

**THE AIRLIFT/TANKER ASSOCIATION, INC.
BY-LAWS**

31 October 2006

ARTICLE I

GENERAL PROVISIONS

Section 1 – Name

The name of the organization is The Airlift/Tanker Association, Inc., hereinafter referred to as the Association.

Section 2 – Articles of Incorporation

The Airlift/Tanker Association, Inc. is incorporated in the State of Florida under Certificate of Incorporation of the Airlift Association, Inc. dated 11 June 1976 as amended 17 December 1979, 29 December 1992, and 4 November 1995.

Section 3 – Constitution and By-Laws

The Constitution, approved 20 October 1979 as amended 18 October 1980, 16 October 1982, 2 November 1985, 24 October 1992 and 29 October 1994, has been the basic operating document of the Association. The By-Laws, approved 20 October 1979 as amended, have been the rules of operation of the Association for the Board of Officers.

Section 4 – By-Laws

The Constitution and the By-Laws are combined, herein, into a single document, the By-Laws. The By-Laws are the basic operating documents of the Association in accordance with the provisions of the Articles of Incorporation. The interpretation of its provisions and intent will be vested in the Board of Officers.

Section 5 – Changes to the By-Laws

- a. Proposed changes to the By-Laws must be available to members sixty (60) days prior to the annual convention. The By-Laws will be amended by a two-thirds (2/3) vote of the members voting at the annual Business Meeting of the Annual Convention.
- b. Proposed changes by the members to the By-Laws must be submitted in writing to the Board of Officers and signed by not less than five percent (5%) of the total number of

voting members one hundred twenty (120) days prior to the convening of the Annual Convention.

- c. Interim changes may be made by the board of Officers on an expedient basis at any time. Membership ratification of Interim changes to the By-Laws will be made at the next Annual Convention.

ARTICLE II

ORGANIZATION

Section 1 – General Organization

The organization of the Association will be initially on an international level. However, members domiciled contiguously may petition the Board of Officers of the Association to grant them a charter to form a local chapter. Petitions for local chapters will be accompanied by proposed By-Laws (optional) and a name for the chapter.

When expansion to a state, regional, or national level is deemed necessary by the Board of Officers to facilitate the management or to further the goals of the Association, the Chairman of the Board will appoint a committee to develop a reorganization plan. Prior to implementation, the plan will be submitted for approval to the Membership at the Business Meeting of the Annual Convention.

Section 2 – Board of Officers of the Association

- a. Composition of the Board of Officers

The elected Officers of the Association will consist of the Chairman of the Board, President, Senior Vice President, Vice President-Industry Affairs, Vice President-Program, Secretary, and Treasurer. These officers will comprise the Board of Officers.

- b. Board Meetings

The Chairman of the Board will call all Board meetings as required to manage the affairs of the Association and will preside over all meetings of the Board. In the absence of the Chairman, the order of acting presiding officer will be the President or senior vice President. Approval for actions will be authorized by majority vote of the Officers present. A quorum is established if four (4) or more Officers are present. Telephone conference call Board meetings are authorized within the scope of the above limitations.

- c. Minutes of Board Meetings

The minutes of Board meetings will be recorded and kept as a record by the Secretary and will be ratified by the Board at the next Board meeting. Requests from any member for copies of the minutes of any meeting will be honored.

Section 3 – Military/Government Liaison Representatives

The Chairman of the Board, as deemed appropriate, will invite certain organizations/groups to designate an individual to be their liaison representative at meetings of the Board of Officers. The following is a current listing.

- Commander, Air Mobility Command
- Commander, Air Combat Command
- Commander, US Air Forces Europe
- Commander, Pacific Air Forces
- Commander, Air Education and Training Command
- Commander, Air Force Material Command
- Commander, Air Force Reserve Command
- Commander, Air Force Special Operations Command
- Director, Air National Guard
- Young Leadership Awardees

The liaison representative designee will not vote, but may fully participate in Association affairs and vote as a member on any committee of the association.

The appointment of an alternate to the prime designee is encouraged. Any additions or deletions to the above listing will be at the discretion of the Board of Officers.

Section 4 - Board of Advisors

The Board of Advisors will consist of members with outstanding qualifications to act in a policy advisory capacity to the Board of Officers. These members will be selected for their position in the airlift/tanker community and/or for their accomplishments that would contribute to the progress of the Association.

Selection of the nominees will be made by the Board of Officers and presented to the members for approval at the annual Business Meeting of the Annual Convention, except that the Chairman, with the approval of the Board of Officers, may make opportune appointments to the Board of Advisors when it is deemed to be in the best interest of the Association. The Board of Officers will elect a chairperson for the Board of Advisors. This individual will be elected from within the current Board of Advisors and will serve at the pleasure of the Chairman of the Board.

Section 5 – Historian

The Historian will research, collect, and chronicle the history of the Association. The Historian will be appointed by the Chairman.

Section 6 - Membership

The classes of membership will be Full, Corporate, Student and Honorary Member. Period of membership, dues, responsibilities and other details of membership will be as defined in **Article IV** below.

ARTICLE III

OFFICERS OF THE ASSOCIATION

Section 1 – Elected Officers and Responsibilities

- a. Election of each of the officers of the Association will be made from a slate of officer nominees nominated according to the provisions of Article V below. Election to fill each Officer position will be during the Business Meeting of the Annual Convention by simple majority vote of the members voting.
- b. Responsibilities
 1. Chairman of the Board: The Chairman is the Chief Executive Officer of the Association and presides over all Board meetings, the Business Meeting of the National Convention, and such other special meetings that are called as specified herein. In the absence of the Chairman, the order of acting presiding officer will be the President or Senior Vice President. The Chairman will assign specific duties to Board members, as he deems appropriate.
 2. President: The President, along with the Chairman, will be responsible for policy interpretation of the Articles of Incorporation and the By-Laws, manages the Awards program, and manages the Enlisted Tuition Grant (ETG) Program. The President will ensure formal reviews of the A/TA Sponsored Awards and Hall of Fame recognition every five years.
 3. Senior Vice President: The Senior Vice President will coordinate all chapter activities including new chapter starts, changes to the Association handbook, and status of chapters. Additionally, the Senior VP will review convention financial planning and execution.
 4. Vice President-Industry Affairs: The Vice President-Industry Affairs is responsible for managing all aspects of the Corporate Membership program

and the industry exhibits program at the Annual Convention and is a member of the Program Committee who is authorized to enter into contractual arrangements with Corporate Members, Exhibitors and Exhibit Services Companies on behalf of the Association.

5. Vice President-Programs: The Vice President-Programs is responsible for developing and managing all aspects of the Association's meetings, programs, and the Annual Convention; and serves as Chairman of the Program Committee and is authorized to enter into contractual arrangements for facilities and services on behalf of the Association to support program activities as approved by the Board of Officers.
6. Secretary: the Secretary will prepare and maintain the minutes of all Board Meetings and the minutes of the annual Business Meeting, as well as maintain the minutes of all committee meetings. The Secretary is Chairman of the Membership Committee and a member of the Nominating Committee. The Secretary also is custodian of pertinent Association documents and the Association master file.
7. Treasurer: The Treasurer is responsible for the financial affairs of the Association, and will deposit and disburse Association funds as required and directed by the Board of Officers. He will prepare and maintain adequate financial records, maintain and manage Association accounts in financial institutions, and file the annual Federal Income Tax return. He will provide quarterly financial reports, in writing, to the Board of Officers for approval at each Board meeting. Financial reports will consist of an Income Expense Statement and a Liquid Asset Statement. The Treasurer will print and publish a financial report for the benefit of all the members in the spring issue of the Airlift/Tanker Quarterly magazine. The Treasurer is chairman of the Finance Committee that provides financial guidance for the Association.

Section 2 - Terms of Office

The term of office for each position of the Board of Officers will be two (2) years. To provide continuity in managing the affairs of the Association, the nominees for positions on the Board of Officers will be for staggered terms. The date for assuming office will be from the first day after adjournment of the Annual Convention to the last day of the Annual Convention consistent with the applicable staggered dates of the incumbent. The term of office for the incoming Treasurer will be from a time not later than 31 January immediately following the Annual Convention and from a date mutually agreed upon with the outgoing Treasurer and acceptable to the Board of Officers. Each Officer position will normally not be held by an individual for more than two (2) terms. However, proposals for an individual to be elected

for an additional consecutive term will be referred to the Nominating Committee, which shall have authority to nominate such person for re-election.

Section 3 - Vacancies

In case of any vacancy among the elected positions of the Officers, it will be filled by appointment of the Chairman of the Board. In the case of a vacancy in the office of Chairman, it will be filled by the President of the Association until such time as a Chairman can be elected.

Section 4 - Eligibility of Officers

Any full member in good standing will be eligible for office in any position of the Association, except that full members on active duty in the Armed Services will not be elected board officers as outlined in Article II.

ARTICLE IV

MEMBERSHIP

Section 1 – Eligibility for Membership

Eligibility for membership will be made available to any individual who has satisfactorily completed a membership application as provided in the By-Laws. Acceptance of membership for any individual is vested in the Board of Officers.

Section 2 – Membership Classes

- a. Full Member – is a member in good standing and authorized to vote in all matters of the Association at the Annual Business Meeting if he has a paid-up membership and is in good standing in all other matters as may be defined herein. He will be eligible to hold office in the Association except as specified in Article III, Section 4.
- b. Corporate (Group) Member – is an organization or corporation interested in advancing the objectives of the Association may be accepted as a Corporate Member in the Association.
- c. Student Member – Any person who is a student in an educational institution (no military) and who is interested in advancing the objectives of the Association is eligible to become a student member in the Association.
- d. Honorary Membership – any person who will contribute substantially to the purposes and objectives of the Association may be given an honorary membership.

Section 3 – Dues

Dues for all membership classes, except honorary, will be as determined by the Board of Officers. Honorary membership is by calendar year and will not be charged any dues.

Section 4 - Benefits

All benefits for members arranged or contracted for by the Association shall be uniformly made available to each member.

Section 5 – Discipline

- a. The Board of Officers shall have the authority to review complaints against individual members.
- b. A member has the right of appeal from any adverse decision made by the Board of Officers. Such appeal must be in writing to the Board of Officers and the appeal may be in two phases:
 1. An appeal to the Board of Officers for a second review by the Board of Officers.
 2. An appeal to the Board of Officers for a review by delegates at the next Business Meeting. Such review will be considered adequate if the appeal is read to the delegates meeting at the next Business Meeting and the delegates sustain the Board of Officers' decision.

ARTICLE V

COMMITTEES

Section 1 – Standing Committees

The Standing Committees of the Association are the Nominating Committee, the Financial Committee, the Program Committee, and the Membership Committee.

Section 2 – Committee Membership

The office-holding members of the Standing Committees will be as designated in Section 4 below. Non-office-holding committee members will be nominated and elected at the Business Meeting of the Annual Convention, except that the Chairman, with the approval of the Board of Officers, may appoint

Members to Standing Committees as may be required between conventions to provide for the proper manning and functioning of the committees. All Standing Committee members will serve the year following appointment and/or election by the delegates.

Section 3 – Special Ad Hoc Committees

The Chairman and/or delegates at the Business Meeting of the Annual Convention may, as required, name and/or nominate and elect additional committees to conduct specifically assigned tasks. The development of Policy Papers for consideration by the Board of Officers would be an example of these tasks.

Section 4 – Standing Committee Composition and Responsibilities

a. Nominating Committee

1. The Nominating Committee shall consist of the most recent former A/TA Chairman, the most recent past President, two non-office holding members of the Association (members at large) and the Secretary. The former A/TA Chairman will serve as Nominating Committee Chairman. The other two non-office holding members (members at large) will be nominated by the Nomination Committee Chairman with the approval of the A/TA Chairman. Committee membership will be approved by vote of the membership at the Business Meeting of the Annual Convention.
2. The Nominating Committee will accept suggestions from Members for candidate nominees and, together with Committee suggestions, the Committee will evaluate the eligibility and qualifications of all. Selection of a nominee for each available position on the Board of Officers will be accompanied by a statement of each nominee's agreement to serve.
3. The Nominating Committee will present a slate of nominees that normally will consist of only one nominee for each available position for the Board of Officers at the Business Meeting of the Annual Convention. Nominations from the floor will be solicited. Any delegate may so nominate provided the nominee is eligible and agrees to serve.

b. Financial Committee

1. The Financial Committee will be chaired by the Treasurer. Membership will consist of the Chairman of the Board, the President, one (1) office-holder appointed by the Chairman, and three (3) non-office holding members as specified in Section 2 above. The Financial Committee will be responsible for

the financial affairs of the Association and solely responsible for providing guidance and oversight on the finances of the Association.

2. A quarterly financial report, in writing, will be provided to the Board of Officers for approval at each Board meeting. This report is to be made available to any member upon written request.
3. An end-of-year financial report will be printed and published, for the benefit of all members, in the spring issue of the Airlift/Tanker Quarterly magazine.
4. An audit of the financial position of The Airlift Tanker Association will be conducted by a Certified Public Accountant (CPA) at least every four years and upon a change of Treasurer. In addition, a CPA will conduct a review of the financial position of the ATA each year to ensure conformity with accounting principles. Special audits may be required at the discretion of the Board of Officers. The Certified Public Accountant will be nominated by the Treasurer and approved by the Chairman. The audit report will be made available to all members upon request.

c. Program Committee

1. The Program Committee will be chaired by the Vice President-Programs. Membership will consist of the Vice President-Industry Affairs and three (3) non office-holding members specified in Section 2 above.
2. The Program Committee will have primary responsibility to plan, arrange and manage programs, meetings and events authorized by the Board of Officers.
3. The Program Committee conducts preliminary site selection surveys and negotiations with hotel, motel and/or convention facilities. Recommendations will be provided to the Board of Officers for site approval and authorization for the Vice President-Programs to accomplish contractual arrangements. Negotiations should begin well in advance to insure a more cost effective recommendation to the Board of Officers. Details presented to the Board may include:
 - Site information: cost, availability, advantages, disadvantages, etc.
 - Hotel information: rooms, meeting space, exhibit space and associated cost.
 - Program information: proposed schedule, events, speakers, special audio/visual requirements, etc.

4. The Program Committee will develop an agenda for the Annual Convention. The details include:
 - Meeting locations and times.
 - Other program details as required.

5. The Program Committee will coordinate with the Secretary to develop a Business Meeting agenda for the Annual Convention. The details to include:
 - Provisions for the Secretary's report
 - Any proposed changes to the By-Laws
 - Any proposed resolutions
 - Provisions for reports by the:
 - ❖ Financial Committee
 - ❖ Chairman, Board of Advisors
 - ❖ Nominating Committee
 - Report on next meeting site and date
 - Provision for other reports

6. Exhibits for the convention or other functions will be planned, scheduled, and managed by the Vice-President-Industry Affairs in coordination with the Vice President-Programs.

d. Membership Committee

1. The Membership Committee will be chaired by the Secretary. Membership will consist of one (1) additional office-holding member appointed by the Chairman of the Board and at least three (3) non-office holding members as specified in Section 2 above.

2. The Membership Committee will develop the membership eligibility requirements for submission to the Board of Officers for approval. They will develop an application form embodying the eligibility requirements and will process all membership applications. They will be responsible to conduct all promotional membership drives and to maintain at all times a current membership roster.

e. Committee Member Qualifications

Any member of the Association in good standing may serve on any committee. Appointment by the Chairman becomes a member's authority to serve on a committee.

f. Ex-Officio Members

The Chairman of the Board is an ex-officio member of each committee, with the exception that neither the Chairman nor the President may be a member of the Nominating Committee.

ARTICLE VI

ANNUAL CONVENTION

Section 1 - The Convention

The Annual Convention will be held at a time and place approved by the Board of Officers

Section 2 - Delegates

Each full member in good standing is eligible to be an authorized delegate and to have full voting right at the business meeting of the Annual Convention.

Section 3 - Meeting Rules and Procedures

- a. Roberts Rules of Order, Revised, will rule and govern in conducting the Business Meeting of the Annual Convention.
- b. A quorum will exist at the Business Meeting of the Annual Convention with four (4) elected officers and those delegates present.
- c. The Chairman will preside over the Business Meeting of the Annual Convention. In his absence the order of acting presiding officer will be the President or the Senior Vice President.
- d. Voting at the Business Meeting of the Annual Convention will be limited to authorized members. Majority vote by the members in attendance will decide all issues, except as otherwise provided herein.