of their positions.
- D. Executive Officers and Standing Committee Chairpersons shall be given binders or electronic files with information relevant to their positions at the start of their tenure.

- E. Executive Officers and Standing Committee Chairpersons shall keep the binders or electronic files for their positions up-to-date throughout their tenure of office.
- F. Executive Officers and Standing Committee Chairpersons shall create a Standard Operating Procedure (SOP) and After Action Report (AAR) for their position by the end of the fiscal year on 31 May.
- G. Executive Officers and Standing Committee Chairpersons shall cease using BAMC Auxiliary email addresses and online accounts and turn over all passwords, binders, SOPs, AARs, materials, electronic storage, etc for their position at the end of their tenure to their successor or the President or Secretary.

Article VI ***Method of Financing***

Section 1. The organization's income shall be derived from fundraisers, contributions, and dues collected in accordance with the Bylaws.

Section 2. The organization shall maintain a general fund account, which shall be used for operation and welfare grant requirements.

Section 3. The management of the funds will be in accordance with applicable regulations and in accordance with Generally Accepted Accounting Principles.

Section 4. All social programs and special events shall be funded only by membership dues and fees. No funds from fundraising programs shall be used for the events listed here.

Section 5. The organization shall be financed primarily through membership dues and fees, fund-raising events, donations, etc. All fundraisers will be approved in accordance with AFI 34-223 from the Installation Commander via 502d Force Support Squadron, ATTN Private Organizations (502 FSS/CL), and Commander, BAMC. Off-installation fundraisers are reviewed by the JBSA Private Organization Coordinator and the 502 Force Support Group Legal Office prior to the event.

Article VII ***Activities***

Section 1. The organization will not engage in activities which compete with those of any MWR activity, NAFI or Army and Air Force Exchange Service operation on an installation, except as provided in AFI 34-223.

Section 2. The organization will not engage in on-base resale activities (including bake sales, car washes, etc.) unless specific written authorization is obtained from 502 FSS/CL.

Section 3. The organization will not conduct any organizational fundraising activities in the workplace during the Combined Federal Campaign or service campaigns.

Section 4. The organization will not provide funds for any events that promote one race, color, creed, religion, gender, sexual orientation, or political affiliation.

Article VIII
Meetings and Quorums

Section 1. All meetings of the General Board, Executive Committee, and the business meetings of the General Membership shall be governed by the procedures as set forth in the current edition of Robert's Rules of Order, unless otherwise provided for in the organization's Constitution and Bylaws.

Section 2. General Membership meetings will be held at least twice a year.

Section 3. General Board Meetings:

- A. A quorum shall consist of two thirds of voting General Board members.
- B. Voting will be conducted in person. At the discretion of the President, voting may be conducted via proxy, email, postal mail, or phone.
- C. Proxy:
 - a. A vote that is cast by one voting General Board member on behalf of another.
 - b. The designated proxy General Board member and President or Secretary will be notified in advance.
 - c. The designated proxy General Board member shall only hold one proxy.

Section 4. General Membership Meetings: A quorum shall consist of a majority of voting members present. At the discretion of the President, voting may be conducted via email, postal mail, or phone.

Section 5. Executive Committee Meetings: In the event the Executive Committee needs to conduct business in lieu of the General Board (See Article IV Section 5 of this document) a quorum shall consist of two thirds of the Executive Committee.

Article IX
Constitution and Bylaws

Section 1. Proposed Amendments to the Constitution: Outside the period of the biennial review. (See Article IX, Section 3 of this document)

- A. An active member may submit proposed amendments in writing to the President. Two additional active members of the organization must sign proposed amendments.
- B. Proposed amendments shall be submitted in writing to the General Membership through email at least one month prior to the General Membership email in which the amendments will be voted upon.
- C. Proposed amendments will be adopted upon a majority vote at a General Membership meeting. (See Article VIII, Section 4 of this document)
- D. Proposed amendments will be adopted upon a majority vote via email or phone.

Section 2. The Bylaws may be amended by a majority vote of the voting members of the General Board at any regular or special meeting of the General Board provided all members of the General Board have been notified of the meeting.

Section 3. The Constitution and Bylaws shall be reviewed every two years by a Constitution and Bylaws Review Committee. The committee shall be composed of the President, the First Vice President, at least one Honorary Advisor, the Parliamentarian, and at least one member of the General Membership.

- A. Proposed amendments shall be submitted through email or postal mail to the General Membership at least seven days prior to voting deadline.

- B. Proposed amendments will be adopted upon a majority vote via email or postal mail.

Section 4. Any proposed amendments or changes to the Constitution and/or Bylaws will be submitted to the Commander, BAMC for review and the Installation Commander JBSA, for the final review or if by authority has been delegated by the 502nd Force Group Commander (502 FSS/CC) through 502 FSS/CL.

Article X ***Dissolution***

Section 1. Upon dissolution, BAMC Auxiliary's officers must:

- A. Notify the 502 FSS/CC or 502 FSS/CL of its intent to dissolve the organization.
- B. Prepare a time-phased action plan to do so.
- C. The Board shall, after paying or making provision for the payment of all outstanding debts, liabilities or obligations of BAMC Auxiliary, dispose of the assets of BAMC Auxiliary to such organization or organizations which shall qualify as an exempt organization or organizations under the Internal Revenue Service code of 1986 (herein referred to as the "Code"), or the corresponding provisions of any future United States Internal Revenue law.
- D. Any such assets not so disposed of shall be donated to a USAF NAF or to the USAF as determined by the General Board in accordance with AFMAN 34-201 or AFI 51-601, or shall be disposed of by a court of competent jurisdiction upon suitable proceedings brought for the purpose exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for tax exempt purposes.

Section 2. In the event that a NAFI fills the need for which this organization is established, this organization will be dissolved. Under those circumstances, all financial transactions of dissolution would be concluded separately and apart from the operation of any activity established as a NAFI.

Section 3. The 502 FSG/CC has the authority to dissolve this organization in the event that there are no members present or in the best interest of the USAF.

Article XI ***Insurance***

Section 1. The organization agrees to hold harmless and indemnify the United States government, BAMC, NAFI or any of its agents or sub-units for claims arising from any of the organization's activities.

Section 2. The organization conducts only low-risk activities, (fundraisers, parties). Insurance will be purchased if specific events include a greater risk of injury or damage.

Section 3. The organization will maintain liability 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 when acting in any capacity for or in participating in any activities of the organization. Such coverage, when required, must expressly provide that neither the U.S. Government or any NAFI will be liable for any claims or judgments against the organization or its members. A copy of the insurance policy and all renewal policies will be forwarded to the 502 FSS Recourse Manager (FSS/FSR). If insurance is not deemed necessary, the organization will submit a request for waiver of insurance requirement to the 502 FSS/FSR for approval by the 502 FSG/CC through the 502 FSS/CL.

APPROVED BY MAJORITY VOTE OF THE GENERAL MEMBERSHIP on 28 September 2023.

DocuSigned by:

Sarah Krell

Sarah Krell, President 2023-2024

Date: 28 September 2023

DocuSigned by:

Kelly Cannon

Kelly Cannon, Parliamentarian 2023-2024

Date: 28 September 2023