

LEGAL SENSITIVE DOCUMENT

BYLAWS

OF THE

AIR FORCE ASSOCIATION

(Amended as of 23 JUN 2021)

LEGAL SENSITIVE DOCUMENT

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ARTICLE I: NAME

The name of this District of Columbia non-profit corporation is the "Air Force Association." It is referred to in these Bylaws as the "Association". The "Association" encompasses the Air Force Association and the AFA Title Holding Company. The Board of Directors shall be referred to as the "Board".

ARTICLE II: PURPOSE

The purpose of the Association is as set forth in the Amended and Restated Articles of Incorporation. The Association is organized and operated within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

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, as provided for in the Amended and Restated Articles of Incorporation.

ARTICLE IV: MEMBERSHIP

Section 1. Eligibility. The Association shall have two (2) classes of members. The Board may specify procedures governing applications for membership and action thereon, and for termination of membership for nonpayment of dues or other good cause.

A. Individual Members. 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 these Bylaws and other governing documents of the Association.

LEGAL SENSITIVE DOCUMENT

B. **Associate Members.** Any company or organization 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 these Bylaws and other governing documents of the Association. Associate members as such are not entitled to vote, but each will be authorized to designate individual members who shall have full privileges of individual membership. The Board shall establish guidelines for the Associate member program.

Section 2. Dues.

Membership dues shall be paid in such amounts and categories as shall be determined by a two-thirds (2/3) vote of the Board.

Section 3. Voting Rights.

Only individual members in good standing of the Association shall be entitled to vote and to serve on the Board and then only on matters provided for in these Bylaws or on matters submitted by the Board to a vote of the membership.

Section 4. Meetings.

- A. **Annual Meeting.** The annual meeting of voting members for the election of the Chair of the Board, Directors (if applicable for any given year) and for the transaction of such other business as may properly be brought before the meeting shall be held on a date to be fixed by the Board at the time, place and/or manner to be fixed by the Board and stated in the notice of the meeting.
- B. **Special Meetings.** Special meetings of the voting members may be called at any time by the Board, for any purpose or purposes prescribed in the notice of the meeting and shall be held at such place or manner, on such date and at such time as the Board may fix. Business transacted at any special meeting of the voting members shall be confined to the purpose or purposes stated in the notice of meeting.
- C. **Notice of Meetings.** Unless waived, notice of the time, place or manner, and in the case of a special meeting, the purpose or purposes for which the special meeting is called, shall be given to each voting member, not less than five (5) business days and no more than sixty (60) days before such meeting.
- D. **Quorum.** Voting members who attend annual and special meetings shall constitute a quorum capable of transacting all business properly brought before the meeting.
- E. **Telephone and Remote Meetings.** Members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Meetings of the members do not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communication technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to members, pose questions, and make comments.
- F. **Action by Ballot.** The voting members may take action by casting a vote by ballot. A ballot shall be in paper or electronic format and shall comply with any requirements under the Act. A majority of the voting members having cast a ballot shall determine any matter, unless a

LEGAL SENSITIVE DOCUMENT

different vote is required by the Act, by the Amended and Restated Articles of Incorporation, or by these Bylaws.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Status and Powers.

The Board shall be the governing body of the Association and is solely responsible for its financial affairs and membership growth. The Board shall develop, establish and maintain a skills matrix as a basis for its board composition, Association representation and choice of Committee chairs. The Board is responsible for recruiting and hiring the President and for the appointment, conduct and performance of all committees. The Board is responsible for the generation, sustainment and application of revenue, investments, real property oversight and donations. The Board shall provide broad policy direction for the Association. The Board may exercise all such powers of the Association and do all such lawful acts and things as are not prohibited by the District of Columbia Nonprofit Corporation Act of 2010, as amended (the "Act"), the Amended and Restated Articles of Incorporation or these Bylaws. The Board may delegate to the Executive Committee or other officer's responsibility for management of the Association consistent with any policies established by the Board.

Section 2. Composition.

- A. **Board Composition.** The Board shall consist of at least nine (9) and not more than nineteen (19) Directors elected by the voting members of the Association. The Board will nominate for member consideration one of the Directors to serve as Chairman of the Board and be referred to as the "Chair". The Chair shall appoint a Director to serve as Deputy Chair of the Board and, in the event of the Chair's absence, the Deputy Chair shall preside. The Board may in its discretion designate former officers or directors as Emeritus Members of the Board.
- B. **Ex Officio Members.** The President of the Association, Emeritus Members, Arnold Air Society Commander and Silver Wings Society President, and those members of the Association so designated by the Board will serve as ex officio, non-voting members of the Board.

Section 3. Quorum.

A majority of the voting Directors in office shall constitute a quorum of the Board.

Section 4. Voting.

A majority vote of those present and voting shall constitute a decision by the Board unless otherwise provided by the Act, the Amended and Restated Articles of Incorporation, or these Bylaws.

Section 5. Terms of Office.

The Chair and Deputy Chair shall serve for a term of three (3) years and shall be eligible for reelection or reappointment, subject to the provisions of these Bylaws. The Secretary and the Treasurer shall also serve a three (3) year term. Directors shall serve for a term of three (3) years and shall be eligible for one term of reelection, for a maximum of six (6) years. An elected Director may also be removed with or without cause by a simple majority vote of the voting members.

LEGAL SENSITIVE DOCUMENT

Section 6. Vacancies.

Any vacancy occurring on the Board shall be filled by the Board for the unexpired term subject to Article IV, Section 4.A.

Section 7. Meetings.

The Board of Directors may hold annual, regular, or special meetings in or outside the District of Columbia at the call of the Chair or any three (3) Directors. Notice of the date, time, place, or method of the meeting shall be given to each Director at least five (5) business days in advance in writing, orally, or by any electronic method.

Section 8. Attendance at Meetings of the Board of Directors.

Attendance of voting Directors at Board meetings is required unless excused by the Chair of the Board.

Section 9. Telephone or Remote Meetings.

Members of the Board may participate in any meeting of the Board by means of conference telephone or any means of communication by which all Directors participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 10. Action Without Meeting.

Any action required by law, or any action that may be taken at a meeting of Directors, may be taken without a meeting if each Director signs a consent in the form of a record describing the action to be taken and delivers it to the Association. Unanimous consent has the effect of action taken at a meeting of the Board and may be described as such in any document. Consents may be transmitted electronically.

ARTICLE VI: OFFICERS

Section 1. Officers.

- A. Officers and Term of Office.** The Officers of the Association shall be a Chair, a Deputy Chair, a President, a Secretary, and a Treasurer. The Board shall appoint the Secretary and Treasurer from among the Directors. The Board may appoint other officers from time to time, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Any two or more offices may be held by the same person except the offices of President and Treasurer.
- B. Duties.** The Officers of the Association shall administer the affairs of the Association in accordance with the Bylaws and policies established by the Board.

Section 2. Chair of the Board.

The Chair of the Board shall: exercise the powers and perform the duties assigned the office by these Bylaws; 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 these Bylaws, the Board and the Executive

LEGAL SENSITIVE DOCUMENT

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 all meetings of the members and the Board; serve as Chair of the Executive Committee; and serve as a nonvoting member of committees of the Board except as otherwise provided in these Bylaws.

- A. Chaplain and Advisors.** The Chair may appoint a **Chaplain** to act as the moral and spiritual counselor to the Chair and Board and to perform other such duties as assigned by the Chair. The Chair may also seek, at their sole discretion, consultation from any number of Advisors.

Section 3. Deputy Chair of the Board.

The Deputy Chair of the Board is the principal deputy to the Chair and, as such, shall assist the Chair in the discharge of their duties, act in the Chair's name where so directed, and perform such other duties as the Chair shall direct. The terms of service of the Chair and the Deputy Chair shall be coterminous. The Deputy Chair shall perform such other duties as the Board shall prescribe.

Section 4. Field Organization Director. The Director of the Field Organization shall exercise the powers and perform the duties assigned the office by these Bylaws, the Chair and the Board. They shall oversee matters related to the field organizations of the Association in their capacity as Chair of the Field Council. The Field Organization Director shall be a member of the Board elected by the members.

Section 5. Aerospace Education Director. The Director of Aerospace Education shall exercise the powers and perform the duties assigned the office by these Bylaws, the Chair and the Board. They shall oversee matters related to aerospace education programs of the Association in their capacity as Chair of the Aerospace Education Council. The Aerospace Education Director shall be a member of the Board elected by the members.

Section 6. Secretary.

The Secretary shall exercise the powers and perform the duties assigned the office by these Bylaws, the Chair and the Board. They shall ensure the preparation and timely dissemination of accurate and substantive records of the proceedings of the Association. The Secretary shall be a member of the Board elected by the members.

Section 7. Treasurer.

The Treasurer shall exercise the powers and perform the duties assigned the office by these Bylaws, the Chair and the Board. They shall oversee the financial affairs of the Association subject to the approval of the Board. The Treasurer shall ensure that all federal, state, and local tax and financial disclosure filings and returns are properly prepared and filed by the required due date. In addition, the Treasurer shall serve as the Chair of the Finance Committee. The Treasurer shall be a member of the Board elected by the members.

Section 8. President.

The President shall be a salaried officer elected by the Board. The President shall be the Chief Executive Officer of the Association and shall serve at the pleasure of the Board via contractual agreement. The President shall exercise the powers and perform the duties assigned the office by these Bylaws and be responsible to the Chair and Board for the competent discharge of duties and for the staffing, management and operations of the Association.

ARTICLE VII: EXECUTIVE COMMITTEE

LEGAL SENSITIVE DOCUMENT

Section 1. Composition.

The Board, between meetings, shall act through an Executive Committee which shall consist of the Chair who shall be Chair of the Committee, the Deputy Chair, Field Organization Director, Aerospace Education Director, Secretary and the Treasurer of the Association and up to two (2) voting directors who may be appointed by 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 Chair of the Board, either Deputy Chair 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. The Committee may act through unanimous written consent of the full Committee achieved by correspondence or electronic communications.

Section 4. Vacancies.

Vacancies on the Committee shall be filled by the Board.

ARTICLE VIII: ADDITIONAL POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Committees.

Committees of the Board shall be under the jurisdiction of the Board. Each committee will be chaired by a Director and shall prepare a charter approved by the Board.

Section 2. Advisory Councils.

The Board may authorize advisory councils of the Association to address issues of their constituent groups. Membership on any such advisory councils, task forces or working groups need not be limited to Directors. No such advisory councils, task forces or working groups shall have or exercise the authority of the Board of Directors in the management of the Association.

Section 3. 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. Unless otherwise provided in the resolution of the Board designating a committee or its Charter, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with policies adopted by the Board.

Section 4. Reports.

Each committee or council shall provide a written record of its proceedings to the Board, and a copy will be maintained at Association headquarters or in its digital records.

Section 5. Responsibilities.

Each committee or council shall be charged with the responsibilities assigned to it by these Bylaws and as may be assigned by the Board. Notwithstanding any duties delegated to any committee, ultimate authority for policy decisions, oversight, and accomplishing the mission rests with the Board.

LEGAL SENSITIVE DOCUMENT

Section 6. 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 Board.

Section 7. Removal.

A member of a committee or council may be removed by the appointing authority or the Board.

Section 8. Ad Hoc Committees or Councils.

The Board may establish such other committees, councils, or other working groups as it may consider appropriate from time to time by resolution of the Board. The Board shall determine the membership, responsibilities, and specify meetings for such committees or councils and may dissolve any committee or council when appropriate. All Ad Hoc Committee instructions and guidance shall incorporate a "sunset" clause, which may be modified by action of the Board.

ARTICLE IX: REGIONS; STATES; AND CHAPTERS

The Association may be further organized into Regions, State, and Chapter Organizations. Such organizations shall be managed pursuant to the policies and procedures set forth by the Board.

ARTICLE X: DISCIPLINE

Section 1. State Organization and Chapter Charter Suspension.

Any State Organization or Chapter which violates these Bylaws of the Association, reflects discredit upon the Association, or has been inactive may have its charter suspended or revoked by the Board.

Section 2. Procedures.

The policy and delegated authorities for governing charter revocation or suspension, removal from office of Association Directors, Regions, States and Chapter organizations and the suspension or expulsion of individual members shall be determined by the Board.

ARTICLE XI: INDEMNIFICATION

To the fullest extent permitted by law, any current or former director or officer of the Association, or other such persons so designated in the discretion of the Board, shall be indemnified (including advances against expenses) by the Association against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any actual and threatened action, suit, or proceeding to which any such person may be made a party by reason of their being or having been such a Director or Officer. The Association may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of related expenses, to any employee or agent of the Association to the extent permitted by law. No indemnification or advance against expenses shall be approved by the Board or paid by the Association until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance. The Association shall at all times maintain Director and Officer (D&O) Liability Insurance, such limits and terms to be reviewed annually with the Association's legal counsel.

LEGAL SENSITIVE DOCUMENT

ARTICLE XII: MISCELLANEOUS

Section 1. Financial Responsibility.

The Board shall be solely responsible for the comprehensive financial affairs of the Association.

Section 2. Fiscal Year.

The Fiscal Year of the Association shall be January 1 to December 31 or shall be fixed for some other fiscal period as the Board shall determine from time to time.

Section 3. Books and Records.

The Association shall keep at its office correct and complete books and records, in accordance with the requirements of the law. This shall include: (a) minutes of all meetings of the members, Board, Board committees, or designated bodies; (b) records of all actions taken by the members, Board, Board committees, or designated bodies; (c) appropriate accounting records; (d) a list of the names and addresses of the members of the Association, showing the number of votes each member is entitled to cast; (e) the Articles of Incorporation; (f) the Bylaws; (g) all communications in the form of a record to members generally within the past three (3) years; (h) the financial statements furnished to members for the past three (3) years; (i) a list of the names and addresses of the Directors and Officers of the Association; and (j) the most recent biennial report filed with the appropriate agency. Any of the books and records of the Association may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE XIII: AMENDMENTS

These Bylaws may be amended by a twothirds (2/3) vote of the Board provided, however, that any amendment adopted by the Board shall be subject to amendment or ratification by a majority vote of the voting Members.