

# **SUBMARINE OFFICERS' SPOUSES CHARITABLE ASSOCIATION WASHINGTON**

## **ARTICLES OF ASSOCIATION**

*Last Revised Spring 2017*

**Tax ID # 27-0519790**

### **ARTICLE I: NAME**

This organization shall be called "Submarine Officers' Spouses' Charitable Association - Washington" hereafter referred to as "SOSCA-WA" or "Association."

### **ARTICLE II: RULES OF ORDER**

The rules contained in *Robert's Rules of Order* shall govern this Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or special rules of order of this Association.

### **ARTICLE III: PURPOSE**

SOSCA-WA shall be a nonprofit organization whose sole purpose shall be to raise and disburse funds that support the military, servicemembers, and their families. Funds shall be distributed only to non-profit funds, foundations or corporations that are organized and operated exclusively for charitable purposes and which have established tax-exempt status under the Section 501(c)(3) of the Internal Revenue Code.

No part of the activities of SOSCA-WA shall be the carrying on of propaganda or otherwise attempting to influence legislation, and SOSCA-WA shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office (including the publishing or distribution of statements).

Notwithstanding any other provision of these articles, SOSCA-WA shall not carry on any other activities not permitted to be carried on

1. by an association exempt from federal income tax under sections 501(c)(3) of the Internal Revenue Code or
2. by an association, contributions to which are deductible under sections 170(c)(2) of the Internal Revenue Code.

### **ARTICLE IV: MEMBERS**

SOSCA-WA shall have no members.

### **ARTICLE V: GOVERNING BODY**

The business of SOSCA-WA shall be conducted solely by its Board of Directors and its appointed representatives. The Board of Directors shall be comprised of the officers and advisors of the Submarine Officers' Spouses' Charitable Association – Washington hereafter referred to as "SOSCA-WA" and the Silver & Gold Charity Auction Chairperson.

## ARTICLE VI: OFFICERS

SOSCA-WA shall have a President, Vice President, Treasurer, and Secretary. These officers shall be the same individuals as those who are currently serving as the President, Vice President, and Secretary of SOSA-WA, respectively. The SOSCA-WA Treasurer shall not be the same individual currently serving as SOSA-WA Treasurer, unless there is a temporary vacancy. In the event of a temporary vacancy and upon Board approval, the SOSA-WA Treasurer may fill that role.

The duties of the officers shall be as follows:

### A. President

1. Preside at all Board of Directors meetings and SOSCA-WA functions, or delegate to another board member.
2. Conduct meetings in accordance with *Robert's Rules of Order* in all cases in which they are applicable and consistent with the Bylaws.
3. Formulate an agenda for each Board of Directors meeting.
4. Approve and sign the minutes of all meetings.
5. Assure that the responsibilities of all officers and chairpersons are carried out effectively and within budget.
6. Assign tasks to committees and obtain periodic progress reports. May form committees, solicit for Committee Chairperson and declare any committee inactive as needed.
7. Act as ex-officio member of all committees and attend these additional meetings when possible.
8. Act as, or appoint, a representative from SOSCA-WA to attend meetings, organizations, business and government agencies, as required or as requested by Commanding Officer, NBK.
9. Coordinate with the Silver & Gold Charity Auction Committee, ensuring ongoing communications and overseeing the annual Silver & Gold Charity Auction.
10. Shall have the authority to sign checks, make deposits and withdrawals in the absence of the Treasurer, or as deemed necessary.
11. Act as custodian of the SOSCA-WA email address with the Vice President and oversee all SOSCA-WA correspondence.
12. Ensure that all Officers and Committee Chairpersons turn over their records to the incoming administration no later than June 15th.
13. Delegate duties to the Vice President or other interested members as necessary.
14. Appoint Parliamentarian or other active member to serve as chair of the Nominating Committee.
16. Contact and invite all prospective Advisors to serve on the Board of Directors.
17. Coordinate with the Dolphin Scholarship Foundation (DSF) liaison, ensuring ongoing communications and overseeing the annual donation to DSF by May 15 with Auction Chairperson and SOSCA-WA Treasurer. Assuring DSF forms are completed in accordance to the Foundation's deadlines, which includes but is not limited to, the proxy vote and audit letter due by June

### B. Vice President

1. Remain prepared at all times to assume the office of President, if and when required.
2. Preside at any SOSCA-WA Board of Directors meeting if the President is unable to do so.
3. Coordinate or delegate organization's program activities.
4. Fulfill the duties of the Allocations Chairperson if that position is vacant.
5. Act as Allocations Committee Chairperson.
6. Act as Custodian of the SOSCA-WA email address with the President.

**C. Secretary**

1. Keep the minutes of each Board of Directors meeting, including records of motions, rules and amendments.
2. Have the minutes duplicated and distributed at the following meeting.
3. Keep a file of the minutes for a period of seven years plus the current year.
4. Handle all SOSCA-WA correspondence as deemed necessary by the President.
5. Keep a file of all business and correspondence for a period of seven years plus the current year, including but not limited to the IRS and tax-related documents which must be maintained for no less than five (5) years.
6. Make available the Bylaws to the SOSCA-WA governing body.
7. Be responsible for and report on all correspondence pertaining to SOSCA-WA.

**D. Charitable Treasurer**

1. Maintain proper and accurate records of all SOSCA-WA financial transactions using generally accepted accounting practices, which must be reviewed by a qualified accountant by the filing of the federal tax return or each time a treasurer leaves office.
2. Provide petty cash as required.
3. Receive and record all monies due and payable to SOSCA-WA from any source. Make a reasonable effort to collect money due. Refer accounts in arrears to the President for further action.
4. Prepare a monthly financial statement for the President and present a complete report at Board of Directors meetings.
5. Temporarily perform the duties of the SOSCA-WA Treasurer in their absence. The SOSCA-WA Treasurer shall not be the same individual currently serving as SOSCA-WA Treasurer, unless there is a temporary vacancy. In the event of a temporary vacancy and upon Board approval, the SOSCA-WA Treasurer may fill that role.
6. Prepare an annual SOSCA-WA budget prior to the first General Membership meeting.
7. Disburse funds as directed by the Board of Directors, retaining proper receipts for each such disbursement.
8. Maintain proper and accurate records of SOSCA-WA property (i.e. silver set, coffee urn, storage room, etc.). Maintain inventory of all items borrowed for the purposes of Auction (from SOSCA or any other source).
9. Prepare and verify the accuracy of any financial statements that are included in other reports submitted to outside sources.
10. Prepare an annual financial report not later than 45 days after the close of the SOSCA-WA fiscal year (1 Aug - 31 Jul). The report will be prepared in accordance with generally accepted accounting practices and submitted to the Board of Directors. Copies will be made available to outside agencies as required.
11. Prepare or arrange for accurate completion and timely submissions of federal income tax reports.
12. Sign checks for expenditures authorized by the Association in accordance with these Bylaws.
13. Maintain a post office box for SOSCA-WA correspondence at the NBK-Bangor Post Office.
14. Act as custodian for SOSCA-WA tax records. Hard copy records must be maintained for seven years after their submission.
15. Verify corporate status annually with the Washington Secretary of State and pay appropriate fees.
16. Advise the Silver & Gold Charity Auction Chairperson on the creation of an auction budget.

**E. Parliamentarian**

1. Assist the President in the conduct of the meetings.
2. Be knowledgeable of *Robert's Rules of Order* and SOSCA-WA Bylaws and keep a copy of both available at all Board of Directors meetings.
3. At the first business meeting of the Board of Directors, following the installation of new officers, provide a brief review of applicable portions of *Robert's Rules of Order* and SOSCA-WA Bylaws.

4. Correct any errors in procedures at Board of Directors meetings.
5. Act as or appoint the chairperson of the Bylaws Revision Committee as needed.
6. Conduct elections with the assistance of an Advisor.

**F. Advisors**

1. Provide guidance at Board of Directors meetings to ensure compliance with SOSCA-WA Bylaws, Navy, and Commanding Officer, Naval Base Kitsap policies and customs.
2. Provide advice to the President and other members of SOSCA-WA when requested.
3. Review revisions to the Bylaws as needed.

**ARTICLE VII: COMMITTEES****Section A Committee Chairpersons**

1. Committee Chairpersons must be appointed by a majority vote of the Board of Directors. Any nominee must abstain from the vote.
2. Chairpersons may form support committees as needed. Names of committee members must be submitted to the Board for approval.
3. Chairpersons shall keep operational records of their activities. These records must include: responsibilities, budget data, ledger sheets, and recommendations for next year. The records may include the following items, if applicable: inventory lists, personnel and service support, vendors, activity outcomes, and program evaluation.
4. Chairpersons shall keep the Board of Directors informed of the activities of their committees and shall report at each Board meeting.
5. Committee Chairpersons shall act as outlined in the current Bylaws of SOSCA-WA.
6. A copy of Article VII shall be given to each committee chairperson upon taking the position.

**Section B Silver & Gold Charity Auction Committee**

1. The Silver & Gold Charity Auction Committee Chairperson will serve as a SOSCA-WA Director for the duration of the planning, execution, and completion of all chairperson requirements.
2. The Committee shall act in accordance with the guidelines of the Silver & Gold Auction Committee.

**Section C Allocations Committee**

1. The Allocations Committee shall be chaired by the Vice President of SOSCA-WA.
2. The Committee shall act in accordance with the guidelines of the Allocations Committee.

**ARTICLE VIII: BYLAWS MANAGEMENT****Section A Distribution**

Bylaws will be made available by the Secretary to all Directors.

**Section B Revisions**

1. All revisions to these Bylaws must be submitted to the Board of Directors for adoption.

A copy of these Bylaws will be disseminated to the Commanding Officer of Naval Base Kitsap.

**Section C Process**

1. The President of SOSCA-WA will submit all proposed Bylaws changes to the Commanding Officer, Naval Base Kitsap in writing for review.

2. A side-by-side, or redline version of the Bylaws in their entirety will be made available to the Board of Directors in February of the voting year.
3. At the next meeting following publication, proposed Bylaws will be voted upon by all Directors present.
4. Proposed Bylaws will be adopted or rejected in their entirety by a majority of all Directors present.
5. Once adopted, revised Bylaws will be made available to invested parties. These Bylaws will remain in effect until the process is repeated.
6. In the event that Bylaws are not passed, steps 2 and 3 shall be repeated at subsequent meetings.

#### **Section D Bylaw Review Committee**

1. The Bylaws will be reviewed every three years by a Bylaws Review Committee chaired by the Parliamentarian (referred to in this section as the Committee) or as deemed necessary by the Board of Directors. The next date for review is fiscal year 2018.
2. The Parliamentarian shall chair the Committee. The SOSCA-WA President shall approve all members of the committee.
3. The Committee shall present proposed Bylaws changes, if any, to the Board of Directors for approval..

### **ARTICLE IX: MEETING**

The Board of Directors shall provide the time and place for SOSCA-WA meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. Notice of any special meeting of the Board of Directors shall be given at least four (4) days prior to such meeting by written notice or by email or phone.

### **ARTICLE X: FINANCIAL INFORMATION**

A maximum of \$5,000 for each year's funds will be retained in order to fund necessary related fundraising expenses for the following year. Starting in 2017 there will be a 1% cost of operations increase in retained funds for each following year.

After retaining money to fund next year's Silver & Gold Charity Auction, seventy five percent (75%) of all remaining funds will go to the Dolphin Scholarship Foundation, a 501(c) (3) organization, and the remaining twenty-five percent (25%) will be dispersed to local 501(c) (3) charities that support the military, service members, and their families. Those charities will be chosen by an application process that will be overseen by the Allocations committee.

All funds should be dispersed no later than May 15th.

SOSCA-WA will follow the Silver & Gold Charity Auction guidelines for fundraising.

The SOSCA-WA accounting year shall start on August 1st of every calendar year and end on July 31st of the following year.

### **ARTICLE XI: DISSOLUTION**

In the event of dissolution of SOSCA-WA any and all remaining assets of SOSCA-WA, after payment or provision for payment of all SOSCA-WA debts and liabilities, shall be distributed to the Dolphin Scholarship Foundation or another 501(c) (3) charitable organization that supports the military, servicemembers, and their families.

Adopted unanimously by all eligible members of the Board of Directors.

# **SUBMARINE OFFICERS' SPOUSES' CHARITABLE ASSOCIATION – WASHINGTON**

## **CONFLICT OF INTEREST STATEMENT**

### **Article I - Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (SOSCA-WA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article II - Definitions**

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement.
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III - Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Article IV - Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Governing Board's or Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Article V - Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **Article VI - Annual Statements**

Each director, principal officer and member of a committee with Governing Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy
- b. Has read and understands the policy
- c. Has agreed to comply with the policy
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Article VII - Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Article VIII - Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.