



## CONSTITUTION OF THE REDSTONE ARSENAL MILITARY AND CIVILIANS' CLUB

### ARTICLE I – NAME AND PURPOSE

**Section A:** The name of this organization shall be the Redstone Arsenal Military and Civilians' Club, herein referred to as the RSAMCC.

**Section B:** The purpose of the RSAMCC is to bring together its members to participate in charitable works, sociability, activities, and projects that the RSAMCC promotes or sponsors. The RSAMCC donates to other non-profit organizations to advance the quality of life for military families and the surrounding Redstone Arsenal Community. This organization shall contribute to the advancement and improvement of the quality of life on the installation.

### ARTICLE II – GENERAL PROVISIONS

**Section A:** The RSAMCC is organized as a 501(c)(4) non-profit organization. The RSAMCC is organized as a non-federal entity, private, self-sustaining, non-profit organization. RSAMCC operates and exists on a military installation only with the consent of the Redstone Arsenal Garrison Commander, who may revoke permission to operate at any time. This consent is contingent upon compliance with the requirements and conditions of all Army regulations, specifically DODI 1000.15 (Private Organization Operating on DoD Installations), AR 600-20 (Army Command Policy), AR 600-29 (Fundraising within the Department of the Army), and AR 210-22 (Non-Federal Entities on Department of the Army Installations). RSAMCC must adhere to the Internal Revenue Code, Section 501(c)(3) of the Internal Revenue Code of 1986 (Federal Tax Exempt Status of a Private Organization) or corresponding provisions of any future United States Internal Revenue Law, and in accordance with applicable Alabama state laws.

organization.

### ARTICLE III – FUNCTIONS/ACTIVITIES AND OPERATING PROCEDURES

**Section A:** The RSAMCC participates in educational, cultural, social activities and other functions as determined to support the purpose and objectives of the organization. RSAMCC also conducts fundraising activities for the purpose of making charitable donations to our community and to provide Merit Awards (Scholarships). RSAMCC collects membership dues to raise administrative monies necessary to function.

The RSAMCC participates in social and educational activities such as luncheons, and other functions as determined to support the purpose and objectives of the organization.

**Section B:** Operating procedures are noted in each Board Member's duty description.



## ARTICLE IV – MEMBERSHIP

**Section A:** The RSAMCC shall not discriminate based on race, religion, color, gender, sexual orientation, national origin, age, or physically challenging conditions.

1. Membership is voluntary and will begin when the eligible member pays their dues and will end on the 31st of May of the Club year in which they join.
2. Membership dues are determined by the RSAMCC General Board and are in accordance with the By-Laws. No refunds shall be allowed for any member moving away from the area or voluntarily relinquishing membership. Memberships are not transferable.

### Section B: Membership Eligibility

1. Active Duty or Retired Military and their Immediate Family Members (aged 18 and above) residing in the Redstone Arsenal area with individual gate access to the Arsenal; Active and Retired Federal Civilian Employees affiliated with Redstone Arsenal with individual gate access to the Arsenal; qualified Gold Star Family Members and their Immediate Family Members (aged 18 and above) residing in the Redstone Arsenal area with individual gate access to the Arsenal, and Government contractors and Immediate Family Members residing in the Redstone Arsenal area with individual gate access to the Arsenal.
2. Anyone eligible for membership may attend two Club programs as a guest of a member. Participation in subsequent membership meetings or Club activities, not including fundraisers, requires becoming a Member in Good Standing.
3. Ineligible individuals may attend Club programs as a guest of a member in good standing at the discretion of the President.

### Section C: Membership in Good Standing and Privileges

1. Membership in Good Standing is defined as a member who has paid their membership dues and is not delinquent in the payment of any costs associated with participation in RSAMCC activities or monthly functions.
2. Privileges include:
  - a. Voting during membership meeting programs and in elections.
  - b. Participation in all club activities and sponsored events.
  - c. Ability to hold Board Positions and Committee Chairmanships.

### Section D: Status Change

Members whose membership eligibility changes during the year may remain full Members until the end of the Club year (May 31).

### Section E: Member Responsibility

Members understand it is their responsibility to read the Constitution and By-Laws. Member's signature on the Membership application constitutes agreement and understanding of this responsibility.

### Section F: Disciplinary Procedures for Revocation of Membership

1. Members are required to be of honorable character and reputation. The RSAMCC has the right to require its members to refrain from conduct injurious to the organization or its



purposes. No one should be allowed to remain a member if their retention will be detrimental to this organization's reputation or effectiveness. Cause for removal from the organization can be for conduct tending to injure the good name of the Club, disturb its well-being, hamper its work or failure to adhere to financial obligations to the RSAMCC.

2. Examples of Cause for Removal include, but are not limited to, the following:
  - a. Lack of integrity.
  - b. Violation of Article II, Section D.
  - c. Violation of Article IV, Section A.
  - d. Failure to adhere to the Constitution and By-Laws; working in contravention to Robert's Rules of Order (Robert's Rules of Order, Newly Revised, 11th Edition by Henry M. Robert III, Daniel H. Hoemann and Thomas J. Batch, guides the RSAMCC, providing it does not conflict with the Constitution and By-Laws).
  - e. Defamation/slander of the RSAMCC, including through use of social media.
  - f. Disruptive behavior during RSAMCC meetings or events; behaviors considered to be, but not limited to inappropriate foul language, shouting over others, and/or failure to adhere to Robert's Rules of Order after the membership has voted on a decision.
3. General Members may be removed from general membership for cause upon vote of the majority of the Executive Board with guidance and approval from the Honorary President and/or Advisors. The vote will be conducted in accordance with procedures outlined in Robert's Rules of Order. All issues of concern must be stated specifically in writing.
4. The member in question must be notified of the issues or concerns and have the opportunity to respond via written correspondence before a vote is taken. In the event cause for removal has been determined and voted upon by the Executive Board to remove said member, their membership dues will be reimbursed and membership to the RSAMCC will be terminated.

## ARTICLE V – DUTIES OF OFFICERS

### Section A:

1. The elected officers of the RSAMCC shall be:
  - a. President
  - b. First Vice President
  - c. Second Vice President
  - d. Secretary
  - e. Treasurer
2. Officers shall be elected at the General Membership meeting in April of each year by slate or ballot. The Board year will run from June 1 to May 31.
3. Any Active Member in good standing, except the Honorary President, and those appointed as Advisors by the Honorary President shall be eligible to hold an elected office.
4. Elected officers may only serve for 2 consecutive terms unless a suitable successor is not identified. If the elected officer is to serve more than 2 consecutive terms, this will require the approval of the Honorary President and/or Advisors.



## **Section B: Honorary Officer and Advisors**

1. The spouse of the Commanding General, Army Materiel Command (AMC), or their designee, shall serve as the Honorary President.
2. In the event that the Honorary President position is vacant, the next senior spouse or their designee shall serve as Honorary President.
3. Any Advisor(s) will be appointed by the Honorary President.

## **Section C: Executive Board**

1. The Executive direction of the RSAMCC shall be vested in the Executive Board.
2. The Executive Board shall consist of:
  - a. Elected officers
  - b. Honorary President
  - c. Advisor(s)
  - d. Parliamentarian
  - e. Board Liaison

## **Section D: The General Board shall consist of:**

1. The Executive Board.
2. The Committee Chairpersons.

## **Section E: The job descriptions of the Elected Officers (Executive Board) and appointed officers (General Board) are contained in the By-Laws.**

**Section F:** Members of the General Board may be removed from their elected or appointed Committee Chairmanship for just cause or failure to fulfill their job description and duties, with the vote of a majority of the Executive Board with the guidance and approval from the Honorary President and/or Advisors.

## **Section G: Vacancies and Unscheduled Changes of Board Members**

1. RSAMCC Board Members are presumed to have resigned upon their permanent departure from the Redstone Arsenal area.
2. In the event an elected office becomes vacant, the President, with the approval of the Executive Board, will appoint an Active Member in good standing, to fill the vacant position. This appointment will be assumed immediately and will be presented to the Membership at the next scheduled Membership meeting.
3. If the office of the President is vacated at any time, this position will be filled by the First Vice President, with the guidance and approval of the Honorary President and/or Advisors. In the event the First Vice President is unable to fill the position, a nominee will be elected by the General Membership, with the guidance and approval of the Honorary President and/or Advisors.

## **ARTICLE VI – ELECTIONS**

### **Section A: Nominations**

1. The Nominating Committee shall be appointed by the Parliamentarian no later than 31 January. If there is only one nominee per elected office, the Parliamentarian shall consult with the Nominating Committee for their approval before presenting the slate.
2. The Nominating Committee shall be composed of the Honorary President and/or the Advisor(s), the Parliamentarian, who shall serve as Chairperson, and no less than three (3) RSAMCC members. This Committee should, at the very least, serve as a cross-section of RSAMCC members in good standing. This Committee shall nominate a slate of at least one candidate for each of the elective offices, provided that the candidates are members in good standing and have provided their consent.

### **Section B: Presentation**

1. The nominated slate shall be presented by the Parliamentarian to the General Board at the March General Board meeting for approval.
2. During the March General Membership meeting and in the April RSAMCC newsletter the Chairperson of the Nominating Committee (Parliamentarian) shall:
  - a. Present the nominated slate of officers to the Membership at March General Membership meeting or through online notification via email to membership should circumstances necessitate.
  - b. Announce that nominations will be accepted from the floor on the day of the election in April, provided the nominee has previously given their consent and is a member in good standing.
  - c. Submit proposed slate to Newsletter Chair before deadline (for the Early April issue)

### **Section C: Elections**

1. The Chairperson of the Nominating Committee (Parliamentarian) shall conduct the election, which shall take place at the General Membership Meeting of the RSAMCC in April of each year, at which time additional nominations for any office shall be in order from the floor, provided previous consent has been given by the nominee and the nominee is a member in good standing.
2. In the event there is only one candidate for each office, voting may be by acclamation. Otherwise, voting shall proceed by written ballot and the Chairperson of the Nominating Committee (Parliamentarian) shall be responsible for distributing ballots and tabulating votes.
3. The right to vote is granted to members in good *standing* as of 31 January of that Board year, or on a case-by-case basis as determined by the Executive Board.
4. There will be no absentee or proxy voting.
5. The candidate for each office receiving the majority of votes by the voting members present shall be declared as elected. In the event of a tie, the RSAMCC President's vote shall break the tie.
6. This procedure may be conducted by e-mail if the situation warrants.

### **Section D: Term of Office**

1. The newly elected officers shall be announced via newsletter, and/or installed during the May General Membership Meeting (if appropriate) and shall assume office during the joint General Board Meeting in June.
2. Elected officers shall serve for a term of one year.



## ARTICLE VII – FINANCES

**Section A:** The funds of the organization shall be maintained in two accounts known as the Operating account and the Merit and Grants account respectively. All Board members are to do due diligence in maintaining their budget and should not spend-down their budget in a manner that is negligent to the overall operating budget.

**Section B:** Income shall be derived from Membership dues, fund-raising activities and projects approved by the General Board.

**Section C:** Disbursements of income shall be authorized by the General Board for operational expenses, Merit Awards, and contributions to worthy organizations and activities that serve the community interest.

**Section D:** The General Board shall budget funds so that at least twenty-five percent (25%) of the income from membership dues of the Club shall remain as non-obligated in the Operating account and \$1000 in the Merit and Grants account at the end of the year.

**Section E:** In accordance with AR 210-22, RSAMCC will arrange for an audit at least once every 2 years. On change of the Treasurer, an audit will be conducted regardless of the time elapsed since the last audit.

### **Section F: Merit/Grants Account**

No less than 30% of the Merit/Grants account shall be earmarked for Merit Awards disbursement. Depending on the number of eligible and qualified Merit Award applicants and eligible and qualified Community Grant applications, the remaining funds will be dispensed accordingly based on RSAMCC guidelines, with approval from the General Board and Honorary President and Advisor(s).

### **G: Term of Obligations**

The RSAMCC General Board shall not incur any financial obligations that extend beyond its term of office without providing adequate funding over and above sufficient operation funds.

### **Section H: Authorization of Expenditures**

The President and Treasurer must authorize any expenditure of funds not covered in the annual budget that exceeds \$50. A single item expenditure of over \$1,000.00, not covered in the annual budget must be approved by the General Board. All expenditures outside of any single position's approved budget exceeding \$250.00, must be approved by the General Board.

### **Section I: Expenditures and Reimbursements**

The General Board shall approve all expenditures for the operation of the RSAMCC and shall ensure that disbursements are within the purpose for which the RSAMCC was established (per sound business practices) and do not exceed the budget. Any expenses incurred during the fiscal year must be reported to the Treasurer within 60 days for reimbursement, but no later than the end of the fiscal year (May 31). The General Board shall at no time appropriate or authorize the obligation of monies in excess of funds actually on hand or subscribed.



### **Section J: Budgets**

The proposed General Operating Budget will be presented for approval at the first General Membership meeting. Approval shall consist of a majority of those present. If the Treasurer deems necessary, a subsequent revised budget will be determined in January by Committee and approved by a majority vote at the next General Board meeting.

### **Section K: Check Policy**

All checks written from either the General Operating Account or Merit/Grants Account will require signatures from two of the three bank account signatories for all amounts.

### **Section L: Signatories of RSAMCC Accounts**

Three signatories are required on the RSAMCC account. The three signatories shall be President, Treasurer, and one other Executive Board Member.

## **ARTICLE VIII – TAXES**

RSAMCC will comply with all federal, state, and local tax laws and codes.

## **ARTICLE IX - INSURANCE COVERAGE**

RSAMCC will obtain liability insurance and bonding.

### **Section 1 – Coverage**

The RSAMCC will secure adequate insurance to protect against public liability and property damage claims or other legal actions that may arise as a result of activities of the organization or one or more of its members acting on behalf of itself, or the operation of any equipment, apparatus or device under the control and responsibility of the RSAMCC.

### **Section 2 – Fidelity Bonding**

All Board members and Committees under the Board will be covered.

## **ARTICLE X – MEETINGS AND QUORUMS**

### **Section A: General Membership**

1. The regular general membership meeting of this organization shall be held monthly from September through May or as directed by the President, with the approval of the Executive Board.
2. Special meetings of the RSAMCC general membership may be called by the President with the approval of the Executive Board.
3. Motions brought from the General Membership at the General Membership meeting, shall be reviewed by the Executive Board at the next Executive Board meeting. Action on the motion by the Executive Board will be reported on to the General Board and voted on by



the General Board, if necessary, and then reported on to the members at the next General Membership meeting.

4. A quorum will consist of active members present (in good standing) at the general membership meeting as they constitute the membership at that time.
5. A simple majority vote constitutes approval.
6. No proxy or absentee voting is allowed.

## **Section B: General Board**

1. The regular meeting of the General Board shall be on the first Tuesday of each month unless otherwise directed by said Board.
2. Special meetings of the General Board may be called by the President with approval of the Executive Board.
3. A quorum will be established by a simple majority of voting members present.
4. A simple majority vote constitutes approval unless otherwise specified in this document.
5. Proxy voting is allowed, and all General Board members will be assigned a proxy by the Parliamentarian at the beginning of the Board year. Only one vote per RSAMCC Board position/Committee position is allowed.
6. Voting may be accomplished electronically. Members may reply to the email with their response or phone the Parliamentarian with their response. Quorum rules will still apply and only one vote per RSAMCC Board position/Committee position is allowed.

## **Section C: Executive Board**

1. Meetings of the Executive Board shall be called monthly, as deemed necessary by the President.
2. A quorum will be established by three (3) voting members present.
3. A simple majority vote constitutes approval unless otherwise specified in this document.
4. Proxy voting is allowed, and all Executive Board members will be assigned a proxy by the Parliamentarian at the beginning of the Board year.
5. Proxy voting is allowed but proxy must be given to another voting board member who does not already have a proxy vote at that time.
6. Voting may be accomplished electronically. Members may reply to the email with their response or phone the Parliamentarian with their response. Quorum rules will still apply and only one vote per Board position is allowed.

## **ARTICLE XI – DISSOLUTION AND LIABILITY**

### **Section A: Dissolution**

1. The RSAMCC may be dissolved at any time by a simple majority of the General Membership ice of the President and/or Honorary President/Advisors or when required by the Redstone Arsenal Garrison Commander or their designee.
2. Upon dissolution:
  - a. None of the assets or property of the RSAMCC shall devolve to the benefit of any Officer, Committee Chairman, member, private individual or business entity except as provided above in this Statement of Dissolution.



- b. All funds in the treasury at the time will be used to meet any outstanding debts, liabilities, or obligations. The balance of these assets will be disposed of as determined by the Executive Board and must be used exclusively in a manner consistent with the purposes of RSAMCC for which the funds were raised initially and must be distributed to another charitable or nonprofit 501(c)(3) organization.

## **Section B: Fiscal Liability**

1. The membership is liable for organizational debts in the event its assets are insufficient to discharge liabilities. Neither Redstone Arsenal nor the United States Government will incur or assume any liability on behalf of, or as a result of, the activities of the RSAMCC. An individual member of the RSAMCC will not be personally liable for the negligent conduct of the RSAMCC or its members unless he/she authorized assets to, participates in, or otherwise ratifies such conduct.
2. All state and jurisdictional laws will be met.

## **ARTICLE XII—AMENDMENTS AND ADOPTION TO THE CONSTITUTION AND BY-LAWS**

### **Section A – General**

The RSAMCC Constitution and Bylaws will be reviewed and potentially revised annually through Committee and completed in conjunction with the revalidation request.

### **Section B – Constitution and Bylaw Review Process**

1. The Constitution and By-Laws review committee will be chaired by the Parliamentarian.
2. At a minimum, the committee shall include the RSAMCC President, Honorary President, Advisor(s), one General Board Member and one non-Board member.
3. The Parliamentarian shall:
  - a. Report the committee recommendations at the next General Board meeting and request approval that any revisions to the Constitution be presented to the General Membership for approval in a duly constituted General Membership meeting. Committee recommendations for By-Laws revisions must only be approved by the General Board.
  - b. Make the proposed revisions available in writing (electronically or accepted alternative) to the General Membership prior to a duly constituted General Membership meeting for a vote for approval at that time.
  - c. Submit the updated RSAMCC Constitution and By-Laws to the FMWR Non-Federal Entities Point of Contact for final approval from the Garrison Commander.

### **Section C – Amendments to the By-Laws**

1. Amendments to the By-Laws will be considered at any time when submitted by a member in good standing, by electronic notification to the Parliamentarian. Amendments to the By-Laws must be approved by:
  - a. A two-third (2/3) vote of the General Board members present when a quorum is present.
  - b. The Garrison Commander or approving authority.



- Approved By-Law amendments become effective upon approval from the Garrison Commander or his/her designee.

#### Section D: Constitutional Amendments

- Any RSAMCC member in good standing may propose Constitutional amendments at membership meetings or by electronic notification to the Parliamentarian.
- Before an amendment goes to the General Membership it must receive a two-thirds vote of the quorum of the General Board.
- If approved by the General Board, constitutional amendments shall be presented to the General Membership at least 14 days prior to the next membership or special meeting.
- Constitutional amendments must be presented to the General Membership at a regular or special membership meeting or by electronic notification.
- To be adopted, constitutional amendments must be approved by a majority vote of the General Membership quorum.
- Approved Constitutional amendments become effective upon approval from the Garrison Commander or his/her designee.

### ARTICLE XIII – ADOPTION

#### Section A: - General

This Constitution shall become effective upon adoption in a duly constituted regular or special meetings of the General Membership with a majority vote of the eligible members present and upon approval of the Garrison Commander. Furthermore, the final approved copy of the Constitution and By-Laws must be published and made available to the General Membership. This Constitution shall supersede all previous Constitutions and amendments.

### ARTICLE IX – APPROVAL

This Constitution was approved by the RSAMCC General Board on 5 Aug 2025.

This Constitution was approved by the General Membership at a regular General Membership Meeting of the RSAMCC on 9 Sep 2025.

In witness whereof, the following officers affix their signature.

Marty Clark  
President, Marty Clark

Oct 7, 2025  
Date

Cathy Hays  
Parliamentarian, Cathy Hays

7 Oct 2025  
Date