



Okinawa Enlisted Spouses' Club

18 FSS Unit 5135 Bldg. 859

APO, AP 96368-5135

OKINAWA ENLISTED SPOUSES' CLUB (OESC)

Current as of October 2022

CONSTITUTION

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ARTICLE 1: Name, Purpose and Mission Statement

Section 1.

The name of the organization is the Okinawa Enlisted Spouses' Club, hereinafter referred to as OESC. The purpose of the OESC is to promote social membership, as well as charitable and educational endeavors through non-profit activities, including the making of contribution to an organizations with an approved non-profit status through Force Support Squadron (FSS), Marine Corps Community Services (MCCS), and Morale, Welfare, and Recreation (MWR).

Mission Statement: "The mission of the Okinawa Enlisted Spouses Club (OESC) is to foster a supportive community for military spouses through friendship, personal growth, and service. We are committed to empowering our members and making a positive impact in both the military and local communities."

ARTICLE 2: General Provisions

Section 1.

Okinawa Enlisted Spouses' Club operates primarily on Kadena Air Base with the consent of 18 WG/CC or 18 MSG/CC, as its designee. Operation is contingent upon compliance with the requirements and conditions of all applicable Air Force regulations/instructions.

Section 2.

Members are jointly and severally liable under the laws of Japan and/or U.S. for organizational debts in the event the organization's assets are insufficient to discharge liability. Upon joining this organization, members will be notified of their personal financial obligations of this Private Organization (PO).

Section 3.

1. The OESC will not:
 - a. Sell, give away, or in any way dispense any item that violates copyright laws, rules of military postal system, or Japanese customs requirements, as stated on www.customs.go.jp/english (available information subject to change).
 - b. Solicit vendors who sell any pirated materials, such as videotapes, books, or audiotapes.
 - c. Use the military postal system to receive or transport items for resale; this is prohibited.
 - d. Engage in activities that duplicate or compete with any base FSS activity or Non-Appropriated Funds Instrumentality (NAFI), including AAFES.
 - e. Discriminate based on race, color, gender, creed, age, religion, sexual orientation, national origin, ethnic group, membership in a labor organization, or handicap is prohibited as per Air Force Instruction (AFI) 34-223, Private Organizations Program, 13 Dec 18, paragraph 10.2.
2. The OESC will:
 - a. Submit all fundraising requests to 18 FSS PO Monitor.
 - b. Coordinate and have fundraising requests signed off on by the manager of any facility or area the OESC will be using before submitting it to 18 FSS/SVFP.
 - c. Submit requests no fewer than 15 working days prior to the scheduled fundraising event to 18 FSS/SVFP. Although the approving authority for fundraising events is 18 FSS/CC, the legal responsibility remains with the OESC.
 - d. Prominently display a disclaimer on all print and electronic media mentioning the OESC confirming that the OESC is not part of the DoD, as per AFI 34-223, paragraph 10.1.2.3.

Section 4.

Okinawa Enlisted Spouses' Club will not engage in activities that duplicate or compete with any 18 FSS or AAFES activities.

ARTICLE 3: Officers and Governing Body

Section 1.

The Executive Board of the OESC shall be the President, First Vice President, Second Vice President, Administrative Coordinator, Chief Financial Coordinator, Charitable Finance Coordinator & Scholarship Coordinator, Outreach & Service Coordinator Operation Ball Gown Coordinator, Activities Chair, and an Advisor.

Section 2.

Any active member in good standing shall be eligible to be elected or appointed to office, subject to additional qualifications outlined in the OESC Bylaws. A Board member must be an active member in good standing and shall have retainability on island through June of the Board year they are elected for.

Section 3.

Neither the OESC Thrift Store and Uncle Sam's Attic employees nor their family members shall be eligible to hold an Executive Board position, but may be appointed for a General Board position.

Section 4.

1. The Secretary must be able to produce typed business-style correspondence.
2. Both Treasurers must have knowledge of basic accounting practices.
3. Board members shall serve a term of twelve months commencing 1 July, following the annual April election.
 - a. May and June shall serve as a training period for all incoming board members.

ARTICLE 4: Membership and Patronage

Section 1.

General Membership in the OESC will be voluntary and is primarily limited to members of the DoD family stationed or residing in Okinawa. There will be three classes of membership:

1. Active: The privilege of active membership will be extended to all spouses of active duty enlisted military personnel of the United States Armed Forces, to include enlisted active-duty dual military spouses, assigned or attached to a permanent or temporary duty status on Okinawa and all enlisted equivalent civilian spouses (GS-8 and below) employed by the DoD on Okinawa. Active members shall be entitled to the full use of all services, facilities, and privileges offered by the OESC.
2. Associate: Associate membership will be extended to all spouses of enlisted retiree, enlisted reservist, and enlisted National Guard of the United States Armed Forces residing in Okinawa. An associate member shall have the same rights and privileges as an active member except for the right to hold an Executive Board position. Associate members will be able to serve on all other standing/special committees and may serve as appointed General Board members or committee chairman. Associate members are required to pay yearly dues on the same scale as active members, based on enlisted member's rank.
3. Honorary: Honorary members shall be required to pay flat rate dues and shall have the same privileges as active members except for voting, the right to hold office, and the right to serve as committee chair.
 - a. Non-GS grade such as Military Labor Contract and Contractors.
 - b. Single enlisted active-duty personnel
 - c. Others. The President, with the approval of the Executive Board, may grant honorary membership to any person not otherwise eligible for any other class of membership, who is in some manner connected with Okinawa and whose membership will, in the opinion of the President, benefit the OESC. Honorary positions should be reviewed annually.

Section 2.

Special members

1. Advisors. There will be a minimum of two Advisor positions. These advisory positions will be filled through an application and interview process, in an effort to reach all branches of service. Any active duty E9 spouse of any branch is eligible to hold the position of Advisor.
2. Employees. OESC Thrift Store and Uncle Sam's Attic employees otherwise not eligible for OESC membership will be invited to join OESC events.

Section 3.

IAW AFI 34-223, paragraph 10.2, and Air Force Policy Directive (AFPD) 36-27, paragraph 3.2, Equal Opportunity (EO), OESC will not engage in membership discrimination based on age, race, religion, color, national origin, disability, ethnic group, or gender.

Section 4.

Membership in the OESC will be terminated upon permanent departure of the member from Okinawa or by action of the Executive Board:

1. When the member submits a written resignation.
2. For cause deemed sufficient by a majority of the Executive Board to warrant termination of membership.

Section 5.

All OESC members will be provided with access to a copy of the OESC Constitution and Bylaws. This will occur electronically or in person within 30 business days of paid membership dues.

ARTICLE 5: Method of Financing

Section 1.

The OESC will operate the OESC Thrift Store and Uncle Sam's Attic as its main source of income.

Section 2.

Okinawa Enlisted Spouses' Club shall be self-sustaining. There will be no direct financial assistance to this organization from a NAFI in the form of contributions, dividends, donations of money, or other assets IAW AFI 34-223, paragraph 10.5.

Section 3.

The OESC will not engage in any resale activities unless specific authorization from the 18 WG/CC or 18 MSG/CC as his/her designee is granted. At this time, the 18 WG/CC or 18 MSG/CC has established the following authorization:

1. Okinawa Enlisted Spouses' Club Thrift Store and Uncle Sam's Attic sales of donated clothing and merchandise.
2. Occasional sales for fundraising purposes such as bake sales, dances, carnivals, and similar infrequent functions.
3. Okinawa Enlisted Spouses' Club will not sell alcoholic beverages or operate any type of gambling or slot machine.

Section 4.

No income will be paid to individual members of this organization except through payment of wages and salaries to OESC Thrift Store and Uncle Sam's Attic employees or other payment for services rendered.

ARTICLE 6: Meetings and Quorums

Section 1.

General Business Meeting. There shall be a general business meeting held once a month (excluding June and July) at a time and place to be determined by the Executive Board. This meeting may occur prior to regularly scheduled monthly socials at the same location. At least ten days prior notice of the time and place of each meeting (except for unforeseen circumstances) will be given to the membership as the Executive Board shall direct.

Section 2.

1. Executive Board. The Executive Board will consist of OESC elected board members and the Advisor(s). Unless otherwise decided by the President, there shall be an Executive Board meeting each month at a time and place to be agreed upon by the members of the Executive Board. This meeting shall take place prior to the monthly general business meeting. The Executive Board serves as the governing body for all OESC Thrift Store and Uncle Sam's Attic operations.

Section 3.

Quorum. At all regular and special meetings of the general membership, the number of present voting members in good standing, in addition to two Executive Board members and the President or Acting President, shall constitute a quorum. Except as otherwise specified in this Constitution or Bylaws, a majority vote of the active members in attendance shall be required to pass any motion or transact any other business. Quorum of the Executive Board shall be a majority of voting Executive Board members.

Section 4.

Special Meetings. The President/Executive Board may call special meetings at any time when:

1. The President shall deem such a meeting to be necessary.
2. A request is submitted in writing to the Advisor(s) by ten percent of the active membership.
3. A request is submitted in writing by the Advisor(s).
4. 18 FSS/CC, 18 MSG/CC, or 18WG/CC requests.

Notice of any special meeting shall be given to the membership by all practical means at least ten (10) days in advance of such meetings, except in unforeseen circumstances.

Section 5. General Provisions.

1. The Administrative Coordinator will prepare written minutes of all meetings of the general business and Executive Board meetings and forward a copy to 18 FSS PO Monitor on a quarterly basis.
2. The President will not vote at meetings except when necessary to break a tie vote on an issue that may be decided by a majority in accordance with this Constitution. In such case, the vote of the President will decide the issue.
3. At each Executive Board Meeting, the Financial Coordinators will report on the financial status of the OESC. The Coordinators' reports and financial statements will be made available for inspection by the members and a copy forwarded to 18 FSS PO Monitor on a quarterly basis.
4. Parliamentary authority: Except as otherwise specifically provided herein, all procedural matters pertaining to the conduct of meetings will be governed by Robert's Rules of Order, revised.

ARTICLE 7: Merger or Consolidation

Section 1.

In the case of a merger or consolidation, a merger is defined as one of the two organizations continuing, while the other loses its independent identity; a consolidation is defined as two or more organizations each discontinuing their independent existence and continuing as a new combined entity. A merger or consolidation requires the same notice and vote as amending the Constitution and Bylaws (see Article 8, Section 1).

Section 2.

If the OESC Executive Board and Membership see fit to merge with another Okinawa recognized private organization, consideration is contingent on the following requirements:

1. Has the other private organization already exhausted the opportunities to merge with organizations of their own demographics (i.e. rank affiliation, enlisted, officer, civilian equivalent, etc.)?
2. The OESC may enter into such an agreement and disburse any remaining funds to the joint private organization, as long as the joint organization accepts all OESC eligible members from all branches of service on Okinawa as currently outlined in Article 4, Section 1.
3. Funds may not be disbursed until all outstanding debts, liabilities, and/or obligations are satisfied.
4. The balance of residual assets will be donated to the joint organization to use as it sees fit.

5. Merging or consolidating shall not be contrary to applicable provisions of the Internal Revenue Service and FSS Private Organization regulations.

Section 3.

If none of the organizations involved in a merger or consolidation are incorporated, the respective procedures are as follows:

1. In the case of a merger, the organization that is giving up its independent identity will show adopting resolutions transferring all assets and liabilities to the organization into which it is merging, and providing for whatever other administrative details will be required in the mechanics of transition through the work of a joint committee of the two organizations' Executive Board members.
2. In the case of consolidation, the two or more consolidating organizations will show mechanics of transition and stated date of consolidation through the work of a joint committee of the organizations' Executive Board members. After the consolidating organizations have each adopted resolutions which are substantially identical and which provide for consolidation as of a stated date, a joint meeting of the members of the consolidating groups is held for the purpose of organizing the new society that is to emerge. In contrast to the case of a merger, a new set of Constitution and Bylaws must be drawn up and adopted. Hereafter, the procedures of a newly organized private organization will be followed as per Internal Revenue Service, FSS Private Organization, and the appropriate Parliamentary Procedure.

ARTICLE 8: Adoption and Amendments

Section 1.

This Constitution and Bylaws shall become effective upon adoption by an affirmative vote of two-thirds of the eligible voting members present at any regular or special meeting at which a quorum is present, providing it is thereafter found to be legally sufficient and approved by 18 WG/CC or 18 MSG/CC as his/her designee.

Section 2.

This Constitution and Bylaws may be amended or altered in accordance with the following procedures:

1. A proposed amendment must be in writing, signed by at least three active members, and presented to the Executive Board.
2. The Administrative Officer will notify the active members of the substance of the proposed amendment in writing, along with recommendations of the OESC Executive Board.
3. Such notice will inform the members that the amendment will be voted on at the next general business meeting following such notice, providing the meeting is held not less than ten days after the date of notice.
4. An affirmative vote of two-thirds of present eligible voting members will be required for the adoption of an amendment.
5. The OESC Bylaws may be amended or abolished in whole or in part by an affirmative vote of two-thirds of present eligible voting members at any regularly scheduled General Business Meeting.

ARTICLE 9: Dissolution

In case of dissolution of the organization, remaining funds that are contained in the treasury at the time will be used to satisfy any outstanding debts, liabilities, or obligations. The remaining assets will be disposed of IAW AFI 34-223, paragraph 9.2.4, by donating to a charitable institution decided upon by a majority vote of the members. In the event the association is dissolved and liabilities exceed assets, all members equally assume the liabilities to the extent recognized by law. Each prospective member will be informed that they may become personally liable, to the extent recognized by law, for the debts of the association.

Should OESC decide to disband or shutdown IAW AFI 34-223, paragraph 12.3, its officers will notify FSS/CL or Division Chief of their intent to dissolve the private organization and will prepare a time phased action to do so.

The annual review of this Constitution will be required no later than October 2024 to be submitted to 18 FSS no later than November 2024.

Signed by the 2024-2025 Executive Board Members:

Kayla Sprinkel - President (Executive Director)

Ashley Swehosky - 1st Vice President (Executive Membership Coordinator)

Lesilee Franklin Du Fresne - 2nd Vice President (Events Coordinator)

Erica Hales - Administrative Coordinator

Yesenia Grobsmith - Chief Financial Coordinator

Yesenia Grobsmith - Charitable Finance Coordinator & Scholarship Chair

Celina Nelson-Drews - Outreach & Service Coordinator

Ashley Chavez - Operation Ball Gown Coordinator

VACANT - Activities Chair

Aisha Wolfgang - Advisor