

THE NAVAL OFFICERS SPOUSES' CLUB OF SAN DIEGO BY-LAWS

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ARTICLE I – NAME

The name of this organization shall be NOSC – The Naval Officers Spouses’ Club of San Diego. The club shall be a non-profit organization hereinafter referred to as “NOSC” or “the club.”

ARTICLE II – PURPOSE

A. **Purpose:** The purpose of the club shall be to promote the interests of the active duty and retired military community in the San Diego area; organize social, cultural and charitable activities, which the club deems worthy of its support; and promote friendship, cooperation and support among members of this and other Sea Service Spouses’ organizations and Service organizations.

B. **Procedure:** After all expenses of the club are met, any and all monies derived from the activities of the NOSC will be used solely for charitable and educational purposes.

ARTICLE III – MEMBERSHIP

A. Regular Membership

1. Spouses of active duty, reserve, and retired commissioned or warrant officers
2. Spouses of deceased commissioned or warrant officers.

B. Honorary Membership

1. Honorary Chairperson shall be the spouse of the senior active duty US Navy officer in San Diego. If he/she declines to serve, then the spouse of the next senior officer shall be asked, etc.
2. Former Honorary Chairpersons shall be honorary life members of the club.
3. Honorary Advisors shall be the Spouses of SURFPAC, AIRPAC, THIRDFLT and CNRSW.
4. With the approval of the Executive Board, the President may invite such persons as he/she deems appropriate to be honorary members for each club year, such as, but not limited to, adult extended family members of a commissioned or warrant officer.
5. Honorary members shall not be assessed dues.
6. Honorary members do not have the privilege of voting unless they elect to become regular members.

C. Requirements

1. Annual membership dues shall be assessed, with the amount determined by the Executive Board.
2. Payment of dues shall be a required condition of membership.
3. New members may join at any time throughout the club year upon payment of dues.

D. Privileges

1. Each member shall receive a Membership Directory and shall receive the monthly newsletter.
2. Only members in good standing are entitled to vote.
3. Members are eligible to participate in all NOSC events and functions.
4. Only members are eligible to hold an elected or appointed office in the club.

ARTICLE IV – ORGANIZATION OF THE NOSC EXECUTIVE BOARD

A. Purpose

1. The NOSC Executive Board is the governing body within the club and shall act for the best interests of the club. Unless otherwise prohibited by the By-Laws, the Board is empowered to act for the general membership in all club matters. Such actions may include, but are not limited to, planning and executing club functions, obligating club funds, collecting money in support of club functions, and providing for efficient club operations.
2. The Board shall clarify, in order to present in a precise form, any business of the club prior to the General Membership meetings.

B. Composition of the Executive Board

1. Voting members
 - a. President
 - b. 1st Vice-President
 - c. 2nd Vice-President
 - d. Recording Secretary
 - e. Corresponding Secretary
 - f. Treasurer
 - g. Standing Committee Chairpersons to include Scholarships, Charities, Publicity, Newsletter, Membership and the Sand Dollar Collection Representative.
2. Non-voting members:
 - a. Honorary Chairperson
 - b. Honorary Advisors
 - c. Parliamentarian

- d. Additional Board members may include chairpersons of ad-hoc committees and projects or representatives from other interested organizations in the San Diego military community. Such a Board member shall be appointed by the President, and cease to function as a member when the specific reason for the appointment has terminated. In all cases, temporary Board members shall serve in a non-voting status. Furthermore, they may neither offer a motion nor second a motion.

ARTICLE V - DUTIES OF EXECUTIVE BOARD MEMBERS

A. Duties of All Board Members

1. Each Board member shall keep a notebook containing a record of all Board activities, reports, and committee work pertaining to her/his position that will be transferred to her/his successor at the Joint Meeting, such records to be maintained for a period of five years.
2. Each Board member shall present any pertinent information in a brief written or oral report at Board or General Membership meetings.
3. Each Board member shall appoint committee members as needed.
4. At the end of the year, each Board member shall prepare a report itemizing all income and expenses pertaining to his/her position, as well as a proposed budget for the following year.
5. Each Board member shall make a concerted effort to attend all Board and General Membership meetings, even if there is no report to be given. This is due to the quorum requirements of voting and the need for input from all sources.
6. An officer who is unable to attend two consecutive Board or General Membership meetings without prior notification to the President or 1st Vice-President may forfeit his/her position on the Executive Board.

B. Duties of Elected Officers

1. President shall:
 - a. Preside at all General Membership and Executive Board meetings.

- b. Appoint the Chairpersons of all Standing and Special committees unless otherwise provided in these By-Laws.
- c. Be responsible for conducting the business of the club in accordance with these By-Laws.
- d. Be responsible for conducting the year-end audit of club activities.
- e. Invite representatives from other Sea Service Officers' Spouses' Clubs in the area to attend NOSC General Membership meetings.
- f. Attend or designate another Board Member to attend Sand Dollar Collection Advisory Board Meetings.

2. 1st Vice-President shall:

- a. Assist the President and in the President's absence assume his/her duties.
- b. Serve as liaison to the Military Officers' Spouses Conference, bi-monthly CO/XO Spouses event, JO Spouses Group and area coffees.
- c. Coordinate the General Membership meetings and activities.

3. 2nd Vice-President shall:

- a. Assist the President and assume the duties of the 1st Vice-President in the event of absence.
- b. Serve as the program coordinator of NOSC-sponsored fund-raising events and group activities.
- c. Oversee the Welcome Coffee/Event, Distribution of Scholarship/Charity event, and Joint Turnover meeting.

4. Recording Secretary shall:

- a. Keep the minutes of the Executive Board, and General Membership meetings.
- b. Be the custodian of the permanent records of the club and after-action reports.

5. Corresponding Secretary shall handle all correspondence of the club as directed by the President or Board.

- a. Send a letter of invitation to Honorary Chairperson and Advisors as Changes of Command occur in the commands designated in Article IV, Section B, Part 3.
- b. Send a letter of invitation to Sand Dollar Flag Advisor following selection and approval by the Executive Board.

6. Treasurer shall:

- a. Be responsible for all funds pertaining to the club and shall keep an accurate Record of all the accounts, which must be reviewed at the end of each fiscal year.

- b. Ensure that documents are submitted to the NOSC paid Accountant for tax preparation and completion of financial review by the end of each fiscal year.
- 7. Committee Chairpersons shall:
 - a. Submit a budget proposal at the beginning the Club year or special event for approval by the NOSC Board.
 - b. Complete after action report to be passed to the succeeding Committee Chairman along with any pertinent records or documents.

C. Duties of Other Board Members

- 1. Honorary Chairperson shall:
 - a. Serve as liaison to the various US Navy commands represented in the club, as necessary.
 - b. Advise and assist as necessary or requested.
 - c. Designate other Advisors to assist Board Members in the execution of their duties as desired.
- 2. Advisors shall advise and assist as necessary or requested.
- 3. Parliamentarian shall:
 - a. Interpret the By-Laws and serve in an advisory capacity for amendments and revisions thereto.
 - b. Advise on points of order at the General Membership and Board meetings, and by request at Executive Board meetings, according to Robert's Rules of Order.
 - c. Work with a Reviewing Committee to conduct a review of the By-Laws each two years.
 - d. Maintain a copy of the By-Laws for the perusal of any club member.
 - e. Submit a copy of the By-Laws to each Board member whenever changes are made.

ARTICLE VI - ELECTION OF OFFICERS

A. Eligibility

- 1. Only regular members who are spouses of commissioned or warrant officers on active duty are eligible to serve as elected officers of the club.
- 2. The President shall be the spouse of a commissioned or warrant officer on active duty in the US Navy.

B. Nominations

- 1. The Honorary Chairperson shall annually form a nominating committee, consisting of a Chairperson and four

regular members appointed by the Honorary Chairperson to reflect the diversity of the club.

- 2. The nominating committee will prepare a slate of suitable candidates, considering nominations received from regular club members and determining the qualifications and availability of nominees to serve as officers.
- 3. The nominating committee will present the slate of nominees to the general membership at the March meeting at which time nominations will also be accepted from the floor.
- 4. The slate of nominees and their qualifications or short biographies will be printed in the April newsletter.

C. Elections

- 1. The slate of nominees will be presented to the general membership for approval in an Election of Officers at the April general meeting. The candidate receiving the plurality of vote for each office shall be elected.
- 2. When there is only one nominee for each position, the slate may be accepted by acclamation. In other situations, the vote will be conducted by ballot and tallied by the Parliamentarian, with the President voting to resolve a tie.
- 3. Each regular member in good standing is eligible to vote in the Election of Officers.
- 4. A voting procedure by absentee ballot may be established.
- 5. The newly elected Executive Board will be installed following the May general meeting.

D. Requirements

- 1. All officers must attend Executive Board, and General Membership meetings.
- 2. Terms of office shall be one year, commencing 1 June of the year elected through 31 May of the following year.

E. Vacancies

- 1. Vacancies in office shall be filled by appointment by the President with approval of the Board.
- 2. In case of a vacancy in the office of President, the 1st Vice-President shall succeed the President. The new President shall appoint someone to fill the vacancy in the office of 1st Vice-President.

ARTICLE VII – MEETINGS

A. NOSC Executive Board Meetings

1. The NOSC Executive Board shall meet as necessary throughout the year as deemed necessary by the Honorary Chairperson or President.
2. Any member is welcome to attend the Board meetings.
3. Votes will be decided by a majority of a quorum of voting members present.
4. The order of business is recommended to be:
 - a. Call to order
 - b. Reading of the minutes
 - c. Reports of Officers
 - d. Standing Committee reports
 - e. Unfinished business
 - f. New business
 - g. Announcements
 - h. Adjournment
5. A Joint meeting of the incoming and outgoing Board members and other Committee Chairman shall be held prior to the end of the club year.

B. General Membership Meetings

1. The business of the club shall be conducted at regularly scheduled General Membership meetings at a time and place designated by the Board.
2. The Club Officers sit at a Head Table at these meetings.
3. Votes will be decided by a majority of a quorum of voting members present. The President does not vote except to resolve a tie.
4. The order of business is recommended to be:
 - a. Call to order
 - b. Reading of the minutes
 - c. Reports of Officers
 - d. Standing Committee reports
 - e. Unfinished business
 - f. New business
 - g. Announcements
 - h. Adjournment
5. If more than one General Membership meeting is held, one such meeting shall be designated as the Annual Meeting. The usual purpose of this meeting is to conduct an Election of Officers and conduct any business that is necessary. The Annual Meeting is traditionally held in April or May.

C. Committee Meetings

Committee meetings shall be at the discretion of the Committee Chairperson.

ARTICLE VIII - ARTICLES OF AGREEMENT

A. Accountability of Funds

1. The fiscal year is 1 June through 31 May.
2. No member of the club shall have the authority to enter into any contract or render it liable monetarily for any purpose or in any amount unless so authorized by the Board.
3. Accounting
 - a. The Treasurer will account for funds and the Board will authorize their expenditures.
 - b. Monthly cash conditions shall be reported at each General Membership meeting.
 - c. Club books shall be kept on a cash basis for tax purposes.
4. Dues
 - a. Annual dues, the amount to be determined by the Board, shall be assessed for regular membership.
 - b. Full membership term is 1 June to 31 May.
 - c. Those joining after 1 February shall be assessed at one-half of the annual amount.
 - d. Honorary members shall not be charged.
 - e. Dues shall not be refunded.
5. Fund-raising activities
 - a. Fund-raising activities may be conducted periodically during the year.
 - b. These activities shall comply with all the rules and regulations of the State of California, Board of Equalization, and the Federal Tax Code.
 - c. A two-person team including the Treasurer and Event Coordinator/ Chairperson shall account for and witness the collection of all funds at each event where funds are utilized. Funds collected shall be verified and records of all collections retained for later auditing. In the event that either of the specified team members is not present at the event, an alternate person shall be designated.
6. Checking/Savings Accounts
 - a. The club maintains both checking and savings accounts for each of the following divisions:
 - 1) General Fund – Membership, scholarship and other income is initially deposited into this account. Disbursements include operating expenses and an annual transfer to cover the total amount approved for scholarships. No general fund monies will be allocated for gifts to departing Board members.

- 2) Scholarships – Total amount of approved scholarships is transferred into these accounts once each year and disbursed as called for in these By-Laws. All proposed distribution must be submitted, in writing, to the Board for approval at a General Membership meeting.
 - 3) Charities – These accounts are used for income and expenses related to fund-raising events for charities. Donations to charities are made through this checking account. All proposed distribution must be submitted, in writing, to the Board for approval at a General Membership meeting.
- b. The President and Treasurer and an optional third Executive Board Member are approved signatories on all accounts. Two signatures are required on all checks.
 - c. A minimum balance of \$2,000.00 shall remain in the general fund checking account to be turned over to the incoming Board.
 - d. A minimum balance \$200.00 shall remain in the other accounts.
7. Budgeting
 - a. The incoming Board shall prepare a proposed budget for the upcoming year.
 - b. A budget projection shall be prepared in April of each year to determine the amount of funds available for scholarship and charity distribution.
 - c. A Board member whose actual budget differs from the proposed budget in excess of \$100.00 shall submit a revision to the Board for approval.
 8. Auditing: An internal review of the club's financial records shall be completed at the end of the fiscal year.
 9. Disposition of excess funds
 - a. The NOSC operates as a tax-exempt organization under the provisions of the Federal Internal Revenue Code section 501 (c) Social and Recreational Club. It is neither the intent nor desire of the club to retain funds in excess of those needed to meet its stated goals and purpose.
 - b. Excess funds shall be defined as gross income less normal operating expenses.
 - c. A balance, as allowed by the Federal Internal Revenue Code, shall be left in the club accounts at the close of the fiscal year. Funds in excess of this amount shall be donated to scholarships or charitable organizations as designated by Board procedures.

10. The NOSC is a private, independent organization, solely responsible for any obligations it incurs. Neither the United States government nor the Department of the Navy is liable for the legal or financial obligations of the NOSC.

B. Quorum

Quorum is determined as consisting of:

1. The voting members present at Executive Board meetings including at least three Elected Officers.
2. The voting members present at a General Membership meeting including at least three Executive Board Members.

C. Parliamentary Authority

Parliamentarian Authority shall comply with the current edition of Robert's Rules of Order in all cases to which the rules apply. In any case in which the rules of order are inconsistent with the By-laws, or the special rules of the NOSC, the NOSC documents shall prevail.

D. Dissolution

1. Discontinuance of the NOSC shall be determined by the NOSC membership.
2. Upon dissolution, all bills and valid debts shall be paid, any and all remaining assets of this club shall be given to charities that benefit the Sea Service community in the San Diego area under applicable sections of federal tax laws. The NOSC Board shall determine charities and dispersion of funds.

ARTICLE IX – SCHOLARSHIP

A. Eligibility

1. An applicant must be a dependent child or spouse of an active duty, retired or deceased military officer or enlisted personnel.
2. An applicant or the military sponsor must be residing in the greater San Diego area at the time of application.
3. A dependent child applicant must be graduating from high school or receiving a certificate of completion for high school in the year of the application.
4. An applicant must have applied to an accredited two or four-year institution for full-time undergraduate study.
5. A scholarship recipient may not reapply.
6. An applicant who accepts an appointment to one of the service academies is not eligible for a NOSC scholarship.

B. Application Procedure

1. An application form may be obtained by sending a self-addressed stamped business-size envelope to the NOSC Scholarship Committee.
2. A completed form required for consideration by the Scholarship Committee includes:
 - a. Application form
 - b. Certified transcript(s) from the applicant's school(s)
 - c. Photocopy of both sides of the applicant's military ID card
3. Closing date for applications shall be 1 March, to allow sufficient time for the selection process.
4. Applications shall be considered confidential and will be kept on file for one full year, after which time they will be destroyed.

C. Selection Process

1. Scholarship Committee of NOSC members shall be established to review applications. The committee shall consist of the Scholarship Chairperson, President, Honorary Chairperson and representatives of the diversity of the club membership.
2. Dependents of Scholarship Committee members are ineligible to receive scholarships.
3. Selection of recipients shall be made on the following criteria:
 - a. Grade point average
 - b. Class standing
 - c. SAT scores
 - d. Personal goals
 - e. Extra curricular goals
 - f. Financial need
 - g. Citizenship
4. Only completed applications shall be considered.
5. The selection process shall be conducted without the committee members knowing the identity of the applicants.
6. The number of scholarships awarded may vary according to the availability of funds each year.
7. The Scholarship Chairperson shall retain a summary of applicants ranking and selection on file for 5 years.
8. The list of proposed recipients must be submitted, in writing, to the Board for approval by the general membership.

D. Publicity

Information concerning the NOSC scholarship program may be disseminated through various media channels.

E. Notification of Scholarship Recipients

1. Recipients shall be notified in writing.
2. The club traditionally hosts an event honoring the scholarship recipients in May.

F. Disbursing of Funds

1. Upon receipt of a copy of the recipient's tuition statement, the Treasurer shall send a check directly to the academic institution for each academic period.
2. Scholarship funds may only be used to defray the cost of tuition, books, or room and board.
3. The Treasurer shall report to the Board on the disbursing of the scholarship funds. Scholarships must be used within the school year for which they are granted. If the student does not claim funds by 31 March of the following year, they will be withdrawn and reallocated to the scholarship funds. The Treasurer shall report to the Board on unclaimed funds.
4. The Board may consider exceptions to Rule #3 if a written request is received by 1 March of the following year.
5. The Cathy Marie Yakeley Memorial Scholarship shall be awarded yearly in accordance with the trust agreement.
6. The Surface Navy Association Scholarship in the memory of Rear Admiral James Prout shall be administered by the club in accordance with SNA's request.

G. Publication of Scholarship Recipient Selection

Following the awarding of the scholarships, the Scholarship Chairperson shall submit an article for inclusion in the NOSC newsletter containing a list of recipients and, space permitting, a brief biography of the recipients.

H. Expenses

The Scholarship Chairperson shall submit an accounting of expenditures, accompanied by receipts, to the Treasurer for reimbursement.

ARTICLE X – CHARITIES

A. Eligibility

Those organizations that directly benefit military members and/or their families shall be eligible for consideration for NOSC charitable funds.

B. Application Procedure

1. Requests for charitable contributions shall be submitted in writing to the Charities Committee.
2. Closing date for requests shall be 15 April, to allow sufficient time for the selection process.

3. Requests shall be considered confidential and shall be kept on file for one full year, after which time they shall be destroyed.

C. Selection Process

1. Charities Committee of NOSC members shall be established to review requests. The committee shall consist of the Charities Chairperson, President, advisor, and representatives of the diversity of the club membership.
2. Chairpersons of the club's major fund-raising efforts shall be invited to be members of the Charities Committee.
3. The Charities Committee traditionally meets in April.
4. The number of requests approved may vary according to the availability of funds each year.
5. The list of proposed charitable contributions must be submitted, in writing, to the Board for approval by the general membership.

D. Publicity

Information concerning the NOSC charitable contributions program may be disseminated through various media channels.

E. Notification Process

1. Recipients shall be notified in writing.
2. The club traditionally hosts an event honoring the organizations receiving charitable contributions in May.

F. Disbursing of Funds

The Treasurer shall send a check for each approved charitable contribution to the charitable organization.

G. Publication of Charity Donation Recipients

Following the presentation of the charitable contributions, the Charities Chairperson shall submit an article for inclusion in the NOSC newsletter containing a list of the charitable contributions.

H. Expenses

The Charities Chairperson shall submit an accounting of expenditures, accompanied by receipts, to the Treasurer for reimbursement.

ARTICLE XI – SAND DOLLAR COLLECTION

A. Purpose

The purpose of the Sand Dollar Collection is to generate funds for NOSC charities and scholarships through the retail sale of small gift items not normally available in local Navy Exchanges. The shop shall be staffed by volunteers who are members in good

standing of NOSC or in accordance the By-Laws of the San Dollar Collection.

B. Management

The Sand Dollar Collection shall be managed by an Advisory Board consisting of a Chairperson, Advisor, Vice-Chairperson, Bookkeeper, Secretary/Publicity Chairperson, Buyer(s), Volunteer Coordinator, Computer Inventory Information Programmer, Parliamentarian and Website Coordinator in accordance with the guidelines established by the Sand Dollar Collection By-Laws.

C. Relationship with NOSC

NOSC shall serve as the parent organization for the Sand Dollar Collection. Accordingly, the Sand Dollar Collection shall inform NOSC about its operations in the following ways:

1. The Sand Dollar Collection Chairperson or designee shall submit a financial status report at least quarterly at NOSC General Membership Meetings.
2. The Sand Dollar Collection Vice-Chairperson shall serve as representative to the NOSC Executive Board.
3. The Sand Dollar Collection Advisory Board shall maintain accurate records and inventory of all gift items, purchases and sales. A review and inventory shall be conducted annually preceding the annual review of the NOSC Treasury. Accounting procedures, yearly reviews and payment of taxes shall be coordinated with the NOSC Treasurer.
4. The Sand Dollar Collection shall include the NOSC President as a member of the Sand Dollar Collection Advisory Board.
5. The Sand Dollar Collection shall submit candidate names for the Sand Dollar Collection Advisory Board to the NOSC Board for approval.
6. The Sand Dollar Advisor shall be appointed and invited to participate by the NOSC Executive Board.
7. The Sand Dollar Collection shall submit requests for modification of its By-Laws to the NOSC Board for approval and provide copies of its By-Laws whenever modified. Whenever a conflict exists between the NOSC By-Laws and the Sand Dollar Collection By-Laws, the By-Laws of NOSC shall prevail.

D. Disposition of Proceeds

1. Because the shop's purpose is to generate funds for NOSC charities and scholarships, and because NOSC operates as a tax-exempt organization under the provisions of the Federal Internal Revenue Code section 501 (c) Social and Recreational Club, a majority of the shop's proceeds must be given to the NOSC for distribution.

2. It is neither the intent nor the desire of the shop to retain funds in excess of those needed to meet its stated goals and purpose.

E. Dissolution

1. The NOSC Board shall determine discontinuance of the Sand Dollar Collection.
2. In the event of the dissolution of the NOSC, the Sand Dollar Collection shall cease to exist as an entity of NOSC. The existing NOSC Board and the Chairperson of the Sand Dollar Collection shall have two options:
 - a. Dissolve the Sand Dollar Collection through liquidation of all assets
 - b. Establish the Sand Dollar Collection as an entity separate from NOSC with a new non-profit organizational sponsor. Establishment as an entity separate from NOSC shall be accomplished with the transfer of inventory assets and fixtures to be recognized as a charitable donation to the receiving non-profit organization for the purpose of furthering additional fund raising to support the US Navy community in San Diego.
3. Disposition of funds
 - a. In the event that both NOSC and Sand Dollar are dissolved, all bills and valid debts shall be paid; any and all remaining assets of this shop shall be given to the NOSC for distribution to charities and scholarships that benefit the military community in the San Diego area under applicable sections of federal tax laws.
 - b. If only NOSC dissolves and San Dollar transfers to a new organization, 30% of Sand Dollar profits-to-date shall be given to the NOSC for distribution to charities and scholarships that benefit the military community in the San Diego area under application sections of federal tax laws. The new San Dollar sponsoring organization shall assume responsibility for any outstanding debts and contractual commitments.

ARTICLE XII - REVISION

A. Amendment Procedure

1. An amendment to the By-Laws may be proposed by any paid in full voting member and submitted in writing to the President. The proposed amendment must include written justification for considering the amendment.
2. Sufficient time prior to a vote should be allocated for research and to obtain pertinent information.

3. A proposed amendment must be approved by a majority of the quorum of the voting members of the Board.

4. The general membership shall be notified by appropriate means that a vote on the proposed amendment shall occur. The proposed amendment must be approved by a majority of the quorum at a General Membership meeting.

B. Review Procedure

1. The Reviewing Committee will conduct a review of the By-Laws every two years at a time determined by the needs of the Board.
2. Any proposed changes will be submitted to the Board in writing, with sufficient time prior to a vote allocated for research and to obtain pertinent information.
3. Any proposed changes must be approved by a majority of the quorum of the voting members of the Board.
4. The general membership shall be notified by appropriate means that a vote on the proposed revision shall occur. The proposed amendment must be approved by a majority of the quorum at a General Membership meeting.

ARTICLE XIII - CERTIFICATION

These By-Laws, having been duly approved by the general membership, supersede all previous By-Laws, except that they will not affect officers elected, nor specific agreements and contracts entered into under the terms of previous By-Laws until such terms of agreements or contracts have reached their expiration dates.