

**Air Force Memorial Foundation (AFMF)
CONSTITUTION
Approved by the AFA Board of Directors 09/13/2008**

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PREAMBLE

The Air Force Memorial Foundation (AFMF) was formed as an independent organization in January 1992 to “establish a Memorial to the men and women who serve and have served in the United States Air Force and its predecessors.” With the completion of the stunning Memorial, the acceptance of the Memorial by the President of the United States “on behalf of the American people” on 14 October 2006, and the transfer of possession of the Memorial to the U.S. Government in April 2007, the original purpose of the AFMF has been fulfilled, but the need for an organization to provide continuing oversight and stewardship of the Memorial remains. By the decision of the AFMF Board of Trustees in April 2007, governance of the AFMF nonprofit corporation was transferred to the Board of Directors of the Air Force Association to continue to act as the steward for this national treasure.

**ARTICLE I
NAME**

The name of this organization shall be “Air Force Memorial Foundation (AFMF),” hereinafter referred to as “the Foundation.”

**ARTICLE II
OBJECTIVES**

The Foundation is an affiliate of the Air Force Association (AFA). It strives to provide continuing stewardship of the Air Force Memorial, which is compatible with the Air Force Association’s mission to educate the members and the public at large as to what the men and women of the Air Force contribute to the security of free people and the betterment of mankind.

**ARTICLE III
LIMITS**

The Foundation shall be civilian and shall not be used for the dissemination of partisan principles or for the promotion of the candidacy of any person seeking office or preferment nor for any other personal or commercial gain. The Foundation 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)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV FINANCES

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

Section 2 - Fiscal and Operating Years. The Fiscal Year of the Foundation 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 Foundation shall be audited annually by a Certified Public Accounting firm which shall be recommended by the Audit Committee and approved by the Board of Directors. Audit reports shall be provided to each member of the Board of Directors.

ARTICLE V ORGANIZATION

Section 1 - Governance. The Foundation 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 (AFA) as voting members of the AFA Board of Directors.

Section 2 - Advisory Committee. The Chairman of the Board of the Air Force Association shall appoint no more than seven (7) individuals who support the goals of AFMF to an advisory committee to formally advise the Board on the management and stewardship of the Air Force Memorial. The Air Force Memorial Advisory Committee (AFMAC) shall adhere to procedures and standards of any other AFA standing committee and shall be considered a committee of the Board of Directors, with the sole exception that chairmanship or membership on the committee is not restricted to voting members of the Board of Directors.

ARTICLE VI NATIONAL OFFICERS

Section 1 - Elected Officers. The elected national officers of the Foundation 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 Foundation. Irrespective of any office title or assigned duties, all officers shall act in a manner consistent with the enduring stewardship of the Air Force Memorial.

Section 2 - President. The President of the Air Force Association shall also serve as the President of the Foundation with duties and responsibilities as defined by this document and by the Board of Directors.

Section 3 - Vacancies. In case of a vacancy in any office of the Foundation, 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 VII
DUTIES OF NATIONAL OFFICERS**

Section 1 - Chairman of the Board. The Chairman of the Board of Directors shall: exercise the powers and perform the duties assigned the office by the Constitution; serve as the principal representative of the Foundation in all matters, particularly in the articulation of its established policies and objectives; guide the policy, philosophy, and overall direction of the Foundation within the mandates of the Constitution, the Board of Directors, and the Executive Committee; 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 preside at Board and Executive Committee meetings in the absence of the Chairman of the Board.

Section 3 - Vice Chairman of the Board for Aerospace Education (VCoB-AE). The (VCoB-AE) shall preside at Board and Executive Committee meetings in the absence of the Chairman and Vice Chairman of the Board for Field Operations.

Section 4 - Secretary. The Secretary shall exercise the powers and perform the duties assigned the office by the Constitution, the Chairman of the Board, or the Board of Directors and ensure the preparation and timely dissemination of accurate and substantive records of the proceedings of the Foundation. 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 Secretary 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 Constitution; direct the financial affairs of the Foundation subject to the approval of the 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 Constitution and be responsible to the Chairman of the Board and Board of Directors for the competent discharge of duties and for the management and operations of the Foundation. The President shall be known as the President and Chief Executive Officer (CEO) of the Foundation.

**ARTICLE VIII
BOARD OF DIRECTORS**

Section 1 - Membership. The Board of Directors shall consist of those individuals elected or appointed as voting members to the Board of Directors of 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 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 Board of Directors. Attendance of voting Directors at Board meetings is required unless excused by the Chairman of the Board.

**ARTICLE IX
DUTIES OF 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 Foundation; and keep a record of its proceedings which shall be maintained at Foundation headquarters and open to inspection by the members of the Board upon reasonable request. The Board of Directors may make such regulations as it deems appropriate for proper management of the Foundation.

Section 2 - Meetings. The 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 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 Board of Directors. Absent members of the 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 Board of Directors unless otherwise provided.

**ARTICLE X
EXECUTIVE COMMITTEE**

Section 1 - Membership. The 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 Executive 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 Executive Committee shall be by a majority vote and shall be subject to amendment or ratification by the Board of Directors. The Executive Committee may act through a majority vote achieved by correspondence or electronic communications.

ARTICLE XI 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, with the exception of the Air Force Memorial Advisory Committee (AFMAC), which shall be a separately constituted entity as specified in Article V above. The Finance and Audit Committees of the Air Force Association will perform analogous roles for Foundation and follow the procedures specified in the Air Force Association's governing documents.

Section 2 - Ad Hoc Committees. Committees may be created for a specific purpose by the Chairman of the Board or the 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 XII DISCIPLINE

Section 1 - Officers and Directors. Any Officer or Director of the Foundation 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 Foundation.

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

ARTICLE XIII PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Newly Revised* shall govern the Foundation 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 Foundation may adopt.

ARTICLE XIV AMENDMENT OF CONSTITUTION

This Constitution may be amended by a two-thirds (2/3) vote of the Board of Directors.