

# AIR AND SPACE FORCES ASSOCIATION BYLAWS

## ARTICLE I: NAME

*“Air and Space Forces Association”* shall be the name of this District of Columbia nonprofit corporation, and may be referred to as the *“Association”* in these Bylaws. The Board of Directors may be referred to as the *“Board”* in these Bylaws.

## ARTICLE II: PURPOSE

**Section 1. Object.** The specific purposes of the Association are 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).

**Section 2. Limits.** The Association shall be civilian and shall not be used for the dissemination of partisan principles nor for the promotion or opposition 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 the DC Nonprofit Corporation Act of 2010 or 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 III: MEMBERSHIP

**Section 1. Eligibility.** Any person who supports the mission 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 Association governing documents.

**Section 2. Sponsors.** The Board may, as part of an approved sponsorship, gift memberships to sponsoring companies, community partners, and organizations. These entities shall not be members themselves, but are authorized to designate eligible persons to become members.

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

**Section 4. Voting Rights.** Only individual members in good standing of the Association shall be entitled to vote, to serve as a delegate, and to serve on the Board. Individual members shall exercise their voting rights in the Association through a convention, the electronic voting procedures contained in Article VII, and/or other means of voting as determined by the Board on matters submitted by the Board.

## **ARTICLE IV: ORGANIZATIONAL COMPONENTS**

**Section 1. Components In General.** The Association is organized into local chapters, state organizations, regions, national officers, a Board of Directors, and a national office with a professional staff. The location of the national office shall be determined by the Board of Directors. The Board may establish and appoint the governing body of the Association's subsidiaries such as the AFA Title Holding Company.

**Section 2. Regions and Geographic Areas.** Regions and Geographic Areas shall be formed by the Board of Directors.

**Section 3. State Organizations and Chapters.** The Board of Directors shall establish policies for the establishment of State Organizations and Chapters, including procedures for issuing a state or chapter charter. No state or chapter organization may use the Association name or marks unless it has a charter issued by the Association. The governing documents of State Organizations and Chapters shall be consistent with the Bylaws and policies of the Association. Management of the region, state and chapter organizations falls to the Field Council to include issuing charters and taking necessary disciplinary action.

**Section 4. Limitations.** Regions, State Organizations, and Chapters shall not engage in any activity contrary to, or inconsistent with, the objectives or policies of the Association. They 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 written approval of the Vice Chair of the Board for Field Operations. This section shall not be construed to require Regions, State Organizations, and Chapters to receive approval for events where the Air & Space Forces Association nationally does not have a financial or contractual obligation in connection with the event.

**Section 5. Discipline.** Any Region, State Organization, or Chapter which violates the Bylaws of the Association, reflects discredit upon the Association, or has been inactive may have its charter suspended or revoked by the Board. The policy and delegated authorities governing charter revocation or suspension, removal from Regional, State, or Chapter office, and the expulsion of individual members shall be determined by the Board and documented within the governance manual.

**Section 6. Membership in State Organizations and Chapters.** 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. 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. 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.

## **ARTICLE V: OFFICERS AND DIRECTORS**

**Section 1. Elected Officers.** The elected officers of the Association shall be the Chair of the Board, the Vice Chair of the Board for Field Operations, the Vice Chair of the Board for Education, the Secretary, and the Treasurer, each of whom shall be a member of the Board of Directors.

**Section 2. Non-Voting Officers.** The Board of Directors shall appoint a President-Chief Executive Officer (President-CEO), who shall serve at the pleasure of the Board via contractual agreement. The Board may appoint other officers, including honorary officers such as a chaplain, from time to time, who shall exercise such powers and perform such duties as shall be determined by the Board.

**Section 3. Duties of Officers.** Elected and appointed officers shall perform the duties prescribed by these bylaws, by the parliamentary authority adopted by the Association, and by the Board of Directors, as defined in the Association's charters and other governing documents.

**Section 4. Elected Directors.** The following categories of directors shall be elected:

**A. Area Directors.** Each Geographic Area shall be represented on the Board by an elected area director who is an individual member of a Chapter in the Geographic Area.

**B. At-Large Directors.** The Board shall determine, including increases and decreases in, the number of At-Large Directors on the Board within the size limits of the Board articulated in Article VIII.

**Section 5. Appointed Directors.** A maximum of three (3) directors may be appointed annually by the Chair of the Board, with the approval of the Board of Directors, who will serve until the adjournment of the next Annual Convention. These appointed directors will provide expertise in matters of particular and current concern to the Association.

**Section 6. Armed Forces Directors.** The immediate past retired Air Force Chairman or Vice Chairman of the Joint Chiefs of Staff, the immediate past Senior Enlisted Advisor to the Chairman of the Joint Chiefs of Staff, the immediate past retired Chief of Staff of the United States Air Force, the immediate past retired Chief Master Sergeant of the Air Force, the immediate past retired Chief of Space Operations, and the immediate past retired Chief Master Sergeant of the Space Force, if they accept the invitation to serve, shall be Armed Forces

Directors. Should any of the foregoing decline to serve, the Chair of the Board may, with the concurrence of the Board, appoint another retired Air Force or Space Force senior leader to the Board. Armed Forces Director shall be full voting members of the Board.

**Section 7. Nomination Procedure.** The elected officers and directors shall be nominated under the following procedure:

**A. Through the Committee.** It shall be the duty of the Nominating and Governance Committee to recommend candidates for the Board to nominate for positions to be filled at the annual convention. The Nominating and Governance Committee will solicit candidates who have qualifications and expertise which align with the Association's desired skills matrix and strategic plan, and shall consider both the needs for succession planning and identifying new leadership. The list of nominees shall be announced by May 31st of each year. In the event a nominee drops out before voting begins, the Board may substitute the nominee with another eligible individual.

**B. Self-Nomination.** In lieu of nominations from the floor, no later than 14 days after the list of nominees is announced, members who wish to nominate themselves for a position shall give notice of their intent to do so and provide the requisite candidacy information to the Nominating and Governance Committee. The Nominating and Governance Committee shall confirm the self-nominee's willingness to serve if elected and ensure the self-nominee is aware of the responsibilities of the position.

**C. Last-Minute Vacancies.** In the event a vacancy occurs in an elected officer or director position outside of the typical timeline contemplated by subsections A and B, the Board shall determine the nominating procedure for the vacancy.

**Section 8. Election Procedure.** The elected officers and directors shall be elected by ballot by majority vote. The election shall be held at the Annual Convention unless the Board determines that the election should be held through the electronic voting procedures outlined in Article VII. The determination to hold an election through the electronic voting procedures outlined in Article VII shall be made by April 30 or at least 90 days prior to the Annual Convention, whichever occurs first.

**Section 9. Term of Office.** The term of office for elected officers and directors shall begin on 1 October of the election year. Elected officers and directors shall serve a term of three (3) years or until their successors are elected. The terms of office shall be staggered so that approximately one-third ( $\frac{1}{3}$ ) of the elected officers and directors are elected each year. A member may not serve more than two consecutive terms in the same position, nor may a member serve more than four terms on the Board as an elected officer or director.

**Section 10. Vacancies.** Any vacancy occurring on the Board shall be filled by the Board until the next Annual Convention.

**Section 11. Removal from Office.** Any member of the Board may be removed from office by the Board by a two-thirds ( $\frac{2}{3}$ ) vote for inability to carry out the duties of the office, for misconduct or any other action or behavior which reflects discredit on the Association. Any Board member may be removed with cause by a two-thirds ( $\frac{2}{3}$ ) vote at a convention.

## **ARTICLE VI: CONVENTION**

**Section 1. Establishment of Convention.** The Board shall set the date, time, place, and registration fee of conventions and publicize it to the general membership of the Association at least 30 days prior to the date of the convention. If circumstances would jeopardize unduly the health and safety of in-person attendees, the Board may, by a two-thirds ( $\frac{2}{3}$ ) vote, postpone or cancel a convention. The Board may elect to conduct all or part of a convention by means of the internet or other electronic communications technology. A majority of the voting members in attendance at the convention (in person or virtually) shall constitute a quorum.

**Section 2. Composition of Convention.** The voting body of a convention shall consist of the following:

**A. The Board.** Voting members of the Board of Directors.

**B. State Organization 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. These delegates shall be selected in the manner prescribed by their State Organization governing documents.

**C. Un-chartered Delegates.** 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 subsection 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 a convention. These delegates shall be selected by the Chapter Presidents unless otherwise provided in the Chapter governing documents.

**Section 3. Record Date.** The record date for establishing the number of State Organization delegates and other voting delegates shall be June 30th of each year. Each selecting authority may select a number of alternates equal to the number of delegates to which the authority entitles them.

**Section 4. Annual Convention.** The Association will conduct an Annual Convention for the purpose of sharing knowledge, making decisions and advancing the Association. The business session will include election confirmation of Association Officers and Directors, reports and information from officers and committees and for the transaction of such other business as may properly be brought before the meeting.

**Section 5. Special Convention.** Special conventions may be called at any time by the Board. Business transacted at any special convention shall be confined to the purpose or purposes stated in the notice of the convention. The Board shall give at least thirty (30) days of notice of the date, place or manner, and purpose of a special convention.

## **ARTICLE VII: ELECTRONIC VOTING**

**Section 1. Applicability.** Any vote or action required to occur at a convention may be accomplished electronically during or outside of a convention under this Article, as determined by the Board of Directors.

**Section 2. Designation of Electronic Voters.** Each State Organization, or Chapter (if applicable), shall be eligible to designate the same number of electronic voters as the State Organization or Chapter would be entitled to be represented at a convention. At least thirty (30) days prior to initiating an electronic vote, the Association shall solicit from each State Organization and Chapter (if applicable) the email address of each electronic voter. An electronic voter may only be substituted if the Association receives notice from the designating authority, provided that there is adequate time to make the substitution in the voting system. The voting members of the Board of Directors may also cast an electronic vote under this Article.

**Section 3. Length of Voting.** The period of accepting an electronic vote under this article shall be a minimum of seven (7) days prior to the convention when occurring outside of the convention.

**Section 4. Effective Date.** The winners of elections conducted under this Article shall take office on 1 October of the election year. The Board of Directors shall determine the effective date and any provisos of all other proposals adopted under this Article, the results of which shall be entered into the minutes of the next convention.

## **ARTICLE VIII: BOARD OF DIRECTORS**

**Section 1. Composition.** The Association's Board of Directors shall be composed of the elected officers, elected directors, appointed directors, and Armed Forces Directors. The Board shall consist of at least eleven (11) and not more than twenty-one (21) members, but the Armed Forces Directors shall not count towards this size limitation.

**Section 2. Status and Powers.** The affairs of the Association shall be managed through its Board of Directors. the Board of Directors shall be the governing body of the Corporation except insofar as the Bylaws delegate certain functions to the members, delegates or other bodies of the Association. 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-CEO 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 and strategic 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.

**Section 3. Non-Voting Members of the Board.** The following categories of individuals may serve in an advisory, non-voting capacity on the Board and shall not count towards quorum:

**A. Immediate Past Chair.** The Immediate Past Chair of the Board, when not serving in another position on the Board, shall serve until another more recent Chair of the Board who agrees to serve is available as a non voting member of the Board.

**B. Emeritus Directors.** The Board may, in its discretion, designate former officers or directors as Emeritus Members of the Board.

**C. Ex-Officio Directors.** The President-CEO of the Association, Arnold Air Society Commander, and Silver Wings Society President.

**D. Other Advisory Directors.** A Chaplain appointed by the Chairman of the Board, and any other members of the Association so designated by the Board.

**Section 4. Quorum.** A majority of the voting members of the Board shall constitute a quorum of the Board.

**Section 5. Voting.** A majority of those present and voting shall constitute a decision by the Board unless otherwise provided by the DC Nonprofit Corporation Act of 2010, the Amended and Restated Articles of Incorporation, or these Bylaws. There shall be no voting by proxy.

**Section 6. Board Meetings.** The Board of Directors shall meet regularly, at least quarterly, at the call of the Chair of the Board, provided that at least thirty (30) days of notice has been provided. A quorum of the Board may call a special meeting of the Board upon at least seven (7) days of notice, but business shall be limited to the purposes listed in the notice of the special meeting. Meetings of the Board may be held in-person, in or outside of the District of Columbia, or electronically. Notice of Board meetings may be given in writing, orally, or by any electronic method.

**Section 7. Meetings held electronically.** Meetings of the Board may be conducted through internet meeting services designated by the Chair of the Board that support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Board shall be subject to all rules adopted by the Board, or by the Association, to govern them, which may include any reasonable limitations on, and requirements for, Board members’ participating. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the Association.

### **Section 8. Action Without Meeting.**

Any action required or permitted to be taken by the Board of Directors at a meeting 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. A consent signed under this section has the effect of action taken at a meeting of the board of directors and may be described as such in any document. Consents may be transmitted electronically.

## **ARTICLE IX: EXECUTIVE COMMITTEE**

**Section 1. Composition and Authority.** The Board, between meetings, shall act through an Executive Committee which consists of the elected officers and up to two (2) voting directors appointed by the Chair of the Board and approved by the Board. The Chair of the Board shall be the chair of the Executive Committee and the President-CEO shall be a nonvoting member of the Executive Committee. Actions of the Executive Committee shall not conflict with actions of the Board, and the Board may rescind or amend any action of the Executive Committee.

**Section 2. Meetings.** The Executive Committee shall meet at the call of either the Chair of the Board, the President-CEO, or any three (3) of its voting members. The Executive Committee is authorized to meet in person, by means of conference telephone, virtually or by any means of communication by which all committee members participating in the meeting can simultaneously hear each other. A majority of the Executive Committee shall constitute a quorum of the Executive Committee.

**Section 3. Action Without Meeting.** Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if each member of the Executive Committee signs a consent in the form of a record describing the action to be taken and delivers it to the Association. A consent signed under this section has the effect of action taken at a meeting of the Executive Committee and may be described as such in any document. Consents may be transmitted electronically.

## **ARTICLE X: COMMITTEES AND EMPOWERED COUNCILS**

**Section 1. Establishment of Empowered Councils and Committees.** The Board may establish councils, committees, subcommittees, and other advisory groups which shall be under the jurisdiction of the Board. Each committee, subcommittee, council, or advisory group shall be subject to a Board-approved charter, which shall contain provisions concerning the entity's membership, appointment, quorum, responsibilities, authority, ability to meet electronically, and any such other policies and procedures as the Board may prescribe, including whether the entity is a standing or special committee.

**Section 2. Required Committees.** At a minimum, the Board shall establish the following standing Committees and Councils: an empowered Education Council, an empowered Field Council, Finance Committee, Audit Committee, and the Nominating and Governance Committee.



## **ARTICLE XI: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and to which they are not inconsistent with the DC Nonprofit Corporation Act of 2010 or any laws applicable to the Association, these bylaws and any special rules of order the Association may adopt.

## **ARTICLE XII. 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.

## **ARTICLE XIII: AMENDMENT OF BYLAWS**

These Bylaws may be amended by a two-thirds (2/3) vote of the delegates at an Annual 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 Convention.

**NOTES:** Adopted by the delegates as a substitute amendment to the AFA Constitution on September 18, 2022.