

NAVAL OFFICERS SPOUSES CLUB BY-LAWS

(Revised as of 07 September 2020)

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 spouses of military officers, 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 address of NOSC shall be: c/o Temptations By NOSC, 1244 Patterson Avenue SE, Washington, DC 20003-4606.
- b. The Mailing Address of NOSC shall be: P.O. Box 1087, Fort Myer, Virginia 22211.

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 5 - 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 National Capital Region.

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 other category on a case by case basis at the discretion of the Board.

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

- 1) President of the Army Spouses' Club of the 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 except for those listed in Article II Section 1 Subsection e, 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 channels, and the NOSC website.

ARTICLE III – SLATE OF OFFICERS AND THEIR ELECTION

Section 1 – Executive Committee

- a. The Officers of NOSC constitute the Executive Committee and shall be the President, First Vice President, Vice President of Fundraising, Vice President of Communications, Recording Secretary, Treasurer, Assistant Treasurer, and Chair of Temptations.

- b. The Executive Committee shall consist of, at minimum, one (1) spouse of a U.S. Navy commissioned officer on active duty and one (1) spouse of a retired U.S. Navy commissioned officer.
- 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.
- d. Officers appointed to fill a vacancy of any Executive Committee position midterm shall be elected by a simple majority 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 for presentation to the Board for approval no later than 01 April. The approved slate should then be publicized via email to the membership and published on the NOSC website prior to the election.

Section 3 – Voting and Installation of Executive Committee

- a. Election shall be by electronic means no later than 01 May. Winning candidates shall be defined as those receiving votes from 20% of active NOSC members.
- b. The Honorary NOSC President, or in their absence the Honorary NOSC Vice President, shall present and install the new Board of Directors at the Spring Event which is typically held in mid-May each year.

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 (Executive Committee) and Standing Committee Chairs.
- b. The Board of Directors shall consist of, at minimum, two (2) spouses of U.S. Navy commissioned officers on active duty and two (2) spouses of retired U.S. Navy commissioned officers.
- c. Each Officer and each Standing Committee Chair shall have one vote.

Section 3 – Term of Board of Directors

- d. The term of Board members shall coincide with NOSC's fiscal year.
- e. 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 one of the Vice Presidents 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 Vice President temporarily acting as First Vice President to return to their original position.
- f. Committee Chairs/Co-Chairs are limited to no more than two consecutive terms; however, each may continue beyond that time, as necessary, at the discretion of the Board of Directors.

Section 4 – Advisors to the Board

- a. The spouse of the Chief of Naval Operations in conjunction with the President and outgoing Advisors, shall appoint up to three Advisors who shall not be members of the Board.
- b. The Honorary President, Honorary Vice President and Advisors shall provide guidance to NOSC as requested and appropriate.

- c. The Honorary President, Honorary Vice President and Advisors shall be non-voting members of the NOSC Board of Directors.

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.
 - 2) Scheduled meetings and/or events may be conducted using video conferencing software.
- b. A simple majority of the voting Board shall be considered a quorum at meetings of the Board.

Section 2 –Voting Electronically

- a. The Board may take action without a meeting if an email is sent to every Board Member entitled to vote on the action. The email must set forth the proposed action(s) and provide an opportunity to vote for or against each proposed action. The first step is an electronic motion along with a second to the motion, except if the action comes from within a committee.
- b. The email will indicate that voting will be allowed for 72 hours.
- c. Approval by email will be valid only if the number of votes cast by email equals or exceeds the number of votes that would be required to approve the action at a meeting. 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 in person at a Board meeting.

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, or assigns a Board member to attend as NOSC representative.

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 promote membership by coordinating the annual Membership Welcome Event at the beginning of the NOSC year.
- c. The First Vice President shall serve as Parliamentarian for NOSC and as a member of the Nominating Committee.
- d. Further duties as the President designates.

Section 3 – Vice President of Fundraising

- a. The Vice President of Fundraising shall oversee any and all fundraising activities, including Spring Event, that are necessary to provide adequate funds for the operation of NOSC, charity distributions, and scholarships.
- b. The Vice President of Fundraising shall serve as an ex officio member of the Spring Event committee.
- c. The Vice President of Fundraising shall present fundraising and development plans to the Board for approval and, if necessary, shall institute said plans with assistance of other Board members and a committee.
- d. Shall serve as a member of the Charities and Scholarship committees.
- e. Further duties as the President designates.

Section 4 - Vice President of Communications

- a. The Vice President of Communications shall coordinate all communications of NOSC as directed by the President and/or the Board. This includes, but is not limited to, written and visual communications to the membership distributed and shared via email, the website, and social media.
- b. The Vice President of Communications shall oversee and coordinate the publicity of NOSC events and activities.

- c. The Website Chair (Webmaster) and Social Media Chair shall report to the Vice President of Communications. Both positions shall collaborate with the Vice President of Communications to create and present a unified “voice” for NOSC.

Section 5 – Recording Secretary

- a. The Recording Secretary shall keep the minutes of all the meetings of NOSC and the Board and shall distribute an electronic copy of the minutes to all Board Members in a timely matter, at least one week prior to an upcoming Board meeting.
- b. The Recording Secretary shall receive and disseminate all monthly reports from each Board member for use at monthly Board meetings and as a part of meeting minutes.
- c. After each Board meeting, the Recording Secretary shall submit the amended and approved Minutes to the NOSC Webmaster for posting on the NOSC website.
- d. When NOSC is the hosting service for JAFOWL, the Recording Secretary shall serve as the Recorder for JAFOWL.
- e. Maintain a current roster of all members of the Board of Directors.
- f. The Recording Secretary shall be the custodian of NOSC’s permanent records.

Section 6 – 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. In addition, monies collected by 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, be presented to the Board at the beginning of NOSC fiscal year for approval by the Board. Monthly budget reports shall be presented at the Board meetings and shall be subject to approval by the Board.
- d. The Treasurer and Assistant Treasurer shall ensure timely filing and any necessary payment of annual taxes.

- e. 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.
- f. The Treasurer may appoint an Assistant with Board approval.
- g. Signature Authority
 - 1) The Treasurer, Assistant 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 7 – Temptations By NOSC Chair

- a. The Chair of 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.
- b. The Chair of Temptations shall serve as an ex-officio member of both the Scholarship and the Charitable Grant committee. To avoid any conflict of interest the Chair of Temptations may appoint a representative to each committee.

Section 8 – 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 9 – Board of Directors Miscellany

- a. Biannual Review of By-Laws
 - 1) The Board shall conduct a biannual review during even years of the By-Laws, as needed, presenting any changes or additions to the Board by the end of the fiscal year.
- 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 end of the fiscal year (June 30).
- 2) All relevant records of each position, including email and shared or individual drives/online storage, 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 by the end of the fiscal year (June 30).

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 Temptations By NOSC and appropriate fundraising projects.

Section 4 – Annual Turnover of Funds

At the end of the fiscal year, and upon turnover 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 submit a written report of monthly activity to the Recording Secretary prior to each meeting and may also orally present reports at monthly meetings. Each Chair is allowed one vote; if a Board member chairs more than one committee, they are entitled to one vote.

- a. Charities

- 1) Work to identify qualifying organizations in the National Capital Region that directly benefit and assist military service members, veterans, and/or their families.
- 2) Manage the selection process and grant award donations. Charities Chair must submit the final slate of qualifying charities to the Board for approval by the April monthly board meeting.
- 3) Distribute checks to grant recipients by June 1, either in person at a ceremony or by mail.

b. Membership

- 1) Input and maintain all membership information necessary for inclusion in the online NOSC membership directory located within the “members only” portion of the NOSC website. Members will be provided a printed directory upon request.
- 2) Record all dues collected for membership, then coordinate receipt of payments with the Treasurer.

c. Activity Clubs and Neighborhood Groups

- 1) Recruit club and group leaders; work with leaders to develop a club purpose, goals, and objectives.
- 2) Orient and support current and new leaders, as needed, on how to start, develop, build, and maintain clubs and groups.
- 3) Act as liaison between the Board of Directors and club and group leaders.
- 4) Assist each Activity Club and Neighborhood Groups in advertising and publicizing their activities to the Membership via NOSC website, email, and social media.
- 5) Facilitate scheduling between NOSC club activities and Activity Club and Neighborhood Groups activities.

d. Scholarship

- 3) 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 the Board by 1 May for approval; notify recipients.

- 4) Coordinate scholarship event; present awards at scholarship event; and prepare explanatory letters for the recipients' colleges for the Treasurer to complete and send.

e. Spring Event

- 1) Coordinates the organization of the Spring Event with the assistance of a committee. Coordinates with the Vice President of Fundraising and works collaboratively with the Board of Directors.

f. Tours and Events

- 1) Organize and plan tours and other events, such as speakers or activities, to promote and enhance friendship and networking opportunities among members.

g. Vinson Hall

- 1) Liaison to Vinson Hall Retirement Community, supported by the Navy Marine Coast Guard Residence Foundation, located at 6251 Old Dominion Drive, McLean VA 22101. Promote and disseminate information to members and plan occasional activities for Vinson Hall residents and NOSC members.

h. Website/Webmaster

- 1) Coordinate with the Vice President of Communications on the publicity of NOSC events and activities.
- 2) Maintain NOSC website and assist with other approved social media outlets ensuring that all information is correct.
- 3) Assist other Committee Chairs with promoting all club activities via the NOSC website.

i. Social Media

- 1) Coordinate with the Vice President of Communications on the publicity of NOSC events and activities.
- 2) Maintain NOSC and Temptations By NOSC social media pages and "NOSCDC Members Only" social media group.

- 3) Assist other Committee Chairs with promotion and distribution of information via social media and serve as a member of the Welcome Event and Spring Event committees.

j. JAFOWL

- 1) Represent NOSC during Joint Armed Forces Of Washington (JAFOWL) meetings and assist with organizing and planning JAFOWL.
- 2) Recruit volunteers from within NOSC membership to assist JAFOWL committee the day of the event.

k. NMCRS Ball

- 1) Represent NOSC during Navy Marine Corps Relief Society (NMCRS) Ball Committee meetings and assist with organizing and planning the event.
- 2) Coordinate NOSC contribution to the NMCRS Silent Auction.

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.
- b. When a Board or committee member has a personal or financial interest in any matter coming before the Board of Directors or committee, i.e., volunteer or board member for non-profit requesting a charitable grant, personal relationship with scholarship applicant, the affected Board or committee member must withdraw from discussion and voting on the matter. Any vote involving a potential conflict of interest will be approved by the majority of disinterested members.

Section 3 – Committee Members

- a. The Chair of a standing committee may issue invitations to and accept appointment nominations from the membership for any number of members to their committee as deemed necessary.
- b. Committees shall consist of an odd number of members selected from within the NOSC membership to best represent the diversity of the organization.
- c. Committee members may serve no more than two consecutive terms, however each may continue beyond that time at the discretion of the Board of Directors and committee chair, as 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, including email and shared or individual drives/online storage, shall be maintained and transferred to electronic media as well as relevant printed material and then passed to the incoming Committee Chair during the last month of the fiscal year (June).

Section 5 – 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 propose 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. Leaders of each Neighborhood Group and Activity Club, in collaboration with the members, will determine when and how often they wish to meet as well as what activities they will provide.

ARTICLE XII – RESERVATION AND PARTICIPATION POLICY

The attendance policy for any and all NOSC functions, including but not limited to tours, events and activities 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 September 7, 2020.

President, NOSC

By-Laws Revision Committee Members:

Julie Shepard, Maria Melvin, Ann Mikeska, Lauren Triggs, Oanh Bui-Platten, Carole Post, and Barbara Crandall,
Advisor.