

CONSTITUTION AND BYLAWS of the VIRGINIA STATE AIR FORCE ASSOCIATION

ARTICLE I NAME

The name of this Association shall be Virginia State Air Force Association, hereinafter referred to as Virginia AFA.

ARTICLE II OBJECTIVES

The 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 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.

The purpose and objectives of the Virginia AFA are to carry out the goals and objectives of the Air Force Association through its duly constituted chapters and members at-large located throughout the Commonwealth of Virginia; to supervise and coordinate the activity of the chapters; and to act as an administrative liaison between the Air Force Association, and the chapters in the Commonwealth of Virginia.

Further, the Virginia AFA encourages and provides a venue for the open discussion of U.S. defense policy, priorities, and goals. We place heavy emphasis on educational outreach as an essential part of our mission, not only in science and technology, but also on the national goals that science and technology support.

We are focused on keeping the United States Air Force strong by ensuring all Airmen receive the support needed to defend our nation. The Virginia AFA also stands behind all citizens who support the United States Air Force, especially Air Force family members and veterans. The Virginia AFA will organize events in support of these groups.

ARTICLE III LIMITS

The Virginia AFA shall be civilian and shall not be used for the dissemination of partisan principles, nor for the promotion of candidacy of any person seeking office or preferment, nor for any other personal or commercial gain.

Virginia AFA 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 Virginia AFA, 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

Members of Virginia AFA shall be those Air Force Association members whose chosen chapter affiliation or official mailing address is located in the Commonwealth of Virginia and who have registered with the Air Force Association headquarters.

So long as it shall not conflict with the Air Force Association Constitution and Bylaws, the State Executive Council may designate general vicinities for chapter operations.

ARTICLE V ORGANIZATION

Section 1. Organization. Virginia AFA shall be organized in Chapters chartered by the Air Force Association. No person may be a member of more than one Chapter. Virginia AFA shall have a minimum of two chapters.

Section 2. Charters. Members of the Association who desire to form a Chapter shall make application for a Charter to the State President. After consideration by the State President, the Charter application shall be submitted, with recommendations, through the Central East Region President, to the Vice Chairman of the Board for Field Operations (VCOB/FO) for final action. If approved, the charter shall be issued by the VCOB/FO.

Section 3. Chapter Officers. Each Chapter shall have a President, at least one Vice President, a Secretary, a Treasurer, a Chapter Executive Committee, and such subordinate Officers as the Chapter shall determine. The Secretary and Treasurer positions may be combined. No member may hold office, either elected or appointed, or have his/her dues

assigned to the State Organization, or vote in connection with the affairs or election of this State unless he is a member of a Chapter located within this State.

Section 4. Chapter Executive Committee. Each Chapter shall have an Executive Committee which shall be composed of the Chapter Officers, and other such members as the Chapter shall determine.

Section 5. Chapter Membership. The minimum membership of a local chapter shall be twenty (20) voting members. Members of the Association shall be deemed to be members of a particular Chapter if they shall either have filed application for such membership with such Chapter, or shall have been assigned to such Chapter through automatic affiliation, or shall have paid their national dues through, or credited the same to, such component of the Association. No member of any Chapter may be a member of any other Chapter, at the same time. No person may join a Chapter without first being a Member of the Association.

Section 6. Chapter Constitutions. Each Chapter shall have its own Constitution and By-Laws, which shall be consistent with the Constitution and By-Laws of the Association, and the State, and shall take effect after review by the State and Region Presidents and approval by the National Association.

ARTICLE VI FINANCE

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

Section 2. Chapter Dues. Chapter dues or the levy of assessments may be made by Chapters of the Association upon approval thereof by the majority of the voting members of the Chapter present at the meeting at which the matter is presented, provided that at least fifteen (15) days prior written notice has been given to the full chapter membership.

Section 3. Fiscal and Operating Years. The Fiscal Year of the Virginia AFA shall be January 1 to December 31. The Operating Year shall be October 1 to September 30.

ARTICLE VII OFFICERS

Section 1. Elected Officers. The officers of the Virginia AFA shall be a President an Executive Vice President, a Secretary, a Treasurer and such other officers that may be determined by Constitutional amendment, and they shall be elected at the State Convention held annually. Officers shall serve on an operating year basis. Voting for officers shall be by delegates as specified in Article IX. No person may be elected to the office of President for more than two (2) consecutive years. Prior approval of the Region

President must be obtained for an incumbent State President to run for a third, or subsequent term. No person may be elected to the office of Executive Vice President or Secretary for more than three (3) consecutive years without written approval of the Region President.

Section 2. Appointed Officers. The State President may appoint additional officers with the approval of a majority of the Executive Committee. The appointed officers may include Vice Presidents for Administration, Aerospace Education, Awards, Communications, Leadership Development, Membership, Government Relations, and Veterans Affairs. Positions may be combined. Appointed officers may be removed from office by the State President or by a majority vote of the State Executive Committee.

Section 3. Vacancies. In the case of a vacancy in any elective office, that vacancy shall be filled by appointment by the State President for the remainder of the unexpired term and thereafter until a successor is elected. In the case of a vacancy occurring in the office of State President, the duties of that office shall be assumed by the elected Executive Vice President until such time as the State Executive Committee shall elect a successor President.

ARTICLE VIII DUTIES OF OFFICERS

Section 1. President. The State President shall exercise the powers and perform the duties assigned by the State Constitution and Bylaws and be the Chief Executive Officer of the State Organization and as such subject to the Constitution. The President shall generally supervise the management of its affairs. The President shall have full power to enforce the provisions of the Constitution, the will of the State Organization, Air Force Association and State membership, preside at the State meetings, chair the Executive Committee, appoint all necessary committees, and perform such other duties as are usually incident to the office.

Section 2. The Executive Vice President. The Executive Vice President shall perform such duties as may be assigned by the President or by the Executive Committee within the terms of the Constitution, and perform such other duties as are usually incident to the office. The Executive Vice President shall discharge the duties of the President, whenever, in the discretion of the Executive Committee, the disability or absence of the President makes such service advisable.

Section 3. The Secretary. The Secretary shall keep a record of the proceedings of all meetings of the State and of all other matters of which a record shall be ordered by the Executive Committee. The Secretary shall notify the officers, members of the Executive Committee, and all members of Committees of their election or appointment, and shall issue notices of all special meetings. The Secretary shall perform such other duties as may from time to time, be assigned by the State Constitution and by the Executive Committee, or are usually incident to the office.

Section 4. The Treasurer. The State Treasurer shall collect and disburse all funds of the State and be the custodian of such funds. He/she shall keep regular accounts in books belonging to the State which shall be open to the inspection of any member of the Executive Committee. The Treasurer shall make annual reports upon the condition of the Treasury and at such other times as shall be requested by the Executive Committee or by the President and shall perform such other duties as may be assigned by the State Constitution, or are usually incident to the office.

ARTICLE IX STATE CONVENTION

Section 1. State Convention. Virginia AFA shall convene an annual convention each operating year at a time and place set by the State Executive Committee.

Section 2. Notification. All Chapters in the State, the Central East Region President, and the VCOB/FO shall be notified in writing or by electronic communication of the date and location of the State Convention at least sixty (60) days in advance of the meeting.

Section 3. Delegates to the State Convention. Each Chapter shall be entitled to one (1) voting member and (1) additional voting member for each 50 of its members or major fraction thereof, provided that no single Chapter shall be entitled to more than one-fourth of the total accredited votes at the annual meeting. All delegates shall be affiliated members of a Chapter in the State. Delegates shall be selected in a manner prescribed by their respective chapter constitution. The Executive Committee shall determine the procedures for certifying delegates from the Chapters.

Section 4. Voting. Only approved delegates who attend the State Convention 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 that in the elections of State officers only, if a chapter organization is entitled to more votes than are represented by the the votes of those duly selected delegates who are present at the Convention, each attending delegate shall vote individually and the remaining votes shall be cast as a unit as determined by a majority of the attending delegates of the Chapter organization..

Section 5. Quorum. A quorum shall exist when a majority of the chapters are represented at the State Convention.

Section 6. Rules and Procedures. The Executive Committee shall establish rules and procedures for the State Convention that shall be approved by the members present at the opening of the first business session.

ARTICLE X EXECUTIVE COMMITTEE

Section 1. Membership. Between State Conventions, the administrative power of the Virginia AFA shall be vested in an Executive Committee which shall consist of the elected State officers, appointed State Vice Presidents, and the chapter presidents who shall serve upon assuming their office and until their successor is elected by the chapter. The terms of office of the Executive Committee shall be the State operating year. The State President shall be chairman of the Executive Committee.

Section 2. Past State Presidents. Past State Presidents who have served at least one year in office shall be considered permanent members of the State Executive Committee with full rights and privileges.

Section 3. Administrative Authority Between Executive Committee Meetings. The elected State officers and Chapter Presidents shall have administrative authority between quarterly meetings of the Executive Committee for matters not otherwise assigned by the Constitution and Bylaws. This body may meet in person or may vote by mail or electronic communications. Decisions shall be by majority vote and a report of action taken shall be made to the Executive Committee.

Section 4. Powers and Duties. The Executive Committee will serve as the governing body for the State and will have administrative authority over issues that require resolution between formal Executive Committee Meetings and State meetings. This body may meet in person or may vote by mail or electronic communication. Decisions shall be by majority vote and a report of actions taken shall be made to the Executive Committee. They shall also approve appointments of Standing Committees and Special Committees, and provide for the appointment of subordinate officers as may be needed for proper administration of the affairs of the State.

Section 5. Meetings. The Executive Committee shall meet at least quarterly. These meetings can be either face-to-face or by other means. Special meetings may also be called by the State President and upon the written request of twenty-five (25) percent of its members.

Section 5. Quorum. A quorum of the Executive Committee shall consist of a majority of its members as defined in Article X, Section 1 and 2, above, present, via telecom or responding to an electronic call for vote.

ARTICLE XI COMMITTEES

Section 1. Standing Committees. The State President shall provide for such committees as may be deemed necessary. The State President, annually, shall fix the number of Standing Committees, appoint the members of each Standing Committee, designate the chairpersons, and fill vacancies.

Section 2. Special Committees. The State President, the Executive Committee, or the convention body may create Special committees and define their powers and duties. The State President shall appoint the members of such committees, designate the chairperson, and fill vacancies. The President or the Executive Committee may abolish any Special Committee or it will automatically cease to exist after it makes its final report.

Section 3. Meetings. Standing and Special Committees shall meet after due notice to its members is given by its chairperson, by the State President, by the Executive Committee, or upon the written request of a majority of its members.

Section 4. Reports. Each standing committee shall keep a record of its proceedings and shall make a written report of its activities at regular meetings and such other times as may be required by the Executive Committee.

Section 5. Removal. Any member of a standing committee may be removed from office by the committee chairman with the concurrence of the State President, or by the written request of two-thirds of the members of that Committee.

Section 6. Duties. Each standing committee shall be charged with the duties assigned to it by the State Constitution, or by the President or Executive Committee, and shall perform such other duties as are usually incident to committees of its particular denomination. Any question which may arise as to the jurisdiction of a committee shall be determined by the President.

Section 7. Appropriations. The chairman of any committee may make application to the Executive Committee for appropriation of funds for the work of such committee. No committee shall have authority to incur any indebtedness or pecuniary obligation for which the State shall be responsible except to the extent previously authorized by the State President or by the Executive Committee.

ARTICLE XII NOMINATING COMMITTEE

Section 1. Membership. . The Nominating Committee shall be chaired by the immediate past Virginia State President and at least one additional past president, if available, and other persons determined by the chairman for a total membership of at least five persons. If the immediate past president is not available, the State president will select the

chairman. Members of the nominating committee shall represent the diversity of the State membership and geographic areas of the State. When possible, the Nominating Committee shall present multiple candidates for each elected position..

Section 2. Nominations. The Nominating Committee shall meet as determined by the chairman , not less than forty-five days prior to the election of officers. The Chairperson of the Nominating Committee shall inform the Chapter Presidents and the members of the State Executive Committee of the nominees not less than thirty (30) days prior to the election of officers. The nominating Committee shall certify that all nominees are eligible and qualified to serve.

Section 3. Nominations from the Floor. Nominations may be made from the floor at the State Convention provided that such nomination(s) shall be accompanied by the written consent of the nominee to serve.

ARTICLE XIII NATIONAL CONVENTION

Section 1. Authorized Delegates. The State President shall chair the Virginia AFA delegation to the National Convention of the Air Force Association. If the State President cannot attend the National Convention then the President shall designate the chairman from among the other affiliated, voting members of the State Association. At the National Convention, the State shall be entitled to the number of delegates determined by AFA National Headquarters.

Section 2. Selection of Delegates. Delegates representing the State shall be selected in a manner to be determined by the delegates to the State Convention in conformity with the Air Force Association Constitution

ARTICLE XIV DISCIPLINE

Section 1. . A State Organization which violates the Constitution of the Air Force Association, reflects discredit upon the Association, or has been inactive may have its charter suspended or revoked. Disciplinary action may be taken against any state organization elected or appointed officer according to the procedures established in the Constitution and the Operations and Procedures Manual of the Air Force Association.

Section 2. Virginia AFA 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 National 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.

Section 3. Chapters. The Executive Committee after notice and proper hearing, with the concurrence of the Central East Region President, may apply to the Vice Chairman of the Board for Field Operations (VCoB-FO) of the Air Force Association for the suspension or revocation of the charter of any chapter within the State Association that violates the Constitution or By-Laws of the Association or of the State Association or reflects discredit upon the Association. In case of suspension or revocation of the charter of a chapter, its affairs shall be governed by the State Association Executive Committee.

Section 4. Officers. Any State or Chapter Officer may be removed from office for incompetence, misconduct in his/her relation to the Association or to his/her State or Chapter, for disloyalty to the United States, or upon conviction, in a court of competent jurisdiction, of a felony.

Section 5. Members. Any Member of the Association may be suspended or expelled for misconduct in relation to the Association or to the Chapter, for disloyalty to the United States, or upon conviction, in a court of competent jurisdiction, of a felony.

ARTICLE XV PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern Virginia AFA in all cases to which they are applicable and in which they are not inconsistent with this Constitutions and any special rules of order that Virginia AFA may adopt.

ARTICLE XVI AMENDMENTS

This Constitution and its Bylaws (if used) may be amended by a two thirds (2/3) vote of the delegates present at the State Convention, or by a three-fourths (3/4) vote of the total Executive Committee; provided, however, that any amendment to this Constitution made by the State Executive Committee shall be subject to amendment or revocation by the majority vote of the delegates present at the next State Convention.

ARTICLE XVII CONFORMITY

The provisions of this Constitution shall be subject to the Air Force Association Constitution and By-Laws, as presently provided or as the same may hereafter be amended. In the event of the occurrence of any inconsistency between the terms and provisions of this Constitution and the Air Force Association Constitution and By-Laws, the latter shall govern and prevail.

This Constitution and all amendments thereto, are subject to review and acceptance by the Constitution Committee of the Air Force Association and are inoperative until accepted.

The approved Constitution and all amendments thereto, will remain on file at National Headquarters and shall be available for any officer or member.

Adopted: 9 June 2007

ENDORSEMENTS



State President

Region President Date

AFA Constitution Committee Date