

AFA Veteran Benefits Association

CONSTITUTION

Approved by the Board of Directors 09/22/07

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CONSTITUTION
AFA VETERAN BENEFITS ASSOCIATION
Approved by the Board of Directors 09/22/07

ARTICLE I.

NAME. The name of this Association shall be "AFA Veteran Benefits Association."

ARTICLE II.

OBJECTIVES. The AFA Veteran Benefits Association (AFAVBA) is an affiliate of the Air Force Association (AFA). It strives to support veterans by advocating and supporting veterans' issues and by providing veteran benefits.

ARTICLE III.

LIMITS. The AFA Veteran Benefits Association shall be civilian and shall not be used for the dissemination of partisan principles nor for the promotion of the candidacy of any person seeking office or preferment nor for any other personal or commercial gain. The AFA Veteran Benefits Association shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(19) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon dissolution of the AFA Veteran Benefits Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(19) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV.

MEMBERSHIP AND NON-MEMBER ASSOCIATE STATUS.

Section 1. Membership Eligibility. Any person meeting eligibility criteria as defined below may be members of AFAVBA. Any AFA member meeting eligibility criteria as defined below shall automatically become a member of AFAVBA. Additionally, any person serving as an Officer or member of the Board of Directors of AFA shall be deemed a member of AFAVBA.

A. Membership Categories.

(1) Any person who is serving or has honorably served on active duty with the Armed Forces of the United States or who is serving or has served honorably as a member of the Guard or Reserve of the Armed Forces of the United States.

(2) Any person who is a spouse, widow, widower, ancestor or lineal descendant of persons defined in Section 1A(1) above or enrolled as a Cadet at a United States Service Academy, an Officer Trainee, or an ROTC Cadet at a college or university so long as these members do not exceed the Congressionally authorized limit of twenty-five percent (25%) of the total membership.

(3) Any person who is not eligible for membership under any of the above categories may become a member upon request so long as these members do not exceed the Congressionally authorized limit of two and one half percent (2.5%) of the total membership.

B. Non-Member Associates Status.

If from time to time the above member categories have reached their Congressionally authorized membership percentages these individuals will be recognized as non-member associates of AFA Veterans Benefit Association. These individuals support the objectives of AFA Veterans Benefit Association but are ineligible to join as members. An annual associate fee will be established by the AFAVBA Board of Directors.

Section 2. Dues. Members of AFAVBA shall pay dues. Member dues shall be established by the AFAVBA Board of Directors.

ARTICLE V FINANCES

Section 1. Financial Responsibility. The AFAVBA Board of Directors shall be responsible for the financial affairs of the AFA Veteran Benefits Association as administered by the Treasurer (or Secretary-Treasurer, when formed).

Section 2. Fiscal and Operating Years. The Fiscal Year of the AFA Veteran Benefits Association shall be January 1 to December 31. The Operating Year shall be October 1 to September 30.

Section 3. Financial Audit. The accounts of the AFA Veteran Benefits Association shall be audited annually by a Certified Public Accounting firm which shall be recommended by the Audit Committee and approved by the AFAVBA Board of Directors. Audit reports shall be provided to each member of the AFAVBA Board of Directors.

ARTICLE VI ORGANIZATION

Section 1. Governance. The AFA Veteran Benefits Association is governed by Officers and a Board of Directors. The Officers and Board of Directors shall be the same individuals as those serving in like capacities in the Air Force Association.

Section 2. Accountability to Membership. Any member of this AFA Veteran Benefits Association shall be entitled to petition the AFAVBA Board for hearing of any issue by submitting such petition in written form to the AFA Veteran Benefits Association Secretary (or Secretary-Treasurer, when formed). If in the judgment of the Chairman of the Board the issue merits Board consideration, the issue will be added to the agenda of the next scheduled Board meeting providing at least thirty (30) days advance notice of the addition to the agenda. The petitioner will be afforded the opportunity to present argument on the matter not to exceed fifteen (15) minutes in duration. If satisfactory resolution cannot be obtained in this manner, members may avail themselves of the

resolutions process as defined in the governing documents of the Air Force Association, clearly specifying the proposal as an: “AFAVBA Resolution.”

ARTICLE VII

NATIONAL OFFICERS

Section 1. Elected Officers. The elected national officers of the AFA Veteran Benefits Association shall be those as specified in the governing documents of the Air Force Association. They shall be elected as specified in those governing documents and will perform analogous roles in the governance of the AFA Veteran Benefits Association.

Section 2. President. The President of the Air Force Association shall also serve as the President of the AFAVBA with duties and responsibilities as defined by this document and by the AFAVBA Board of Directors. The President shall be known as the President and Chief Executive Officer (CEO).

Section 3. Vacancies. In case of a vacancy in any office of the AFA Veteran Benefits Association, the duties of that office shall be assumed by the other remaining officers until such time as a replacement is selected as specified in the governing documents of the Air Force Association.

ARTICLE VIII

DUTIES OF NATIONAL OFFICERS

Section 1. Chairman of the Board. The Chairman of the AFAVBA Board of Directors shall: exercise the powers and perform the duties assigned the office by the AFAVBA Constitution; serve as the principal representative of the AFA Veteran Benefits Association in all matters, particularly in the articulation of its established policies and objectives; guide the policy, philosophy, and overall direction of the AFA Veteran Benefits Association within the mandates of the Constitution, the Board of Directors and the Executive Committee; ensure that the will of the membership as a whole, within said mandates, is faithfully reflected in the management and operation of the AFA Veteran Benefits Association; preside at meetings of the Board; serve as Chairman of the Executive Committee; appoint members of committees of the Board; and serve as a nonvoting member of committees of the Board except as otherwise provided in the Constitution.

Section 2. Vice Chairman of the Board for Field Operations (VCoB-FO). The (VCoB-FO) shall: exercise the powers and perform the duties assigned the office by the AFAVBA Constitution; preside at Board and Executive Committee meetings in the absence of the Chairman of the Board; and serve as a nonvoting member of those committees and councils for which jurisdiction exists unless otherwise provided in the Constitution.

Section 3. Vice Chairman of the Board for Aerospace Education (VCoB-AE). The (VCoB-AE) shall: exercise the powers and perform the duties assigned the office by the AFAVBA Constitution; articulate the Association’s established policies and objectives; preside at AFAVBA Board and Executive Committee meetings in the absence of the

Chairman and Vice Chairman of the Board for Field Operations; and serve as a nonvoting member of those committees and councils for which appointment authority exists unless otherwise provided in the AFAVBA Constitution.

Section 4. Secretary. The Secretary shall exercise the powers and perform the duties assigned the office by the AFAVBA Constitution, the Chairman of the Board, or the AFAVBA Board of Directors and ensure the preparation and timely dissemination of accurate and substantive records of the proceedings of the AFA Veteran Benefits Association. Commencing with the 2009-2010 operating year, the offices of Secretary and Treasurer shall be combined to a single office of Secretary-Treasurer, and all powers and duties described in governing documents for the Treasurer shall also pertain to the Secretary-Treasurer.

Section 5. Treasurer. The Treasurer shall: exercise the powers and perform the duties assigned the office by the AFAVBA Constitution; direct the financial affairs of the Association subject to the approval of the AFAVBA Board of Directors, Executive Committee, and Finance Committee; and serve as Chairman of the Finance Committee. Commencing with the 2009-2010 operating year, the offices of Secretary and Treasurer shall be combined to a single office of Secretary-Treasurer, and all powers and duties described in governing documents for the Treasurer shall also pertain to the Secretary-Treasurer.

Section 6. President. The President shall exercise the powers and perform the duties assigned the office by the AFAVBA Constitution and be responsible to the Chairman of the Board and AFAVBA Board of Directors for the competent discharge of duties and for the management and operations of the AFA Veteran Benefits Association and the Air Force Association.

ARTICLE IX

BOARD OF DIRECTORS

Section 1. Membership. The AFAVBA Board of Directors shall consist of those individuals elected or appointed to govern the Air Force Association as specified in the Air Force Association's governing documents.

Section 2. Vacancies. In case of a vacancy among the elected or appointed AFAVBA Directors, for any cause, the position shall be filled as defined in the Air Force Association's governing documents.

Section 5. Attendance at Meetings of the AFAVBA Board of Directors. Attendance of voting Directors at AFAVBA Board meetings is required unless excused by the Chairman of the Board.

ARTICLE X

DUTIES OF AFAVBA BOARD OF DIRECTORS

Section 1. Duties. The Board of Directors shall: exercise the authority and perform the duties assigned by the Constitution; be responsible for the general management of the affairs of the AFA Veteran Benefits Association; and keep a record of its proceedings which shall be maintained at AFA Veteran Benefits Association headquarters and open to inspection by the members of the AFAVBA Board upon reasonable request. The AFAVBA Board of Directors may make such regulations as it deems appropriate for proper management of the AFA Veteran Benefits Association.

Section 2. Meetings. The AFAVBA Board of Directors shall meet at such times and places as designated by the Chairman of the Board provided that thirty (30) days written notice has been given to all members of the AFAVBA Board of Directors. The Secretary (or Secretary-Treasurer) shall call a special meeting upon the written request of the Chairman of the Board or at least one third (1/3) of the voting members of the Board. The Chairman of the Board, or in his absence, the Vice Chairman of the Board for Field Operations, shall preside at all meetings of the Board of Directors.

Section 3. Quorum. A majority of the voting members shall constitute a quorum of the AFAVBA Board of Directors. Absent members of the AFAVBA Board of Directors shall be counted as present at special meetings, but only as to those matters with respect to which the vote, in writing, of such absent members, is received by the Secretary (or Secretary-Treasurer) prior to the meeting.

Section 4. Voting. A majority vote of those present and voting shall constitute a decision by the AFAVBA Board of Directors unless otherwise provided.

ARTICLE XI

EXECUTIVE COMMITTEE

Section 1. Membership. The AFAVBA Board of Directors, between meetings, shall act through an Executive Committee which shall consist of those individuals assigned to the Air Force Association Executive Committee as specified in the Air Force Association's governing documents. The President shall be a nonvoting member of the Executive Committee.

Section 2. Meetings. The Committee shall meet at the call of the Chairman of the Board or any three (3) of its voting members.

Section 3. Voting. Decisions of the Committee shall be by a majority vote and shall be subject to amendment or ratification by the AFAVBA Board of Directors. The Committee may act through a majority vote achieved by correspondence or electronic communications.

ARTICLE XII COMMITTEES

Section 1. Standing Committees. The membership of committees shall consist of those individuals assigned to the Air Force Association Standing Committees as specified in the Air Force Association's governing documents. Specifically, the Finance and Audit Committees of the Air Force Association will perform analogous roles for AFAVBA and follow the procedures specified in the Air Force Association's governing documents.

Section 2. Meetings. Each committee shall hold meetings at such times and places as may be specified after due notice to its members by the appointing authority.

Section 3. Reports. Each committee shall provide a written record of its proceedings to the appointing authority, and a copy will be maintained at AFA Veteran Benefits Association headquarters.

Section 4. Responsibilities. Each committee shall be charged with the responsibilities assigned to it by the appointing authority.

Section 5. Appropriations. No committee shall have authority to incur any indebtedness or pecuniary obligation for which the AFA Veteran Benefits Association shall be responsible except when previously authorized by the appointing authority.

Section 6. Removal. A member of a committee or council may be removed by the appointing authority.

Section 7. Ad Hoc Committees. Committees may be created for a specific purpose by the Chairman of the Board or the AFAVBA Board of Directors. The creating authority shall determine the membership, responsibilities, and specify meetings for such committees or councils and may dissolve any committee or council when appropriate.

ARTICLE XIII DISCIPLINE

Section 1. Officers and Directors. Any Officer or Director of the AFA Veteran Benefits Association may be removed from office for inability to carry out the duties of the office, for misconduct or any other action or behavior which reflects discredit on the AFA Veteran Benefits Association.

Section 2. Procedures. The definitions, rules, and procedures governing removal from office of AFA Veteran Benefits Association Officers or Directors shall be governed by the provisions of the Air Force Association's governing documents.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Newly Revised* shall govern the AFA Veteran Benefits Association in all cases to which they are applicable and in which they are not inconsistent with the Constitution and any special rules of order the AFA Veteran Benefits Association may adopt.

ARTICLE XV

AMENDMENT OF CONSTITUTION

This Constitution may be amended by a two-thirds (2/3) vote of the AFAVBA Board of Directors or through the resolutions process as specified in the Air Force Association's governing documents. Administrative and non-substantive changes may be made by the President and the Executive Committee will be informed of specific changes.