



Nellis Area Charitable Association

P.O. Box 9785, Nellis AFB, NV 89191 | nellischaritable.org | admin@nellischaritable.org

Nellis Area Charitable Association Constitution and ByLaws

Nellis Area Charitable Association

501(c)(3)

At

NELLIS AIR FORCE BASE, NEVADA

The undersigned, formed as a nonprofit association, shall be organized and operated pursuant to the provisions of AFI 34-223(Air Force Instruction), concerning non governmental, independent, self-sustaining, nonprofit organizations located and operated on the Nellis Air Force Base, Nellis Area Charitable Association (NACA) is formed pursuant to Nevada Revised Statutes chapter 82, filing articles of incorporation with the Nevada Secretary of State. {AFI 34-223, 1}

ARTICLE I – GENERAL PROVISIONS

Section 1. NAME AND AUTHORITY

1. The name of the organization will be the Nellis Area Charitable Association, hereafter referred to as NACA and shall operate pursuant to the provisions of AFI 34-223 and in accordance with all applicable civil and military laws and regulations. Operation is contingent on compliance with the requirements and conditions of all applicable Air Force regulations. NACA is not a Non-appropriated Fund Instrumentality, nor is it entitled to the privileges and immunities of the Federal Government. {99FSS/PO} (Force Support Squadron/Private Organization)
2. The place in this state where the principal office of this organization is to be located is P.O. Box 9785, Nellis AFB, Clark County, Nevada 89191. {IRS Code} (Internal Revenue Service)
3. This is a private organization and operates on Nellis Air Force Base only with the consent of the 99th Mission Support Group Commander. {99FSS/PO}

Section 2. PURPOSE

1. NACA is organized as a public, nonprofit organization and shall be operated exclusively for charitable, and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The specific purpose of NACA shall be to raise funds to sponsor charitable philanthropy and outreach projects at Nellis Air Force Base and the national military and civilian community. The words member(s) and/or membership shall refer to NACA employee(s), Board member(s), and/or volunteer(s). {IRS Code}
2. The general purpose and powers of NACA, even though an association and not a corporation, are to have and to exercise all rights and powers conferred on nonprofit corporations formed under the Nevada Nonprofit Corporation Act, including, but without limitation thereof, the right and power to receive gifts, bequests and contributions in any form, and to use, apply, invest and reinvest the principal or income therefrom or to distribute the same for the above purposes; provided that NACA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of NACA. {99FSS/PO}
3. NACA will not discriminate in hiring practices or membership policies on the basis of age, race, religion, color, national origin, disability, ethnic group or gender. {99FSS/PO}

Section 3. LIABILITY AND INSURANCE

1. All individual members of NACA are jointly and severally liable for the obligations of the



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organization. Each member of NACA will be provided with a copy of this Constitution and Bylaws upon joining by commencement of employment, volunteer registration, or agreement to hold a position on the Board of Directors, and will sign an acknowledgement that he/she has read the Constitution and Bylaws and understands its contents. {AFI 34-223, 10.11} {99FSS/PO}

2. NACA will maintain liability and property damage insurance coverage commensurate with risk to protect against any claims or lawsuits which might arise from the commission or omission of acts by its members when acting in any capacity for or in participating in any activities of NACA in accordance with AFI 34-223, paragraph 10.15. Such coverage, when required, must expressly provide that neither the U.S. Government nor any Non-appropriated Fund Instrumentality will be liable for any claims or judgments against the organization to its members. A copy of the insurance policy and all renewal policies will be forwarded to the 99th Force Support Squadron Private Organization Monitor. The liability policy for NACA shall remain in effect unless the Board of Directors (BoD) submits a waiver from the 99th Force Support Squadron Private Organization Monitor for approval by the Commander, 99th Mission Support Group. Liability insurance may be waived if the risk of liability is negligible. Liability insurance waiver must be re-evaluated annually. {AFI 34-223, 10-15} {99FSS/PO}
3. Bonding: Maintain insurance policy that bonds all Board of Directors (BoD) and Thrift Shop (TS) employees that handle funds while conducting business on behalf of NACA.
4. The authority, insurance, and limitations of NACA will be as stated in AFI 34-223 and at the discretion of the Installation Commander. This is an AFI 34-223 Type 501 (c)(3) organization (nongovernmental, independent, self-sustaining, non-profit).
5. No part of the net earnings of NACA shall inure to the benefit of or be distributable to its volunteer(s), Board of Directors, or other private persons or any individual, except that NACA 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 herein. No substantial part of the activities of this nonprofit association shall be in carrying on propaganda or otherwise attempting to influence legislation, nor shall NACA participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, NACA shall not carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more of the aforementioned purposes for which NACA is organized nor any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2). {IRS Code}

Section 4. METHODS OF FINANCING

The finances of this organization will be in accordance with Code Section 501(c)(3) and by the permission of the Installation Commander. The income will consist primarily of profits from the Thrift Shop (TS) and occasional fundraising. {IRS Code}

1. Budget:

- a. All membership dues and fundraising profits of the organization shall be used for expenses, programs, and special activities. The Charitable Fund will be used primarily for charitable donations in accordance with Code Section 501(c)(3) and expenses associated with the organization's outreach programs and charitable philanthropy. {99FSS/PO}
- b. There shall be no membership dues.
- c. The Chief Charitable Officer and Chief Outreach Officer shall have authority to authorize philanthropy up to the amount of \$750 (seven hundred and fifty dollars) without need for explicit BoD approval. Any purchase amount exceeding \$750 (seven hundred dollars) shall require an approval by vote of the BoD.
- d. Charitable expenses shall be split 75/25 between Charitable and Outreach and subsequent budgeting beneath that shall be at the discretion of the Chief Charitable Officer and the Chief



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Outreach Officer under \$750.00.

- e. No charitable expenses may be earmarked, designated, unrestricted, directed, or pre-selected for charitable purposes and must have an accompanied request attached to the expense within its current board year.
- f. Budgeting will not be approved outside of the current fiscal year.

2. 99FSS/PO Reporting

- a. Quarterly Reporting: NACA shall internally file quarterly financial reports by the 15th day of each ending quarter. NACA will submit these reports with its Annual report it submits to 99th Force Support Squadron Private Organizations Monitor. {99FSS/PO}
- b. Annual Reporting: Per AFI 34-223, paragraph 10.6.1, NACA shall file annual financial reports on a calendar year rotation. Annual reports shall be submitted to 99th Force Support Squadron Private Organizations Monitor on the 31st day of January each year. {99FSS/PO}
- c. Responsibility: The cost of all financial reviews/audits are the responsibility of NACA. Copies of these audits will be provided to the 99th Force Support Squadron Private Organization Monitor within 15 calendar days of the completion of the report.
- d. Chief Financial Officer (CFO) Turnover: The books of the CFO will be reviewed at least two (2) weeks prior to termination of the office, when possible, if it is prior to the end of the fiscal year. The results of this review will reflect the new CFO's acceptance of said books. A copy of the new CFO's acceptance will be forwarded to the 99th Force Support Squadron Private Organizations Monitor within thirty (30) days of transfer of office. {99FSS/PO}
- e. Individual members of NACA CANNOT and WILL NOT accrue income from NACA funding except in the form of wages, salaries, or other payment for services rendered. {AFI34-223, 10.5} {99FSS/PO}
- f. NACA will not engage in any activity that duplicates or competes with any base FSS activity or NAFI, including AAFES. NACA will not engage in conduct which has the effect of advertising for, making referrals to, or encouraging use of any commercial business concerns. {99FSS/PO}

3. Fundraising

- a. NACA will not engage in any activity that duplicates or competes with any base FSS activity or NAFI, including AAFES. NACA will not engage in conduct which has the effect of advertising for, making referrals to, or encouraging use of any commercial business concerns. {99FSS/PO}
- b. No fundraising shall occur during the Combined Federal Campaign (CFC) and Air Force Assistance (AFA) campaigns, unless permitted by the Private Orgs Office.
- c. All requests for fundraising activities open to the general public must be co-signed by the Executive Director and Deputy Executive Director and sent to the PO Office, which shall coordinate approval and notify NACA of an official approval or denial, as stated in the 99th Force Support PO Guide.

4. Board Expenditures

- a. All BoD shall submit receipts via email to the Chief Financial Officer before 11:59pm on the last day of each month for all purchases made within that month.
- b. Requests for reimbursement must be submitted to the Chief Financial Officer within 5 business days of purchase and no later than 25 May of the fiscal year.
- c. Requests for reimbursement must bear the signature of a BoD.
- d. If a request for reimbursement is in an amount greater than \$100 or at the request of the CFO, the request shall require a dual BoD signature.

5. Thrift Shop {AFI34-223, 10.9.1}

- a. The NACA operates a Thrift Shop (TS), which shall be governed by the BoD. Funding for philanthropic giving shall come from proceeds from the TS.

Section 5. VOTING

1. Voting procedures will follow those set forth in Robert's Rules of Order (12th edition). A quorum of the



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BoD that is the majority of voting members, is required to conduct any business, other than postponement until a quorum is present. Only members eligible to vote may make a motion.

Section 6. PARLIAMENTARY PROCEDURE

1. The rules contained in the 12th edition of Robert's Rules of Order shall govern NACA in all cases to which they are applicable; for cases in which Robert's Rules of Order are inconsistent with the Constitution and Bylaws or any special rules of order NACA may adopt, the Constitution and Bylaws or other adopted special rules of order shall apply.

Section 7. Membership

1. Membership shall refer to NACA employee(s), Board member(s), and/or volunteer(s).
2. Membership shall be terminated when the member is no longer affiliated with the DoD community or no longer assigned to Nellis Air Force Base.

ARTICLE II – OFFICERS AND GOVERNING BODY

Section 1: THE GOVERNING BODY SHALL

1. Consist of the Executive Board of Directors and Board of Directors
2. Consist of a minimum of three elected Board of Directors for NACA to operate. These three elected positions shall include the Executive Director, the Chief Administrative Officer, and the Chief Financial Officer.
3. Be knowledgeable of NACA Constitution and Bylaws and be the experts on the charitable mission of NACA.

Section 2: THE BOARD OF DIRECTORS (BoD) SHALL

1. Be volunteers in good standing, with no revoked privileges to the installation; do no harm to the organization; and volunteer with professionalism.
2. Complete onboarding within the first 90 days of their tenure, to include a tour of all facilities managed by NACA in order to be fully knowledgeable of NACA's operations to be facilitated by the Deputy Executive Director.
3. Include the following non-voting members: Executive Director (except in case of a tie). Each remaining member of the Board of Directors has one vote and may not hold more than one office on the board of directors at any given time.
4. Perform duties as directed by the Executive Director, attend board meetings, volunteer onboarding, constitution and bylaws review, position description review and budget review.
5. Perform duties and responsibilities of their positions as outlined in these Constitution and Bylaws, respective of Position Descriptions and Robert's Rules of Order (12th Edition).
6. Any member of the BoD may be removed from his/her position by his/her own written or verbal resignation to the BoD or by a vote of no confidence as determined by a majority of the Board of Directors.
7. Have a quorum to conduct business. A quorum shall be defined as more than 50% of the BoD.
8. Meet monthly at a time agreed upon by the majority of the BoD to reach quorum. The location of this meeting shall be determined by the Executive Director.
 - a. BoD meetings shall not be scheduled during normal business hours for the Thrift Shop, Airman's Attic, and/or Cinderella's Closet.
 - b. In the event the supervising-BoD member is unable to attend a BoD meeting, either the Chair or Co-Chair of special committees shall attend the BoD meetings. If a position is shared by more than one person, only one vote is allowed per BoD position as described in Section 3.
 - c. All BoD shall make reasonable efforts to attend regularly scheduled BoD meetings. After two



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- consecutive absences in a fiscal year, the BoD may vote to remove said member.
9. Shall submit board reports to the appropriate Google Drive folder and/or Chief Administrative Officer no later than 11:59pm on the Thursday prior to the board meeting unless otherwise requested.
 - a. The Executive Director and Chief Administrative Officer shall be notified of items for the agenda by the Thursday prior to the board meeting.
 - b. Once the agenda is published by the CAO, to be no later than 48 hours prior to the scheduled meeting, no edits shall be permitted.
 10. Shall approve an initial budget within the first 90 days of any given board year in addition to a mid-year budget review for the operational and charitable expenses.
 11. Approve outreach and charitable expenses over \$750 (seven hundred and fifty dollars) as received or motioned between 1 September and 31 May of the current fiscal year.
 12. Shall review and approve Constitution and Bylaws and position descriptions, within the first 90 days of the board year. Review and approve all BoD policies and procedures annually or as needed. Be responsible for administration of policy.
 13. Can vote to turn any of the Board of Director positions from a volunteered position to a paid position and must vote to agree on each Board of Directors salary

Section 3. OFFICER ELECTIONS

1. Nominations or self nominations will be emailed to the Chief Administrative Officer for record. Email nominations may not be sent or received on a government computer or using the government email system.
2. Nominations will remain open for a minimum of 3 weeks after the announcement for nominations is posted on the NACA website and voted upon at the first meeting in August.
3. Executive Board must be voted upon at the August Board Meeting, any remaining board positions may be voted with an emailed nomination to the CAO at any subsequent BoD meeting of the fiscal year.
4. In the event that only one person is running for each office, a formal vote of Board of Directors is still required.
5. Where there are multiple nominations for one or more elected positions, the Chief Administrative Officer shall
 - a. Prepare all ballots, count the ballots, and report the results to the Board of Directors under the supervision of the Executive Director.
 - b. The Executive Director's ballot shall be put in a sealed envelope and shall be held in reserve, to be used only in the event of a tie for an elected office.
6. The Chief Administrative Officer shall present a list of winners to the Board of Directors at the August Board Meeting.
7. Elected officers shall serve a term of one year, 1 August through 31 July
 - a. In the event the current BoD elects to change the dates for the board year, the current BoD shall maintain their position until the start of the next board year.

Section 4: THE ELECTED EXECUTIVE BOARD OF DIRECTORS

An elected Executive Board of Directors may not hold the same office more than two consecutive terms, unless a vote of exemption is passed by the Board of Directors.

1. The Executive Director (ED) shall

- a. Call, give notice of (including changes in times or dates) and preside at all special and BoD meetings.
- b. Serve as ex-officio member of all remaining committees, optionally attend the Programming, Grant or Scholarship meetings.



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- c. Create special committees as deemed necessary and appoint a chair with the approval of the Deputy Executive Director.
- d. Be responsible for all FSS required documents. {AFI34-223, 10.6.1, 10.11}
- e. Coordinate and submit all required documents each fiscal year for filing taxes.
- f. Coordinate with and assist each member of the BoD with their duties.
- g. Authorize electronic voting when deemed absolutely necessary.
- h. Coordinate a Board of Director Onboarding within the first 90 days of the fiscal year and Outboarding Day no later than 5 days before the end of the fiscal year with the Nellis Area Charitable Association in tandem with the Deputy Executive Director.
- i. Coordinate a volunteer appreciation event no later than 5 days before the end of the fiscal year for all volunteers associated with the Nellis Area Charitable Association in tandem with the Deputy Executive Director. This event shall include all volunteers for NACA who have volunteered a minimum of 25 hours throughout the fiscal year.
- j. Directly supervise Thrift Shop Employees to include all hiring and onboarding actions unless granted supervisory status of Thrift Shop employees to the Deputy Executive Director.
- k. Meet at least bi-annually with the Deputy Executive Director and TS Manager to review TS Policies & Procedures, and Volunteer Handbook.
 - i. Any amendments must be presented at the next BoD meeting, and approved by the voting members of the BoD.
- l. Review and approve the TS budget within the first 90 days of the board year and propose a mid year budget.
- m. Be an office only held by one person.

2. The Deputy Executive Director (DED) shall

- a. Perform the duties of the Executive Director in their temporary absence, maintaining the right to vote.
- b. Succeed to the office of Executive Director when vacant; give up the right to vote when acting as Executive Director except when needed to break a tie.
- c. Coordinate a Board of Director Onboarding within the first 90 days of the fiscal year and Outboarding Day no later than 5 days before the end of the fiscal year with the Nellis Area Charitable Association in tandem with the Executive Director.
- d. Coordinate a volunteer appreciation event no later than 5 days before the end of the fiscal year for all volunteers associated with the Nellis Area Charitable Association in tandem with the Executive Director. This event shall include all volunteers for NACA who have volunteered a minimum of 25 hours throughout the fiscal year.
- e. Be in charge of volunteer recognition for the board year to recognize all volunteers of NACA via Nellis AFB and any other volunteer recognition deemed appropriate by the Executive Board.
- f. Create and maintain a conflict of interest form to be filled out within the first 90 days of the board year for all Board of Directors. Anyone else that subsequently sits in on a meeting that discusses philanthropic giving for NACA must also fill this form out.
- g. Optionally attend the Programming, Grant or Scholarship meetings.
- h. Directly supervise Thrift Shop Employees to include all hiring and onboarding actions if granted supervisory status of Thrift Shop employees by the Executive Director.
- i. Meet at least bi-annually with the Deputy Executive Director and TS Manager to review TS Policies & Procedures, and Volunteer Handbook.
 - i. Any amendments must be presented at the next BoD meeting, and approved by the voting members of the BoD.
- j. Review and approve the TS budget within the first 90 days of the board year and propose a mid year budget.
- k. Be an office only held by one person.



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3. The Chief Administrative Officer (CAO) shall

- a. Be knowledgeable of the rules of parliamentary procedures as described in Robert's Rules of Order 12th Ed. to advise the Executive Director and BoD when needed.
- b. Keep an accurate record of all BoD and special meetings, and distribute minutes in accordance with the Position Descriptions.
- c. Maintain current records for the term of office, permanent records and electronic cloud of NACA.
- d. Assist the Executive Director with the collection of required FSS documents for Private Organization annual review.
- e. Prepare the official correspondence of the BoD.
- f. Optionally attend the Programming, Grant or Scholarship meetings.
- g. Maintain an email account for the use of NACA, check it daily, and forward emails appropriately.
- h. Conduct approved electronic vote deemed absolutely necessary, ensuring ratification at the next regular board meeting.
- i. Chair the Board of Directors Election, which shall be composed of all of the Board of Directors.
- j. Chair the Position Description Review, which shall be composed of all of the Board of Directors.
 - i. Meet annually within the first 90 days of every new fiscal year for review and approval of each position description by the Board of Directors as a part of the volunteer onboarding as coordinated by the Deputy and Executive Director.
- k. Chair the Constitution and Bylaws Review, which shall be composed of all of the Board of Directors.
 - i. Meet annually within the first 90 days of every new fiscal year for review and approval of the constitution and bylaws by the Board of Directors as a part of the volunteer onboarding as coordinated by the Deputy and Executive Director.
 - ii. Update every two years or when there is a change in the purpose, function, or membership eligibility of the PO, whichever comes first. {AFI34-223, 9.5}

4. The Chief Finance Officer (CFO) shall

- a. Be the custodian of the funding and chair the Budget Committee meetings. {AF34-223, 10.6}
- b. Receive, disburse, and account for fundraising income, receipts, and expenditures of the charitable and operational funds.
- c. Balance the budget monthly and report the state of the operational and charitable fund at each BoD meeting.
- d. Submit a list of all contributions to the Executive Director for NACA annual review and tax preparation.
- e. Assist Executive Director with yearly filing of NACA taxes.
- f. Attend the Programming, Grant or Scholarship meetings, unless a meeting does not have a motion to vote on funding disbursement.
- g. Chair the Budget Committee, which shall
 - i. Be composed of the Elected Board of Directors and others with relevant expertise as invited after a vote by the full BoD.
 - ii. Meet within the first 90 days of the new fiscal year to propose a budget as a part of the volunteer onboarding as coordinated by the Deputy and Executive Director.
 - iii. Meet mid-year to propose a budget to the Board of Directors.
 - iv. Incoming elected directors for the upcoming fiscal year may be invited to the Budget meeting.
 - v. The minimum carry-over amount for the Budget shall be no less than \$1000 (one-thousand dollars) and the maximum carry-over amount shall be no more than \$5000 (five-thousand dollars), unless funds are earmarked for specific items.
 - vi. The fiscal year shall begin on the 1st of June of each year. Funds cannot be distributed until the BoD has approved the budget; approval of the budget must occur within the first 90



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days of the new fiscal year.

- h. Review books with the incoming CFO before the changeover meeting at the end of each fiscal year whenever possible and acknowledge this review in the incoming report.
- i. If there isn't an incoming CFO at the time of the changeover meeting, the outgoing CFO will sign for both incoming and outgoing parties.

Section 5: THE ELECTED BOARD OF DIRECTORS

An elected Board of Director may not hold the same office more than two consecutive terms, unless a vote of exemption is passed by the Board of Directors.

5. The Chief Marketing Officer (CMO) shall

- a. Be responsible for making NACA's presence known within the community.
- b. Be the administrator for all NACA social media accounts and websites, and update as requested by the Board of Directors.
- c. May create a media committee with the approval of the Deputy and Executive Director at the following Board of Directors meeting.
- d. Highlight NACA's programs online with updates from BoD and special opportunities to recognize volunteers from the Deputy Executive Director.
- e. Optionally attend the Programming, Grant, or Scholarship meetings.

6. The Chief Charitable Officer (CCO) shall

- a. Appoint Chair leads under their management with the approval of the Executive Director and Deputy Executive Director at the following Board of Directors meeting.
- b. Meet within the first 95 days of the board year to review all onboarding materials with their chair, then meet at least quarterly with all Chairs.
- c. Optionally attend the Programming meetings.
- d. Supervise the Scholarship Chair and oversee the Scholarship Committee.
 - i. If there is not a Scholarship Chair, the Chief Charitable Officer assumes the responsibilities of the Scholarship Chair or may elect to not have the scholarship program with the approval of the Executive Board of Directors. There must be at least one Outreach or Charitable funding distribution program each year for NACA. If the Scholarship Program is the only funding opportunity for the fiscal year, it can not be terminated by the Executive Board of Directors for that year.
- e. Supervise the Grant Chair and oversee the Grant Committee.
 - i. If there is not a Grant Chair, the Chief Charitable Officer assumes the responsibilities of the Grant Chair or may elect to not have the Grant program with the approval of the Executive Board of Directors. There must be at least one Outreach or Charitable funding distribution program each year for NACA. If the Grant Program is the only funding opportunity for the fiscal year it can not be terminated by the Executive Board of Directors for that year.

7. The Chief Outreach Officer (COO) shall

- a. Appoint Chair leads under their management with the approval of the Executive Director and Deputy Executive Director at the following Board of Directors meeting.
- b. Meet within the first 95 days of the board year to review all onboarding materials with their chair, then meet at least quarterly with all Chairs.
- c. Optionally attend the Grant or Scholarship meetings.
- d. Supervise the Airman's Attic Chair and volunteers; if there is not an Airman's Attic Chair, the Chief Outreach Officer assumes the responsibilities of the Airman's Attic Chair or may elect to not have the Airman's Attic with the approval of the Executive Board of Directors.
- e. Supervise the Cinderella's Closet Chair and volunteers; if there is not a Cinderella's Closet Chair, the Chief Outreach Officer assumes the responsibilities of the Cinderella's Closet Chair or may elect to not have the Cinderella's Closet with the approval of the Executive Board of Directors.



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- f. Supervise the Programming Chair and Committee; if there is not a Programming Chair, the Chief Outreach Officer assumes the responsibilities of the Programming Chair or may elect to not have Programming with the approval of the Executive Board of Directors. There must be at least one Outreach or Charitable funding distribution program each year for NACA. If the Outreach Program is the only funding opportunity for the fiscal year, it can not be terminated by the Executive Board of Directors for that year.

Section 6: APPOINTED BOARD CHAIRS

1. The appointed chair is non-voting and will perform duties spelled out in the constitution and bylaws and position description.
2. They may not Chair the same committee more than two consecutive terms, unless a vote of exemption is passed by the Board of Directors.
3. The appointed board members shall be:
 - a. Airman's Attic Chair
 - i. Reports to the Chief Outreach Officer, may have co-chair(s).
 - ii. Runs and operates the Airman's Attic on Nellis AFB.
 - iii. Supervises Airman's Attic volunteers.
 - iv. Be knowledgeable about the Airman's Attic Budget provided by the Chief Outreach Officer.
 - v. Be knowledgeable about the Airman's Attic Policies and Procedures, and suggest updates to the COO as necessary. Updates must be approved by the BoD at the next BoD meeting.
 - vi. Be knowledgeable about the Airman's Attic Volunteer Handbook, and suggest updates to the COO as necessary. Updates must be approved by the BoD at the next BoD meeting.
 - b. Cinderella's Closet Chair
 - i. Reports to the Chief Outreach Officer, may have co-chair(s).
 - ii. Runs and operates Cinderella's Closet on Nellis AFB.
 - iii. Supervises Cinderella's Closet volunteers.
 - iv. Be knowledgeable about the Cinderella's Closet Budget provided by the Chief Outreach Officer.
 - v. Be knowledgeable about Cinderella's Closet Policies and Procedures, and suggest updates to the COO as necessary. Updates must be approved by the BoD at the next BoD meeting.
 - vi. Be knowledgeable about the Cinderella's Closet Volunteer Handbook, and suggest updates to the COO as necessary. Updates must be approved by the BoD at the next BoD meeting.
 - c. Programming Chair
 - i. Reports to the Chief Outreach Officer, may have co-chair(s).
 - ii. Oversees the Programming committee, and is required to invite the BoD.
 - iii. May add up to three committee members who do not serve on any other NACA Committees.
 - iv. Programming Committee must meet at least quarterly at the discretion of the Programming Chair.
 - v. Be knowledgeable about the Programming Budget provided by the Chief Outreach Officer.



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- vi. Chair all special programming as agreed upon by the Chief Outreach Officer between 1 September and 31 May.
- vii. Ensure the committee has filled out a conflict of interest form and signed it.
- viii. Any committee member having any personal or financial interest connected to a programming support shall identify the conflict of interest as written on their conflict of interest form and remove themselves entirely from the conversation, room, or digital meeting until a decision has been made.
- d. Scholarship Chair
 - i. Reports to the Chief Charitable Officer.
 - ii. Oversees the Scholarship committee, and is required to invite the BoD.
 - iii. May add up to three committee members who do not serve on any other NACA Committees.
 - iv. Promote the Scholarship program each board year between 1 September and 31 May.
 - v. The amount of academic scholarship awards will be determined by the budget, as approved by the BoD.
 - vi. Any committee member having any personal or family member interest in applying for a scholarship, shall not be eligible to volunteer for the scholarship program.
 - vii. Appoint an independent panel of judges to score the essays. The judges may not be employee(s), Board member(s), and/or routine volunteer(s) of NACA.
- e. Grant Chair
 - i. Reports to the Chief Charitable Officer.
 - ii. Oversees the Grant committee, and is required to invite the BoD.
 - iii. May add up to three committee members who do not serve on any other NACA Committees.
 - iv. Accept written grant requests via the Nellis Area Charitable Association website only and disburse grant funding via check only between 1 September and 31 May of no more than \$750.00 (seven-hundred and fifty dollars).
 - v. Grant recipients must provide receipts for expenses between 1 September and 31 May.
 - 1. Any grant funding being requested over \$750.00 (seven-hundred and fifty dollars) must be presented at the next Board of Directors meeting by the CCO.
 - vi. The amount of grant funding shall be determined by the budget, as approved by the BoD.
 - vii. Ensure the committee has filled out a conflict of interest form and signed it.
 - viii. Any committee member having any personal or financial interest connected to a charitable request shall identify the conflict of interest as written on their conflict of interest form and remove themselves entirely from the conversation, room, or digital meeting until a decision has been made.
 - ix. Shall only disburse funds to registered 501(c)3 non-profit organizations with an EIN.

Section 7. SPECIAL COMMITTEES AND MEETINGS

- 1. Special meetings of the BoD may be called at any time by the Executive Director. Notice of such special meetings must be given by e-mail or by telephone at least one day prior to the date.
- 2. Special committees
 - a. May be appointed by the Executive Director for such purposes as deemed necessary.
 - b. Perform duties and responsibilities of their committee as outlined in these Constitution and Bylaws, committee guidelines or policy and procedures, and Robert's Rules of Order (12th edition)
 - c. Dissolve when their specific purpose has been accomplished.

ARTICLE III – Thrift Shop



Nellis Area Charitable Association

P.O. Box 9785, Nellis AFB, NV 89191 | nellischaritable.org | admin@nellischaritable.org

Section 1. Thrift Shop

1. Thrift shop employees including the manager may only vote on Thrift Shop Operations including staff hiring.
2. Paid TS employees are not eligible to hold a seat on the Board of Directors or any volunteer position on the Board of Directors and its committees while they are paid by the organization. They do not have a vote and are not considered as a Board of Director.
3. Specific TS operations are specified in the TS Policies & Procedures.
4. Patronage at the TS shall be open to any individual with unrevoked base access.

ARTICLE IV – ADOPTION AND AMENDMENTS

Section 1. Adoption

1. AFI 34-223, para 9.5 requires the Constitution to be updated every two years or when there is a change in the purpose, whichever comes first. {99FSS/PO}
2. The Constitution becomes effective upon adoption by an affirmative vote by majority of the BoD, review of the United States Air Force Warfare Center Judge Advocate, and final approval of the 99th Mission Support Group Commander or designee. The adoption of this Constitution and Bylaws supersedes and nullifies any prior Constitution and Bylaws. {99FSS/PO}

Section 2. Amendment

1. All amendments to this Constitution are subject to final approval of 99th Mission Support Group Commander or designee. {99FSS/PO}
2. Conflicts of any provisions of the Constitution or Bylaws with existing military directives will be changed administratively subject to the final review of the Commander, 99th Mission Support Group. {99FSS/PO}
3. An amendment to this Constitution and Bylaws shall be proposed in writing to the Executive Director and presented at a regular or special meeting of the BoD for their approval. The BoD has the authority to make any and all changes in the Constitution and Bylaws for the sole purpose of bringing it into compliance with mandatory changes in military, state, and federal instructions.
- 3.

ARTICLE V – DISSOLUTION

Section 1. Notice of Dissolution

1. NACA will notify 99th Force Support Squadron Private Organizations Monitor of its intent to dissolve and prepare a time-phased action plan to do so. {99FSS/PO}
2. Dissolution will also include proper IRS tax procedures for dissolving a 501(c)3 organization, stating that the BoD voted to dissolve the organization.

Section 2. Financial Resolute

1. NACA does not contemplate pecuniary gain or profit to the Directors, officers, or volunteers thereof, and it is organized solely for charitable purposes.
2. In case of dissolution of NACA, any funds in the treasury after satisfaction of any outstanding debts, liabilities or obligations will be donated to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax-exempt status under Code Section 501(c)(3) as determined by the BoD. Disposal of other assets shall



Nellis Area Charitable Association

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be determined by the BoD. Distribution of residual funds and other assets will not accrue to the benefit of any individual Director or the Board of Directors as a whole. However, if outstanding debts of NACA remain upon dissolution, the NACA BoD are jointly and severally liable for such debts. For the purpose of this Section, a member is defined as one whose name is carried on the roll of the active and associate members as of the date of notification. {IRS Code} {99FSS/PO}

Section 3. Ordered Dissolution

1. In the event that a Non-Appropriated Fund Instrumentality fills the need for which this Private Organization is established, NACA will be dissolved by the direction of the Commander, 99th Mission Support Group. Under those circumstances, all financial transactions of dissolution would be concluded separately and apart from the operation of any activity established as a Non-Appropriated Fund Instrumentality. {99FSS/PO}
2. The Commander, 99th Mission Support Group, has the authority to dissolve this organization in the event that there are no members present or in the best interest of the United States Air Force. {99FSS/PO}
3. In the event that this organization is ordered to be dissolved, it shall only be dissolved as a Private Organization at Nellis Air Force Base and shall maintain its status as a 501(c)(3) as established by The Code.

CERTIFICATION

I certify the information in this Constitution is true to the best of my knowledge.

Date presented to Board of Directors: 10 Jun 2025

Date approved by Board of Directors : 20 Jun 2025

Plamena Cox, NACA Chief Administrative Officer

Carsen Popelka, NACA (Interim)
Executive Director

25 June 2025

Date

25 June 2025

Date