

CONSTITUTION

Approved by the Convention Delegates 09/23/07
Changes Approved by Board of Directors 02-28-09
Ratified by the Delegates on 09/13/09

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AIR FORCE ASSOCIATION

ARTICLE I

NAME

The name of this Association shall be "Air Force Association."

ARTICLE II

OBJECTIVES

The Association provides an organization through which we, as free people, may unite: to advocate for and support the men and women of the United States Air Force; to address the defense responsibilities of our nation imposed by the many advances in aerospace technology that have been and will continue to be made; to educate the members and the public at large as to what those men and women and technology contribute to the security of free people and the betterment of mankind; and to advocate and support military preparedness of the United States and its allies in order to adequately maintain the security of the United States and the free world.

ARTICLE III

LIMITS

The 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 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)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon dissolution of the Association, 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

MEMBERSHIP

Section 1. Eligibility. Any person who supports the objectives of the Association may become a member upon payment of appropriate dues and compliance with the limitations as set forth in this document and other governing documents.

Section 2. Dues. Membership dues shall be paid in such amounts as shall be determined by a two-thirds (2/3) vote of the delegates at a National Convention or by a two-thirds (2/3) vote of the Board of Directors, provided that any change in dues made by the Board of Directors shall be subject to amendment or ratification by the delegates at the following National Convention.

ARTICLE V FINANCES

Section 1. Financial Responsibility. The Board of Directors shall be responsible for the financial affairs of the Association as administered by the Treasurer.

Section 2. Fiscal and Operating Years. The Fiscal Year of the 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 Association 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 VI ORGANIZATION

Section 1. Governance. The Association is governed by its National Convention body, which passes its authority to an elected Board of Directors for required actions between National Conventions. An Executive Committee acts as an extension of the Board, performing such business as required between meetings of the Board of Directors. The Association shall be further organized into Regions, State Organizations, and Chapters. The officers and board of the Association shall also act as the sole governing bodies for the Association's affiliates: the AFA Veteran Benefits Association (FAVBA) and the Air Force Memorial Foundation (AFMF).

Section 2. Limitations. Regions, State Organizations, and Chapters shall not enter into any agreements, leases, or other commitments the direct or indirect effect of which shall be legally to obligate or constrain the Association without the prior written approval of the Vice Chairman of the Board for Field Operations. They shall not engage in any activity contrary to, or inconsistent with, the objectives or policies of the Association.

Section 3. Regions and Geographic Areas. Regions and geographic areas shall be formed by the Board of Directors.

Section 4. State Organizations.

A. Charters. Organizations may be chartered above Chapter level in each state, in the District of Columbia, and in territories or possessions. The governing documents of such organizations shall not be inconsistent with the Constitution of the Association and shall be subject to periodic review by the Association staff.

B. Membership. A member of this Association shall be deemed to be a member of the respective state within which the member's chosen chapter affiliation or official mailing address is located and as registered with Association headquarters.

No member may hold office, elected or appointed, or vote in any State Organization unless the member belongs to a Chapter located within such state.

Section 5. Chapters.

A. Charters.

(1) Applications for charters will be made to the Vice Chairman of the Board for Field Operations through the President of the State Organization and the President of the Region. If no State Organization exists, application will be made directly through the President of the Region. Applications for charters in territories, possessions, or other countries will be submitted directly to the Vice Chairman of the Board for Field Operations.

(2) Chapter governing documents shall not be inconsistent with the governing documents of the Association and its State Organization and shall be subject to periodic review by the Association staff.

B. Membership.

(1) A member of the Association shall be deemed to be a member of a particular Chapter by virtue of automatic affiliation or when the member applies for membership in that Chapter.

(2) Members may affiliate with a Chapter of their choice or choose not to affiliate with any Chapter. No person may be a member of more than one Chapter. No person may join a Chapter without first becoming a member of the Association.

ARTICLE VII

NATIONAL OFFICERS

Section 1. Elected Officers. The elected officers of the Association shall be a Chairman of the Board of Directors, a Vice Chairman of the Board for Field Operations (VCoB-FO), a Vice Chairman of the Board for Aerospace Education (VCoB-AE), a Secretary, and a Treasurer. They shall be elected at the National Convention of the Association for terms of one (1) year. Should a National Convention be cancelled, elections shall be authorized as defined in the Operations and Procedures Manual. Officers shall serve until the adjournment of the succeeding National Convention following their election and until their successors take office. No person may be elected to the office of Chairman of the Board, Vice Chairman of the Board for Field Operations or Secretary for more than two (2) consecutive terms. No person may be elected to the office of Vice Chairman of the Board for Aerospace Education for more than three (3) consecutive terms. No person may be elected to the office of Treasurer for more than four (4) consecutive terms.

Section 2. Appointed Officers.

A. Chaplain. The Chaplain shall be appointed by the Chairman of the Board and confirmed by the Board of Directors and shall be an ordained clergyman and a member of the Association.

B. President. The Executive Committee, with the approval of the Board of Directors, shall employ a President to serve under contract for one (1) to five (5) years. The contract may be renewed or terminated by the Executive Committee.

Section 3. Vacancies. In case of a vacancy in the offices of either Chairman of the Board, Vice Chairman of the Board for Field Operations, or Vice Chairman of the Board for Aerospace Education, the duties of the one shall be assumed by the other two remaining officers until such time as the Board of Directors elects a replacement by majority vote, which may be achieved by correspondence or electronic communications. A vacancy in the office of Secretary or Treasurer shall be filled by appointment of the Chairman with approval of the Executive Committee.

ARTICLE VIII

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 and the Operations and Procedures Manual; serve as the principal representative of the Association in all matters, particularly in the articulation of its established policies and objectives; guide the policy, philosophy, and overall direction of the Association within the mandates of the Constitution and the Operations and Procedures Manual, the National Convention, 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 Association; preside at the National Convention; 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 Constitution and the Operations and Procedures Manual; serve as Chairman of the Field Council to guide overall direction of the Association field activities; articulate the Association's established policies and objectives; conduct the business sessions of the National Convention; preside at the National Convention, 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 appointment authority 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 Constitution and the Operations and Procedures Manual; serve as Chairman of the Aerospace Education Council to guide overall direction of the Association's educational mission; articulate the Association's established policies and objectives; preside at the National Convention, Board, and Executive

Committee meetings in the absence of the Chairman of the Board and VCoB-FO; and serve as a nonvoting member of those committees and councils for which jurisdiction exists unless otherwise provided in the Constitution.

Section 4. Secretary. The Secretary shall exercise the powers and perform the duties assigned the office by the Constitution and the Operations and Procedures Manual, the Chairman, or the Board of Directors and ensure the preparation and timely dissemination of accurate and substantive records of the proceedings of the Association.

Section 5. Treasurer. The Treasurer shall: exercise the powers and perform the duties assigned the office by the Constitution and the Operations and Procedures Manual; direct the financial affairs of the Association subject to the approval of the Board of Directors, Executive Committee, and Finance Committee; and serve as Chairman of the Finance Committee.

Section 6. Chaplain. The Chaplain shall act as moral and spiritual counselor to the Chairman and Board of Directors and perform other duties assigned by the Chairman.

Section 7. President. The President shall exercise the powers and perform the duties assigned the office by the Constitution and the Operations and Procedures Manual and be responsible to the Chairman and Board of Directors for the competent discharge of duties and for the management and operations of the Association, the AFA Veteran Benefits Association, and the Air Force Memorial Foundation The President shall be known as the President and Chief Executive Officer (CEO).

ARTICLE IX NATIONAL CONVENTION

Section 1. Convention. An annual National Convention shall be held at a time and place fixed by the Board of Directors.

Section 2. Delegates.

A. Authorized Delegates. Each active chartered State Organization shall be entitled to one (1) delegate, one (1) additional delegate for each five hundred (500) of its members or fraction greater than 50% thereof, and one (1) additional delegate for each active chartered Chapter located within its boundaries. States, territories, possessions, or areas in other countries not having an active chartered State Organization shall be entitled to one (1) delegate for each active chartered Chapter located within their respective boundaries, and one (1) additional delegate for each five hundred (500) of its members, or fraction greater than 50% thereof. The provisions of this section shall apply only if such State Organization or Chapter shall have been chartered for at least thirty (30) days prior to the official opening of the National Convention.

B. Selection of Delegates. Delegates representing chartered State Organizations shall be selected in the manner prescribed by their governing documents. Delegates representing un-chartered areas shall be selected by the Chapter Presidents unless otherwise provided in the Chapter governing documents.

C. Appointed Delegates. In the event a State Organization shall be entitled to more delegates than those duly selected delegates who are present at the National Convention, the President of such State Organization, or his designee, shall appoint the additional delegates from among the members of the Association affiliated with a Chapter within the State. Only one (1) additional delegate from any one Chapter shall be appointed to provide the State Organization with the full number of delegates to which it is entitled unless there are an insufficient number of Chapters represented, in which case, the remaining delegates appointed may be members of any of the Chapters in the State who are present and registered for the Convention.

Section 3. Voting. Only members who have registered at the National Convention and are authorized delegates shall exercise the right of voting. Each delegate shall be entitled to one (1) vote in each election or on each question, resolution or motion presented to the Convention; provided additionally that in the elections of national officers and directors only, if a State Organization is entitled to more votes than are represented by the votes of those duly selected or appointed delegates who are present at the Convention, each of its attending delegates shall vote individually and the remaining votes shall be cast as a unit as determined by a majority of the attending delegates of the State Organization.

Section 4. Voting by Officers and Directors. The elected officers of the Association and all members of the Board of Directors shall be entitled to all the privileges of delegates to the National Convention, except that they shall not vote on any question or in any election unless they have been duly selected or appointed as delegates by their respective State Organizations.

ARTICLE X

BOARD OF DIRECTORS

Section 1. Membership. The Board of Directors shall consist of the following.

A. Voting Directors.

(1) The nine (9) directors elected at the National Convention of the Association for a term of three (3) years with one-third (1/3) being elected each year. Two (2) directors shall be elected on an at-large basis from across the Association and one (1) director shall be elected on a geographical basis each year. Geographical areas and order of election shall be as defined by the Board of Directors and reflected in the Operations and Procedures Manual. Should a National Convention be cancelled, elections shall be authorized as defined in the Operations and Procedures Manual.

(2) The elected national officers of the Association.

(3) The immediate past retired Air Force Chairman or Vice Chairman of the Joint Chiefs of Staff, the immediate past retired Chief of Staff of the United States Air Force, and the immediate past retired Chief Master Sergeant of the Air Force if they accept the invitation to serve as directors. Should either the immediate past retired Chief of Staff of the United States Air Force or Chief Master Sergeant of the Air Force decline to serve, the Chairman of the Board may, with the concurrence of the Board, appoint another retired Air Force senior leader to the Board.

(4) A maximum of three (3) additional Directors appointed annually by the Chairman of the Board, with the approval of the Board of Directors, who will serve until the adjournment of the next National Convention. These Directors will provide expertise in matters of particular and current concern to the Association.

B. Nonvoting Directors. Board Members Emeritus, Chaplain, President, National Commander of the Arnold Air Society, and those members of the Association so designated by the Board of Directors or by the Executive Committee, shall be nonvoting members of the Board of Directors. The immediate past Chairman of the Board when not serving in an elected position on the Board of Directors shall serve for a maximum of two (2) years as a non-voting member of the Board.

Section 2. Term of Office. Directors shall serve until the adjournment of the National Convention which terminated their respective terms of office and thereafter until their successors take office.

Section 3. Eligibility. The nine (9) elected voting directors who have served their full term shall not be eligible for reelection as a Director until after one (1) year has expired.

Section 4. Vacancies. In case of a vacancy among the elected or appointed Directors, for any cause, the position shall be filled by appointment by the Chairman of the Board until the next National Convention, at which time it shall be filled by special election by the delegates. Directors so elected shall serve only until the end of the term of the Director whom they replaced.

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 XI

DUTIES OF BOARD OF DIRECTORS

Section 1. Duties. The Board of Directors shall: exercise the authority and perform the duties assigned by the Constitution and the Operations and Procedures Manual; have authority to act for the Association between National Conventions; be responsible for the general management of the affairs of the Association; and keep a record of its proceedings which shall be maintained at

Association 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 Association.

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 shall call a special meeting upon the written request of the Chairman or either Vice 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; or in the absence of both the Chairman and Vice Chairman of the Board for Field Operations, the Vice Chairman of the Board for Aerospace Education, 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 of the Association 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. The Board may act through a majority vote achieved by correspondence or electronic communications.

ARTICLE XII EXECUTIVE COMMITTEE

Section 1. Membership. The Board of Directors, between meetings, shall act through an Executive Committee which shall consist of the Chairman of the Board who shall be Chairman of the Committee, the elected national officers of the Association and up to two (2) voting directors who shall be appointed by the Chairman of the Board. 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, either Vice Chairman of the Board, President, 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 Board of Directors. The Committee may act through a majority vote achieved by correspondence or electronic communications.

Section 4. Vacancies. Vacancies on the Committee shall be filled by the original appointing authority.

ARTICLE XIII

NOMINATING COMMITTEE

Section 1. Membership. The Nominating Committee shall consist of the three most recent past Chairmen of the Board agreeing to serve and AFA members from other AFA constituencies as follows: two (2) representatives from each of the geographic areas as defined in the Operations and Procedures Manual selected by the National Director from the appropriate area in consultation with the Region Presidents from that area; one (1) representative selected by the Vice Chairman of the Board for Field Operations in consultation with the Field Council; and one (1) representative selected by the Vice Chairman of the Board for Aerospace Education in consultation with the Aerospace Education Council. Additionally, the Chairman of the Nominating Committee shall select one (1) representative each to represent: 1) the Total Air Force (Active, Air National Guard, Reserve, and civilian); 2) Air Force veterans; and 3) aerospace industry, for a total of three (3). The selections by the Chairman of the Nominating Committee shall be made in consultation with the Chairman of the Board and approved by the Board of Directors. The most immediate past Chairman of the Board shall be the Chairman of the committee. The incumbent Chairman of the Board and candidates for national office or director will be ineligible to serve on the Committee. The Chairman of the Board in the second year of office shall serve as an observer (nonvoting) of the committee.

Section 2. Quorum. A quorum of the Nominating Committee shall consist of two-thirds (2/3) of its membership.

Section 3. Nominations.

A. The Nominating Committee shall meet at a time and place selected by the Chairman of the Board and shall select for the ensuing year at least one (1) nominee for the elected national offices of the Association and at least two (2) nominees for at-large directors and at least one (1) nominee for director from the appropriate geographical area as defined in the Operations and Procedures Manual.

B. Nominations may be made from the floor at the National Convention with written consent of the nominee.

Section 4. Procedures. Nominating Committee Rules and Procedures adopted in the Operations and Procedures Manual will govern the conduct of the Committee.

ARTICLE XIV

COUNCILS AND COMMITTEES

Section 1. Empowered Councils and Standing Committees. Committees of the Board under the jurisdiction of the Chairman of the Board shall be: Audit, Constitution (when formed), Finance, Development, President Evaluation and Compensation Committee (PECC), and Strategic Planning Committees. The Membership Committee shall be a Committee of the Association under the

jurisdiction of the Vice Chairman of the Board for Field Operations, who will also have jurisdiction over the Field Council. The Vice Chairman of the Board for Aerospace Education shall have jurisdiction over the Aerospace Education Council.

Section 2. Authorized Advisory Councils. The authorized Advisory Councils of the Association shall be: Air National Guard, Air Force Reserve, Civilian, Enlisted, Company Grade Officer and Veterans/Retiree.

Section 3. Membership.

A. Empowered Councils and Standing Committees. The membership of committees and councils will be as determined by the appointing authority unless otherwise provided in the Constitution. All committees of the Board and Association shall be chaired by a voting director.

B. Field Council (FC). The membership of AFA Field Council shall consist of at least eight (8) persons. These members shall be appointed by the Vice Chairman of the Board for Field Operations in consultation with the Chairman of the Board and the Region Presidents and confirmed by the Board of Directors. The Vice Chairman of the Board for Field Operations chairs the FC to guide overall direction and will be responsible for developing programs, policy, goals, and fiscal guidance for the Association's field activities. The FC will work closely with the Aerospace Education Council and other committees and may establish and populate subcommittees as appropriate.

C. Aerospace Education Council (AEC). The membership of the Aerospace Education Council shall consist of a Chairman and at least six (6) persons, two (2) of whom must be voting directors of the Association. These members shall be appointed by the Vice Chairman of the Board for Aerospace Education in consultation with the Chairman of the Board and confirmed by the Board of Directors. The Vice Chairman of the Board for Aerospace Education chairs the AEC to guide overall direction and will be responsible for developing programs, policy, goals, and fiscal guidance for the Association's educational activities. The AEC will work closely with the Field Council and other committees to ensure the Association's educational programs are being aggressively executed in the field and may establish and populate subcommittees as appropriate.

D. Audit Committee. The membership of the Audit Committee shall consist of six (6) persons, three (3) to be selected from the membership and three (3) to be selected from the Board of Directors in office at the time of their appointment. A minimum of two (2) shall be voting Directors. The term of office for the members shall be three (3) years staggered such that under normal rotation two (2) members of the Committee shall be selected annually for a term of three (3) years.

E. Development Committee. The membership of the Development Committee shall consist of a Chairman and at least six (6) persons, two (2) of whom must be

voting directors of the Association. The Development Committee shall work closely with the FC, AEC, and Association staff to acquire funds to support the Association's mission.

Section 4. Meetings. Each committee or council shall hold meetings at such times and places as may be specified after due notice to its members by the appointing authority.

Section 5. Reports. Each committee or council shall provide a written record of its proceedings to the appointing authority, and a copy will be maintained at Association headquarters.

Section 6. Responsibilities. Each committee or council shall be charged with the responsibilities assigned to it by the Operations and Procedures Manual and the appointing authority. Additionally, the Field Council (FC) provides a direct link between field leaders and the Board of Directors on matters affecting field operations and shall be empowered to develop programs, policy recommendations, goals, and fiscal guidance for the Association's field activities in accordance with the Operations and Procedures Manual. The Aerospace Education Council (AEC) is charged with establishing excellence for the entire educational program of the Association and shall be empowered to develop programs, policy recommendations, goals, and fiscal guidance for the Association's educational activities in accordance with the Operations and Procedures Manual. The Development Committee is charged with reviewing and making recommendations concerning the philanthropic affairs of the Association in accordance with the Operations and Procedures Manual. The Finance Committee is charged with reviewing and making recommendations concerning the financial affairs of the Association in accordance with the Operations and Procedures Manual. Notwithstanding any duties delegated to the FC, AEC, or any committee, ultimate authority for policy decisions, oversight, and accomplishing the AFA mission rests with the Board of Directors.

Section 7. Appropriations. No committee or council shall have authority to incur any indebtedness or pecuniary obligation for which the Association shall be responsible except when previously authorized by the appointing authority.

Section 8. Removal. A member of a committee or council may be removed by the appointing authority.

Section 9. Ad Hoc Committees or Councils. Committees or councils may be created for a specific purpose by the National Convention, the Board of Directors, the Chairman of the Board, or the President. 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 XV

DISCIPLINE

Section 1. State Organization and Chapter Charter Suspension. Any State Organization or Chapter which violates the Constitution of the Association, reflects discredit upon the Association, or has been inactive may have its charter suspended or revoked.

Section 2. Officers. Any Officer of the 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 Association.

Section 3. Members. Any member of the Association may be suspended or expelled for misconduct or any other action or behavior which reflects discredit on the Chapter or the Association.

Section 4. Procedures. The definitions, rules, and procedures governing charter revocation or suspension, removal from office of Association Officers, Directors, State or Chapter Officers and the suspension or expulsion of individual members shall be governed by the provisions of the Operations and Procedures Manual.

ARTICLE XVI

PARLIAMENTARY AUTHORITY

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

ARTICLE XVII

AMENDMENT OF CONSTITUTION

This Constitution may be amended by a two-thirds (2/3) vote of the delegates at a National Convention of the Association or by a two-thirds (2/3) vote of the Board of Directors provided, however, that any amendment adopted by the Board of Directors shall be subject to amendment or ratification by majority vote of the delegates at the following National Convention.