

CONSTITUTION

AND

BYLAWS

Air Force Association

General Bernard A. Schriever Los Angeles Chapter 147

Adopted by vote of the Board of Directors 23 July 2015

TABLE OF CONTENTS

	Page
ARTICLE I NAME.....	4
ARTICLE II OBJECTIVES	4
ARTICLE III LIMITS	4
ARTICLE IV MEMBERSHIP	4
Section 1. Eligibility.	4
Section 2. Community Partners	5
ARTICLE V FINANCE	5
Section 1. Dues	5
Section 2. Fiscal and Operating Years	5
Section 3. Auditing	5
ARTICLE VI CHAPTER MEETINGS	5
Section 1. Meetings.....	5
Section 2. Quorum	5
Section 3. Notice of Meetings.....	5
Section 4. Voting	5
ARTICLE VII OFFICERS	6
Section 1. Composition.....	6
Section 2. Elections.....	6
Section 3. Duties	6
a. President.....	6
b. Senior Vice President.....	6
c. Vice President Finance and Treasurer.....	7
d. Secretary	7
e. Chairman of the Board	7
Section 4. Vacancies	7
ARTICLE VIII BOARD OF DIRECTORS	7
Section 1. Composition.....	7
Section 2. Elections.....	7
Section 3. Duties	7
Section 4. Meetings.....	8
Section 5. Quorum	8
Section 6. Attendance	8
Section 7. Procedures.....	8
Section 8. Voting	8

ARTICLE IX NOMINATING COMMITTEE.....	8
Section 1 Duties	8
Section 2. Membership	8
Section 3. Quorum	8
Section 4. Procedures.....	8
 ARTICLE X COMMITTEES.....	 9
Section 1. Executive Committee.....	9
Section 2. Standing Committees	9
a. Airmen/Family Support	9
b. Awards	9
c. Base Scholarships.....	9
d. Community Relations	9
e. CyberPatriot	9
f. Education	9
g. Events.....	9
h. Governance and Bylaws	10
i. Membership	10
j. Public Relations	10
k. ROTC/JROTC.....	10
l. Schriever Pioneers	10
m. Sports Day.....	10
Section 3. Special Committees	10
Section 4. Meetings.....	10
Section 5. Reports	10
Section 6. Duties	10
Section 7. Budget and Appropriations	10
 ARTICLE XI DELEGATES TO CONVENTIONS	 11
 ARTICLE XII DISCIPLINE	 11
 ARTICLE XIII PARLIAMENTARY AUTHORITY	 11
 ARTICLE XIV AMENDMENT.....	 12

CONSTITUTION AND BYLAWS

ARTICLE I

NAME

The name of this Chapter shall be the General Bernard A. Schriever Los Angeles Chapter 147 of the Air Force Association.

ARTICLE II

OBJECTIVES

The Air Force Association provides an organization through which we, as free people, may unite 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 that technology and the Air Force as a whole can 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 adequate to maintain the security of the United States and the free world.

ARTICLE III

LIMITS

The Chapter shall be civilian and shall not be used for the dissemination of partisan principles, or for the promotion of candidacy of any person seeking office or preferment, or for any other personal or commercial gain.

The Chapter shall operate exclusively for the purposes specified in AFA's Articles of Incorporation and 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 Chapter, assets shall be distributed, as designated by the Chapter, 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. A member of the Association shall be deemed to be a member of this Chapter if he/she shall either have filed application for such membership with this Chapter, or shall have been assigned to this Chapter through automatic affiliation, or shall have paid their

AFA dues through, or credited the same to, this Chapter. Members in good standing may transfer their affiliation to any Chapter of the Association. No member of this Chapter may be a member of any other Chapter at the same time. No person may join the Chapter without first being a member of the Air Force Association.

Section 2. Community Partners. A company or business that wishes to support the aims of the Air Force Association for greater community understanding of the need for aerospace power in the defense of the nation may sponsor one or two persons for affiliation with the Air Force Association and the General Bernard A. Schriever Los Angeles Chapter 147 as an AFA Community Partner.

ARTICLE V

FINANCE

Section 1. Dues. Annual dues are paid to the Air Force Association as required by the Association. No other dues are required.

Section 2. Fiscal and Operating Years. The Fiscal and Operating Year of the Chapter shall be 1 January to 31 December, commencing on 1 January 2009. The Fiscal Year commencing on 1 October 2008 will conclude on 31 December 2009.

Section 3. Auditing. The Chapter accounts shall be audited annually by the Treasurer and those members of the Board of Directors appointed by the President. Each time a new Treasurer is elected, the Chapter accounts shall be audited by three members of the Board of Directors appointed by the President.

ARTICLE VI

CHAPTER MEETINGS

Section 1. Meetings. The Chapter as a whole shall meet during the fourth quarter each year unless determined otherwise by the Board of Directors. Special meetings may be called by the president or by a majority vote of the Board of Directors.

Section 2. Quorum. A quorum shall consist of twelve (12) of the members present.

Section 3. Notice of Meetings. Members shall be notified of regular meetings by email, mail, or other verified method. Members shall be notified of a special meeting by email, mail, or other verified method no less than 30 days prior to a special meeting.

Section 4. Voting. Each member of the Chapter shall be entitled to one vote in all proceedings requiring a vote of the membership.

ARTICLE VII

OFFICERS

Section 1. Composition. The officers of the Chapter shall be a President, a Senior Vice President, a Vice President of Finance and Treasurer, a Secretary, and a Chairperson of the Board.

Section 2. Elections. The President, Senior Vice President, Vice President of Finance and Treasurer, and Secretary shall be elected from the Chapter membership by ballot that is emailed to all members. The Chairperson of the Board of Directors shall be selected as determined by the Board of Directors. Officers shall take office on January 1st and serve for one year. Newly elected officers and Board of Directors members shall be formally installed at the January Board of Directors meeting.

Section 3. Duties.

a. President. The President shall exercise the powers and perform the duties assigned to him/her by the Constitution and Bylaws and act as the chief executive officer of the Chapter and as such, subject to the Constitution and Bylaws. The President shall generally supervise the management of Chapter affairs. He/She shall have full power to execute and enforce the provisions of the Constitution and Bylaws and the will of the Chapter membership. He/She shall preside at the Chapter and Board of Director meetings. He/She shall appoint all necessary committee chairs and shall perform such other duties as are usually incident to the office. He/She shall not serve for more than two consecutive years, unless special circumstances arise. Upon conclusion of the elected term of office, unless special circumstances arise, the immediate past Chapter President shall continue serving the Chapter as a member of the Executive Committee, where he/she is to ensure Chapter continuity by working closely with the succeeding Chapter President and Senior Vice President for a period of two years.

b. Senior Vice President. The Senior Vice President shall perform duties as may be assigned to him/her by the President or by the Board of Directors within the terms of the Constitution and Bylaws and shall perform such other duties as are usually incident to the office. The Senior Vice President shall discharge the duties of the President whenever the disability or absence of the President makes such service advisable. He/She shall not serve for more than two consecutive years, unless special circumstances arise. Upon conclusion of his/her term of office, unless special circumstances arise, the Senior Vice President shall be nominated for the position of Chapter President.

c. Vice President of Finance and Treasurer. The Vice President of Finance and Treasurer shall collect and disburse all funds of the Chapter and be the custodian of such funds. He/She shall keep regular accounts in books belonging to the Chapter, which shall be open to the inspection of any member of the Chapter Board. He/She shall make quarterly reports upon the condition of the treasury and at such other times as shall be requested by the President or by the Chapter Board. He/She shall perform such other duties as may be assigned to him by the

President or by the Board of Directors. Within the terms of the Constitution and Bylaws, he/she shall perform such other duties as are usually incident to the office.

d. Secretary. The Secretary shall keep a record of the proceedings of all meetings of the Chapter and of all other matters of which a record shall be ordered by the President or the Chapter Board. He/She shall notify the officers and all members of committees of their election or appointment and shall issue notices of all special meetings. He/She shall maintain the current Chapter roster available from the Air Force Association, perform such other duties as may be assigned to him/her by the President or by the Board of Directors within the terms of the Constitution and Bylaws, and shall perform such other duties as are usually incident to the office.

e. Chairperson of the Board. The Chairperson of the Board exercises the powers and performs the duties assigned this office by the Constitution and Bylaws; shall serve as Chairperson of the Chapter 147 Board of Directors; shall assure, in coordination with the President, that an agenda for the Board meetings is prepared and distributed in advance to chairpersons of other committees required to report; and shall perform such other duties as are usually incident to the Office. The Chairperson of the Board provides strategic vision and senior interface for the Chapter. The Chairperson of the Board may delegate these responsibilities to the President and, in the inability of the Chairperson of the Board, the President or his/her successor, shall assume the responsibilities of the Chairperson of the Board.

Section 4. Vacancies. In case of vacancy in any office, it shall be filled by majority vote of the Board of Directors for the remainder of the unexpired term and thereafter until a successor is elected, except that in the case of vacancy occurring in the office of Chapter President, the office shall be assumed by the Senior Vice President.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. Composition. The Chapter officers with no fewer than twenty (20) and no more than thirty (30) elected Board members shall comprise the Board of Directors (BoD). The BoD will determine the number of elected Board members within the limits set forth above. Past chapter presidents and past Chairpersons of the Board are ex-officio members for a period of three (3) years following the last date of office tenure with the same duties, responsibilities, and privileges as other Board members. They are not included in the elected membership limits for the Board of Directors.

Section 2. Elections. Board members shall be elected by email ballot to all members. Board members shall serve for a period of three (3) years. One-third of the board members shall be elected each year.

Section 3. Duties. Between general membership meetings, the administrative power of the Chapter shall be vested in the Board of Directors. In addition to such powers as are specifically conferred upon it by the Constitution and Bylaws, the BoD shall be responsible for

the general management of the affairs of the Chapter and may make such regulations as it deems advisable, not inconsistent with its governing documents. The BoD shall approve the annual chapter budget at the start of each operating year and additional unanticipated expenditures during the course of the year. The Chapter Secretary shall keep a written record of the Board of Directors proceedings.

Section 4. Meetings. The Chapter Board of Directors shall meet monthly unless determined otherwise by the President after informal consultation with the Board of Directors. Special Chapter Board of Directors meetings may be held upon reasonable notice at the call of the President or at the request of any Board of Directors member.

Section 5. Quorum. Twelve members of the Chapter Board of Directors shall constitute a meeting quorum. Absent members shall be counted as present at special meetings, provided the vote in writing of such absent members is received by the Secretary prior to the meeting.

Section 6. Attendance. Any Board Member who misses three (3) consecutive scheduled Board Meetings without excuse by the President will be considered for removal from the Board of Directors.

Section 7. Procedures. The BoD shall approve Chapter procedures and policies to implement chapter operations and objectives in the form of continuing resolutions adopted by majority vote.

Section 8. Voting. Each member of the Board of Directors shall be entitled to one vote in all proceedings requiring a vote of the Board of Directors.

ARTICLE IX

NOMINATING COMMITTEE

Section 1. Duties. The Nominating Committee shall prepare a slate of Officers and Board of Directors that includes nominations for each elected office in the Chapter.

Section 2. Membership. The Nominating Committee shall be chaired by the Senior Vice President and consist of four (4) additional members who shall be appointed by the Board of Directors annually.

Section 3. Quorum. A quorum of the Nominating Committee shall consist of a majority of its members.

Section 4. Procedures. The Nominating Committee shall meet not less than forty-five (45) nor more than sixty (60) days prior to mailing or emailing of ballots on which the officers and Board members are to be elected. The recommended ballot shall be provided to the BoD for approval at the last regularly scheduled meeting of the BoD prior to emailing the election ballots.

ARTICLE X

COMMITTEES

Section 1. Executive Committee. The Executive Committee (ExCom) shall consist of the Chapter Officers and the immediate past president. Others may be invited to participate as advisors in ExCom proceedings at the discretion of the Chapter President, who shall chair the ExCom. The ExCom will execute the direction of the Board of Directors. The ExCom has responsibility and authority to act on Chapter matters deemed as time urgent by the Chapter President or Chairman of the Board, with records maintained of decisions and actions for reporting to the Board of Directors at the earliest opportunity, but no later than the next Board of Directors meeting. The ExCom shall have authority to expend up to \$500 per request in support of the Chapter Objectives as defined in Article II. Requests to the ExCom shall be in writing or email indicating their purpose, and approved expenditures will be reported to the Board of Directors at the next regular meeting.

Section 2. Standing Committees. Chairmen of the standing committees shall be BoD members. Committee Chairmen will be appointed by the Chapter President at the start of each Operating Year. Committee members may be chosen from the membership at large or the Board of Directors. All committees will establish and maintain written processes and procedures. The standing committees of the Chapter shall be as follows:

a. Airmen/Family Support. Responsible for interfacing with the Board's SMC liaison to determine needed military member support programs at SMC. Reviews and provides recommendations for BoD approval on all support requests from SMC.

b. Awards. Responsible for all Chapter awards and presentations.

c. Base Scholarships. Responsible for coordinating with the LAAFB Education Office to obtain nominations for scholarships, selecting winners, awarding scholarships, and recognizing winners at the fall mixer.

d. Community Relations. Responsible for the Community Partners program and other community outreach efforts.

e. CyberPatriot. Responsible for coordinating Chapter support for CyberPatriot teams within the Chapter area of responsibility and for coordinating Chapter CyberPatriot activities with AFA headquarters.

f. Education. Responsible for Teacher of the Year, TARC, and other STEM-support endeavors.

g. Events. Responsible for execution of annual Salute to Space and Missile Systems Center (SMC) Awards Banquet, Executive Forum, Executive Reception, and Air Force Ball.

h. Governance and Bylaws. Responsible for maintenance of Constitution and Bylaws, as well as Parliamentary advice and support. The Governance and Bylaws Committee will maintain Chapter-level policies and procedures.

i. Membership. Responsible for Chapter membership recruitment and retention, for handing out complimentary memberships, and for organizing Chapter mixers.

j. Public Relations. Responsible for Chapter Newsletter, Web Site, Facebook Page, Speakers Bureau, and communication with other media organizations.

k. ROTC/JROTC. Responsible for Chapter contracts with local AFROTC detachments, for evaluating and recommending other AFROTC support requests, and for coordinating support for local AFJROTC detachments.

l. Schriever Pioneers. Responsible for coordinating with the SMC-appointed Project Officer and LAAFB to plan the annual Schriever Wall of Honor ceremony.

m. Sports Day. Responsible for execution of annual Sports Day program.

Section 3. Special Committees. Special committees (e. g., Chapter support to SMC Industry Days) may be created by the President, BoD, or by vote of the general membership. The respective powers and duties of such committees shall be defined when each committee is created.

Section 4. Meetings. Each committee shall hold meetings at such times as may be specified by its chairman, by the President, by the Chapter Board of Directors, or upon the request in writing of a majority of its members after due notice is given to committee members.

Section 5. Reports. Each committee shall keep a record of its proceedings and shall make a written report of its activities as may be required by the Board of Directors.

Section 6. Duties. Each committee shall be charged with the duties assigned to it by the Constitution and Bylaws or by the President or the Board of Directors. Any question which may arise as to the jurisdiction of a committee shall be determined by the President.

Section 7. Budget and Appropriations. The Chairman of each standing committee shall prepare and submit an annual budget to the Board of Directors for approval prior to the start of the Operating Year. Committee Chairmen may make application to the Treasurer for the appropriation of approved funds for the work of their committees during the course of the year. No Committee shall have authority to incur any indebtedness for which the Chapter shall be responsible except to the extent authorized in the approved budget by the Chapter Board of Directors as managed by the Treasurer.

ARTICLE XI

DELEGATES TO CONVENTIONS

Section 1. The Chapter President shall be the Chapter's delegate to the National Convention. If the President is unable to attend, the Senior Vice President shall be the delegate. If neither the President nor Senior Vice President is able to attend, the Chapter President shall select and the Board of Directors will approve a Chapter member to be the delegate.

Section 2. Delegates to the State Convention shall be as prescribed in the State Organization Constitution and Bylaws. The Chapter President shall be the Chapter's delegate to the State Convention. Other Chapter delegates shall be chosen at the Board of Directors meeting held immediately prior to the State Convention and in time to meet the registration of the State Organization.

ARTICLE XII

DISCIPLINE

Section 1. Complaints against the Chapter or elected or appointed officers of the Chapter shall be handled as specified in Article XV of the Air Force Association Constitution and in the Operations and Procedures Manual under Disciplinary Procedures.

Section 2. This Chapter shall not enter into any agreements, leases, or other commitments or involvements of any kind or nature whatsoever, the direct or indirect effect of which shall be legally to obligate or constrain the Air Force Association, without the prior written approval of the President of the Air Force Association; nor shall it engage in any activity contrary to or inconsistent with the objectives or policies of the Air Force Association.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Newly Revised* shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws and any special rules of order the Chapter may adopt.

ARTICLE XIV

AMENDMENT

The Constitution and Bylaws may be amended by a majority vote of the members voting at a called meeting, provided that notice of the proposed amendment shall have been given by the Secretary. This Constitution and Bylaws also may be amended by a two-thirds vote of the Board of Directors present at the meeting where the amendment is offered for final adoption, provided

that notice of the proposed amendment shall have been given by the Chapter Secretary to the membership at least thirty (30) days before the amendment is offered for final adoption.

Adopted by unanimous vote of the Board of Directors on 23 July 2015.

Marcia P. Peura

Marcia P. Peura, Secretary

ENDORSEMENTS

Date

Juan E. Cruz

Digitally signed by Juan E. Cruz
DN: cn=Juan E. Cruz, o=Air Force Association,
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Date: 2015.08.19 17:46:58 -0700

19 August 2015

Juan Cruz

President, California Air Force Association

Lee Barnby

Lee Barnby

President, Far West Region, Air Force Association

25/015

David Dietsch

David Dietsch

AFA Vice Chairman of the Board – Field Operations

26 September, 2015