



Governance and Bylaws Committee

***Recommendations for
approval at
2021 National
Convention***



The Governance and Bylaws (GBL) Committee has set forth a path for recommended updates to our governance to best support and strengthen our AFA of tomorrow

Here's what will be addressed in this presentation:

- AFA over the years...how we have changed
- What's driving the governance change
- The GBL Process and Methodology
- The recommendations
- Feedback loop
- The "Why"
- What does this mean for the AFA
- GBL Phase II: What's next

Our AFA Journey: Oh how we have grown!

Today we are our heritage and MUCH MUCH more!



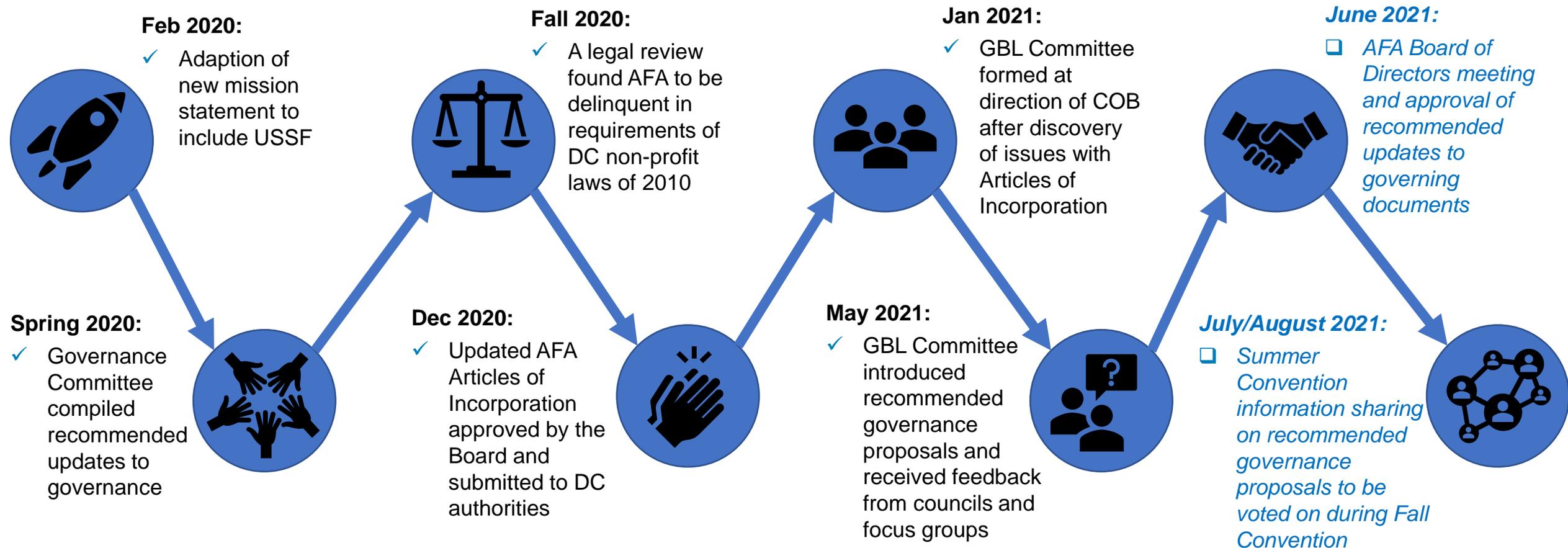
- Founded by Air Force Veterans
- Air Force representation
- Localized field communities
- Budding legislative support

- Our members: WWII, Korea, Vietnam, Cold War, Gulf War, OIF, OEF, families, friends, industry, foreign allies, students, educators
- Air, Cyber, and Space Forces
- A Global Field Community
- Legislative advocating arm for Air and Space Forces
- Premier STEM education programs (Cyber, Stellar, and TOY)
- Professional Development and World-Class Magazine
- Industry Advisory Leadership
- Mitchell Institute for Air, Cyber, and Space Excellence
- Doolittle Center for premier development

Our Air Force Association has evolved...but our governance structure has not

Why the governance updates? Why now?

The governance and compliance review journey has been a multi-year initiative culminating in the first set of governance recommendations as proposed in this presentation



The GBL Process and Methodology

The Committee has gone through a continuous improvement process of writing and re-writing the Bylaws. An integral part of the re-writing has been research of law, other organizations, best business practices and long-term experience in AFA. As guidance, the GBL Committee referenced, considered direction, investigated and adopted recommendations from the following:

Work from Previous Governance Reviews



- AFA Governance Review Recommendations (2020)
- Fresh Look (2016)
- TRT(2007)
- AFA21 (2004)
- ORG (2003)
- AFA/AEF 2010 (1997)

Legal Council



- DC Attorney General's Office
- AFA Legal support

Best Practices



- The Military Coalition
- American Society of Association Executives
- Best business practices
- Board Source

Governance Documents



- Current and past constitutions
- The OPM
- Articles of Incorporation (revised)

The Committee did not look at the field structure, leaving that to the next GBL Committee effort (2022+) 5

Committee Governance Recommendations for 2021

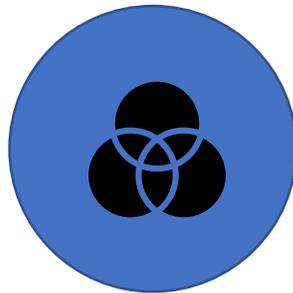
Primary recommended changes to the Governance Structure:



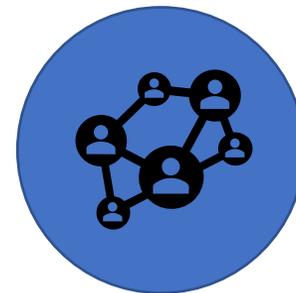
Adapt a member-based governing organization, with an annual membership meeting. Current delegate convention to become an annual field leader conference, concurrent with member's meeting and awards banquet.



Board members to be elected by mail or electronic ballot culminating at the annual members meeting. New board member candidates sourced through the nominating committee and recommended to the members by the Board of Directors.



The Board to be composed of best qualified and representative members, selected on a skills and sector basis, including stakeholder, field experience, business acumen, and diversity representation



The Vice Chairs of Field and AE to be officers of the Association and recognized as directors of Field and AE providing strategic direction and oversight. The Councils continue as-is with clearer operational alignment to President.



The Director of Field, in coordination with region presidents, may nominate up to 3 area candidates for membership on the Board.

You talked. We listened!

The Committee has gone through a continuous improvement process of writing and re-writing the Bylaws. An integral part of the re-writing has been research of law, other organizations, best business practices and long-term experience in AFA. In May the Committee rolled out the initial proposed Bylaws; We reviewed and discussed with our Committees, our Leaders, and our trusted volunteer servants. You provided feedback...and we went back to the drawing board:

Feedback: Members want to be involved in the policies, governance and choosing our senior elected officials

Proposal: In a "member based" structure, members can vote by mail or electronic ballot from anywhere in world, either in person, electronically or by mail-in card. Every member has an equal voice.

Feedback: We want AFA to employ "best business practices" to ensure we are a world-class Association

Proposal: The revised structure of the Board does that and, also ensures a skills matrix is employed to choose the right people with the right experience. Proposal also includes dedicated Field and AE Directors.

Feedback: We want a Board of Directors with broad, organization-wide representation

Proposal: Establishing the President as the CEO and clearly delineating responsibilities in operations, management, and support. This assures a highly educated and experienced professional staff team.

Why should we adapt these changes?

Why should these governance recommendations move forward? Why now?



Member-Based Organization

- 30+ yrs of declining membership, delegate engagement; 10 + years of unstable revenue
- Limited voting base for decision making

The opportunities presented..

- Total membership empowerment to be informed, have a voice, contribute, and vote
- ALL members will OWN the Mission



Board Structure Revamp

- Limited to no directed focus on skills-based needs, diversity for Board leadership
- Incongruities with balance of authority

- Focused leadership skills aligned to strategy and influence
- Balance of representation, diversity, and authority



Nominating Process

- Cumbersome process for candidates
- Skills and qualifications not always aligned with strategic needs of the AFA

- A stronger board ... diversified portfolio of skills and influence
- Crisper vetting process for qualified candidates

So what do these changes do for our AFA?

The recommendations made by the GBL Committee look to ensure another 75 years of sustaining growth, fiduciary accountability, staying relevant to our Air and Space Forces, and supporting our mission



Re-energizing
Membership
Engagement



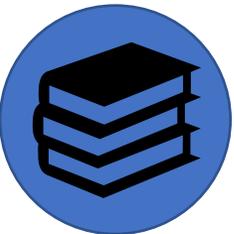
Legal
Compliance



Organizational
Influence &
Relevancy



Diverse and
Relevant Board



Comprehensive
Committee
Charters



Candidate
Nomination
Stabilization

I always try to look at challenges, as well as working with others, in an optimistic manner. Yet I clearly see the evidence that our Association cannot continue on the glideslope it is on, especially given the challenges that we face today. As former Chief of Staff of the Air Force, Mark Welsh, strongly articulated and appealed to the Board of Directors a year ago, “we are at an inflection point in AFA, and we must chart a new course for our future.”

*-Gerald Murray-
AFA Chairman of the Board*

What's next? GBL Committee Part II

What happens after the 2021 National Convention?

Once the new Bylaws have been adapted, a shot clock for GBL Committee Phase II can move forward...



Standup Phase 2 determines new Board and Committee structures in accordance with newly approved bylaws (Article VIII, Section 8):

Fall 2021:

- Board adapts and aligns to new bylaws
- Board appoints Chairs for all standing and ad hoc Committees
- BOD determines membership of the committees

December 2021:

- The Board will approve the new Governance Manual
- Board will establish membership voting process

Spring 2022:

- Voting process and membership newsletter goes out to all members

Initial GBL Committee Proposed Review Items:
timeline 2022+

- Determine way forward to integrate relevant policy directives into committee charters
- Determine authority oversight of the AFA President
- All Governance documents will be consolidated in a Governance Manual (to include: AOI, Bylaws, OPM, Committee Charters, etc.)