**CONSTITUTION OF
[BASE] COMPANY GRADE OFFICERS’ COUNCIL**

*(NOTE: All text in yellow highlights serves as a placeholder for a name or an explanation of a requirement, and the highlighted text is not to be included in the original constitution or bylaws.*

**ARTICLE I**

**NAME AND AUTHORITY**

The name of the organization shall be [BASE] Company Grade Officers’ Council and hereafter shall be referred to as “CGOC,” or “base CGOC” to distinguish from divisional, regional, or national CGOC bodies. CGOC will also be used as a term in the context of the organization for all CGOCs for the Air and Space Forces at-large. This private organization will be operated on [BASE], [STATE OR OVERSEAS LOCATION] pursuant to the provisions of AFI 34-223. The organization shall be self-sustaining and is not an instrumentality of the United States Government. It operates on a military base only with the consent of the installation commander. Operation is contingent on compliance with the requirements and conditions of all applicable Air Force or Space Force regulations and guidance from the divisional, regional, or national CGOC bodies.

**ARTICLE II**

**PURPOSE**

The purpose of the CGOC is to function as a voluntary professional and social organization for Company Grade Officers (CGOs) established to promote professional development, community service, and esprit de corps through leadership on the installation and in the local community.

**ARTICLE III**

**MEMBERSHIP OR PATRONAGE**

a. The membership may be liable under the laws of [STATE or OVERSEAS LOCATION] for organizational debts or liabilities in the event the organization’s assets are insufficient to discharge liabilities.

b. Membership and related action based upon race, religion, color, sex, age, orientation, national origin, or any other protected class is prohibited. Additionally, there will be no discrimination or action based upon Air Force Specialty Code, unit, active duty versus reserve status, marital status, longevity of service, or longevity of time on station.

c. Membership in the CGOC is open to Lieutenants (Second and First) and Captains in the officer grades of O-1 to O-3 in the United States Air Force, Air Force Reserve, Air National Guard, and Space Force.

d. There is no procedure for membership in the base CGOC. Lieutenants and Captains assigned to [BASE or LOCALITY] are automatically members of the base CGOC. Membership in the local CGOC may only be terminated when the member permanently changes station (PCS); promotes to Major; or is no longer affiliated with the Air Force, Air Force Reserve, Air National Guard, or Space Force.

e. Affiliate membership may be extended to CGOs from other branches of the armed forces or allied nations contingent upon acceptance by the Executive Board of the base CGOC but subject to disapproval by the supraorganization CGOC bodies (e.g., Division, Region, National). An affiliate member (i.e., non-USAF, USAFR, ANG, or USSF CGO) may not serve as President of the CGOC, but otherwise may fully participate in the affairs of the base CGOC and serve in leadership positions.

# **ARTICLE IV**

**OFFICERS AND GOVERNING BODY**

a. The CGOC’s Executive Board shall consist of elected and appointed officers in the roles of President, Vice President, Secretary, and Treasurer and may include at the behest of the general membership additional roles including but not limited to Professional Development Chair, Community Service Chair, Social Chair, Fundraising Chair, Recruitment Chair, and assistants to the main offices. The duties of the officers are outlined in Article 1 of the CGOC’s Bylaws*.*

b. The position of the President shall be filled by only one person. The position of Vice President shall also be filled by only one person, unless the Executive Board shall approve by formal vote (in accordance with the bylaws) more than one Vice President position for purposes of distributing responsibilities and supervision of geographically disparate or diverse tenant units. If at any time there is more than one Vice President, the longer-tenured Vice President (or if equal tenure, the senior-ranking CGO) will serve as the alternate point of contact to the Regional and National CGOCs.

c. The President shall preside over all official meetings of the general membership or the Executive Board. In the case of the President’s absence, the Vice President or an appointed officer will preside over meetings.

d. An officer serving in the position of President or Vice President may not concurrently serve at a supraorganization CGOC as Division Chief (if applicable), Deputy Region Director, or Region Director for the associated Region CGOC or as Chairman, Vice Chairman, or a Director position for the National CGOC. An officer may serve in other positions at the associated Region CGOC or National but will be excluded from any voting committees to include awards when it involves that individual’s council.

**ARTICLE V**

**MEETINGS AND ELECTIONS**

a. General membership meetings will be held at least quarterly and will be open to any active or inactive CGO at the base or installation.

b. An annual meeting will be held for the election of officers. Procedures for nominations and the elections are outlined in Article 2 of the Bylaws.

c. There is no official quorum set for official meetings. The presiding officer will not have to vote except in case of a tie.

**ARTICLE VI**

**EXECUTIVE BOARD/COUNCIL/OFFICER ADDED** **REQUIREMENTS**

a. The President shall be responsible for ensuring the council’s constitution and bylaws are reviewed annually (during the month of January) and are consistent with Air Force or Space Force policies and supraorganization CGOC directives and guidance as amended. If there is a change in the purpose of this organization, the bylaws must be amended IAW Article XI.

b. The President andTreasurer (cannot be the same person) shall establish a system to protect council assets and ensure the liabilities do not exceed its income.

c. Members do not have proprietary rights in the council’s assets, and income will not accrue to individuals except through wages or salaries for employees of that private organization.

d. The Secretary will forward one copy of all official minutes to the council, and the Treasurer will forward one copy of all financial reports to the [Chief, Resource Management Flight, Xth Force Support Squadron (X FSS)], if required by base leadership or policies.

e. Liability insurance providing coverage against personal injury and property damage and indemnifying the U.S. Government and [BASE] will be purchased unless a waiver of insurance signed by the installation commander is appended hereto. Regardless of any waiver so attached, insurance will be purchased whenever a special event is scheduled, which may increase the liability risk of the organization or installation.

f. The President will ensure that all members are aware that financial liability incurred by the organization may ultimately result in individuals’ personal financial responsibility if the fund fails to discharge its obligations, even though the fund may have been redesignated or dissolved.

**ARTICLE VII**

**ADVISOR**

a. A commissioned officer in the grade of O-5 or O-6 and selected by the Executive Board will serve as the advisor to the CGOC at the behest of the Executive Board. The advisor is a non-voting ex officio member of the CGOC.

b. The duties of the advisor are outlined in Article 1 of the CGOC’s Bylaws*.*

**ARTICLE VIII**

**FINANCES**

a. The Executive Board will hire an accountant to conduct an audit when annual gross revenues are $100,000 but less than $250,000; a Certified Public Accountant will be appointed if annual gross revenues are equal to or exceed $250,000 (or other amounts as updated periodically in AFI 34-223). The private organization pays for this service to the CPA.

b. All funds will be deposited in the [BANK ACCOUNT] and a financial statement will be reported and recorded in the official minutes of meetings on a timely basis.

c. All expenditures will be made by check. Exceptions will be for petty cash requirements of less than $100, in which a signed memorandum for record of the cash transfer will be filed.

d. The CGOC shall be financed primarily through fundraising events, service charges, donations, etc. All fundraisers will be approved in accordance with AFI 34-223.

e. The CGOC will not engage in activities that compete with those of any Services, NAFI, or Air Force Exchange operation on an installation, except as provided in AFI 34-223*.*

f. The CGOC will not engage in on-base resale activities (including bake sales, car washes, etc.) unless specific written authorization is obtained in accordance with AFI 34-223.

g. Any expenditures of $100 or more will be voted on by the Executive Board by a simple majority vote.

h. The CGOC will comply with all local, state, and federal laws.

**ARTICLE IX**

**DISSOLUTION CLAUSE**

DISSOLUTION: Upon dissolution, the private organization’s officers must notify [Chief, Resource Management Flight, Xth Force Support Squadron (X FSS)] of their intent to dissolve the private organization and prepare a time-phased action plan to do so. The officers shall, after paying or making provision for the payment of all the liabilities of the CGOC, dispose of all the assets of the CGOC in such manner, or to such organization or organizations which shall qualify as an exempt organization or organizations under the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law (hereinafter referred to as the “Code”). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction upon suitable proceedings brought for the purpose exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for tax-exempt purposes. The base CGOC will inform the parent CGOC body for the purpose of restarting the council.

(Note: The IRS may be reluctant to extend tax-exempt status unless the dissolution clause clearly limits distribution of residual assets to another tax-exempt organization.)

# **ARTICLE X**

**SUPRAORGANIZATIONS**

The base CGOC shall operate in accordance with directives and guidance from its supraorganizations within the Company Grade Officers’ Council structure. The parent bodies for this council are in order the [DIVISION (if applicable)], [Region], and National CGOC, colloquially known as the Air Force CGOC or HAF CGOC. The Executive Board of the base CGOC will provide officer roster updates, submit quarterly activity reports in accordance with the most recent guidance, and attend applicable meetings.

# **ARTICLE XI**

**AMENDMENTS AND BYLAWS**

a. Amendments to this Constitution may be submitted by any CGO in good standing by submitting the request to the Executive Board. At the earliest possible date, the proposed amendment will be presented at a general membership meeting. The amendment must obtain a two-thirds supermajority vote by the participating general membership to be presented by the Executive Board to the Region CGOC for concurrence and approval. If approved by the Region CGOC, the amended Constitution will be presented to the applicable [BASE ENTITIES] for record and adoption.

b. The Bylaws are secondary principles that govern the internal and external affairs of the base CGOC as an expansion of the articles of the Constitution. They shall not contradict provisions in the Constitution, and if they do, then the terms of the Constitution shall govern.

c. Amendments to the Bylaws may be submitted by any CGO in good standing by submitting the request to the Executive Board. At the earliest possible date, the proposed amendment will be presented at an Executive Board meeting. The amendment must obtain a simple majority vote by the Executive Board for approval. A two-thirds supermajority vote by the participating general membership may also approve the amendment and overrule a simple majority vote by the Executive Board. A unanimous vote by the Executive Board will overrule that in turn. The amended Bylaws will be presented to the applicable [BASE ENTITIES] for record and adoption.

# **ARTICLE XII**

**INSURANCE**

The CGOC will maintain the type and amount of insurance determined to be necessary by the Installation Commander, [BASE], [STATE or OVERSEAS LOCATION].

This constitution is submitted for approval by [BASE] Company Grade Officers’ Council:

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CGOC President (Date)

RECOMMEND APPROVAL / DISAPPROVAL

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[Chief, Resource Management Flight] (Date)

[Xth Force Support Squadron]

**BYLAWS OF**

**[BASE] COMPANY GRADE OFFICERS’ COUNCIL**

**ARTICLE 1**

**DUTIES OF OFFICERS**

Section 1: It shall be the duty of all officers to ensure the organization and its members comply with AFI 34-223 and all other directives affecting the operation of the Organization. The Executive Board is composed of all elected and select appointed officers of the organization to include President, Vice President, Secretary, Treasurer, Professional Development Chair, Community Service Chair, Social Chair, Fundraising Chair, Recruitment Chair, and other appointed officers elevated to the Executive Board.

Section 2: The President shall preside at all meetings of the membership and the Executive Board, appoint the members of each special committee established by the Executive Board, and perform such general functions that may be necessary. The President will submit the CGOC’s Constitution and Bylaws to [BASE ENTITY] for annual review, during the month of January or as changes occur. The President and/or an appointed Social Media Chair or Public Affairs Chair will manage the CGOC social media accounts and other structures such as a CGOC Sharepoint. The President shall represent the base CGOC to supraorganization CGOCs, to include the Division (if applicable), Region, and National CGOC, and to outside agencies and the service at-large.

Section 3: The Vice President shall assist the President in an advisory capacity and oversee the various committee chairpersons. The Vice President will represent the base CGOC to the supraorganization CGOCs in the President’s absence.

Section 4: The Secretary shall record the minutes of all general membership and Executive Board meetings, notify all members of the meetings as required, and have custody of all CGOC records. The Secretary will check the CGOC Postal Office Box at least quarterly (if applicable). The Secretary shall submit the CGOC’s official meeting minutes to [BASE ENTITY], if required or requested by the base. The Secretary shall aggregate the data for the base CGOC from the applicable officers to fill the Quarterly Activity Report (QAR) as provided by the National CGOC and submit (or provide to the President for submission) to the next supraorganization CGOC body on-time.

Section 5: The Treasurer will oversee all financial needs of the CGOC. The Treasurer will maintain access to the CGOC’s bank account and Postal Office accounts and will develop a master budget for the current term within 45 days of taking office. The Treasurer will ensure annual taxes are filed NLT 15 April of every year and the Tax ID number is renewed every year with the IRS and state Secretary of State (if applicable). The Treasurer is required to prepare and use budgets as a financial management tool. The budgets should be presented to the officers and governing board for review. The Treasurer shall submit the CGOC’s monthly bank statements to [BASE ENTITY].

Section 6: The Professional Development Chair will oversee and organize all events in relation to the professional development of the CGOC members or others on-base and will attend the related base meetings such as total force development council events in the absence of the President or Vice President.

Section 7: The Community Service Chair will oversee and organize all events in relation to the local community and volunteer service.

Section 8: The Social Chair will oversee and organize all social events for the CGOC to improve esprit de corps.

Section 9: The Fundraising Chair will oversee and organize fundraising events that directly fund the CGOC.

Section 10: The Recruitment Chair will oversee and organize events that promote the CGOC and encourage CGOs to become active with the CGOC. The Recruitment Chair will also be the owner of the CGOC distro email and will update the distro list quarterly from the CGO rosters received from FSS.

Section 11: The Advisor is a field grade officer as defined in the Constitution Article II who provides guidance and advice to the CGOC and assists with its awards process or other agreed-upon tasks.

**ARTICLE 2**

**ELECTIONS, VOTING, AND DISMISSAL**

Section 1: The officers shall be elected at a General Meeting, Special Meeting, or by using online polling references (e.g., Outlook) called for that purpose, through an affirmative vote by simple majority of the participating general membership. The notice of the meeting or online polling will be posted at least 15 duty days prior to the election. The election will be held for all elected positions in January and may be delayed by the Executive Board until an allowable number of nominees are gathered.

Section 2: Nominees for the CGOC Executive Board will be nominated with an “Intent to Run” form. The “Intent to Run” forms will be filled out by position. All received forms will be submitted to the general membership and subsequently voted upon IAW Section 1. The nominee with the most votes shall win. If there is only one nominee for a position, then no vote will be held and the nominee will win the position. The Executive Board may choose for a combined President / Vice President vote where the second most voted nominee (first runner-up) becomes the Vice President.

Section 3: President and Vice President must be elected positions, and all remaining officer positions listed in Bylaws Article 1 are encouraged to be elected. An Executive Board must have at least a President and Vice President.

Section 4: An elected officer on the Executive Board may be removed a) by a two-thirds supermajority of the Executive Board by virtue of disciplinary proceedings or adverse action of any form under the Uniform Code of Military Justice or b) by a simple majority in a special election of the general membership. An elected officer on the Executive Board shall be automatically removed by virtue of a) unanimous dismissal by the elected members of the Executive Board (excluding the member in question), or b) no longer meeting the qualifications for membership as set in the Constitution (e.g., promotion to Major).

Section 5: An appointed officer on the Executive Board may be dismissed by the President or Vice President at his or her behest. The President may refill the position at his or her behest until the next election cycle.

Section 6: Resignation or removal of the President will result in the Vice President filling the role in the interim until a) special election by the general membership, b) general election, or c) unanimous approval by the elected members of the Executive Board.

Section 7: Resignation or removal of the Vice President will result in a) the President selecting another elected officer to fill the seat until the next general election or b) special election by the general membership.

Section 8: Resignation or removal of other elected or appointed positions will result in a) the President appointing an officer until the next general election.

Section 9: An elected officer cannot be nominated for a role after serving two years in that role consecutively.

**ARTICLE 3**

**DUES OR FEES**

Section 1: No member will be assessed a membership fee at any time. Contributions to the CGOC, however, will be permitted and accepted.

**ARTICLE 4**

**COMMITTEES**

Section 1: There shall be standing or special committees as determined by the Executive Board.

Section 2: All committees shall consist of a Chair and other officers appointed by the Executive Board or the Chair.

Section 3: Only the Chair of a standing committee specified in Article 2 is a voting member of the Executive Board.

**ARTICLE 5**

**FINANCES AND TAXES**

Section 1: The Treasurer will maintain detailed records of all the organization’s income and expenses. Per AFI 34-223, the Treasurer will prepare and send a financial statement to [BASE ENTITY] annually as of 31 January.

Section 2: The Treasurer will prepare a monthly financial statement and submit it to the Executive Board for review.

**ARTICLE 6**

**INSURANCE COVERAGE**

Section 1: The CGOC agrees to hold harmless and indemnify the United States, Department of Defense, and any of its agents or sub-units for claims arising from any of the organization’s activities.

Section 2: The CGOC conducts only low-risk events/activities (e.g., fundraisers and parties) and will request an insurance waiver from the Installation Commander for activities requiring one. Insurance will be purchased for any one-time high-risk event/activity.

###### ARTICLE 7

**AWARDS/GIFTS**

Section 1: The CGOC Leader of the Quarter (or Year) will be selected by the CGOC President with concurrence by a majority of the Executive Board. The winner for the council will be submitted on the QAR with a narrative or bullets detailing what the CGOC member accomplished regarding the council, base, service, and community. The council will be informed if the member wins at the higher CGOC levels.

Section 2: In the event of death of a member, member’s spouse, or children, the organization may provide flowers for the funeral or a similar gift.

Section 3: The organization will comply with Air Force and ethical regulations governing giving and receiving gifts.

###### ARTICLE 8

**SUPRAORGANIZATIONS**

Section 1: The President is responsible for attending meetings set by the Division (if applicable), Region, or National CGOC. In the President’s absence, the Vice President or a designated representative will be sent.

Section 2: The President is responsible for updating the Division (if applicable) and Region CGOC with officer changes to the base CGOC within 7 days of an election.

Section 3: The President is responsible for the on-time submission of Quarterly Activity Reports (QARs) or as required by National CGOC guidance with the most recent form.

# CERTIFICATION OF BYLAWS

I certify these Bylaws were approved in accordance with Article XI of the Constitution at our meeting held on *\_\_(Date)\_\_.*

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*(Typed name and signature of CGOC President)*