

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

22 February 2010

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 and as amended 17 December 1979, 29 December 1992, 4 November 1995, and 31 October 2006.

Section 3 – Constitution and By-Laws

The Constitution, approved 20 October 1979, and amended 18 October 1980, 16 October 1982, 2 November 1985, 24 October 1992, 29 October 1994, and 6 October 2006, has been the basic operating document of the Association. The By-Laws, approved 20 October 1979 and 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 constitute the basic operating document 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. Amendments to the By-Laws requires a two-thirds (2/3) vote of the members in good standing, present, and voting at the annual Business Meeting of the Annual Convention.
- b. A special ad hoc committee or members in good standing may propose changes to the By-Laws. Members in good standing must submit proposed changes to the By-Laws in writing to the Board of Officers and obtain signatures of not less than 5 percent of the

total number of Association members in good standing 120 days prior to the convening of the Annual Convention.

- c. The Board of Officers may make interim changes on an expedient basis at any time. Members will ratify interim changes to the By-Laws at the next Business Meeting of the Annual Convention, following the proper change protocols stated in these By-Laws.

ARTICLE II

ORGANIZATION

Section 1 – General Organization

The organization of the Association will be 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. Members seeking to form a local chapter must submit a request, proposed chapter by-laws, a list of charter members, and a name for the chapter, along with their request.

When the Board of Officers deems expansion to a state, regional, or national level is necessary 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 Board will submit the plan to the Membership at the Business Meeting of the Annual Convention for approval.

Section 2 – Board of Officers of the Association

- a. Composition of the Board of Officers

The seven elected Officers of the Association will consist of the Chairman of the Board; President; Senior Vice President; Vice President, Industry; Vice President, Programs; Secretary; and Treasurer. These officers will comprise the Board of Officers.

- b. Voting Rights of the Board of Officers

The seven elected officers listed above are empowered to vote on all Association matters at Board and Business Meetings; however, the membership at the Business Meeting of the Annual Convention must vote on certain matters, described in these By-Laws.

- c. 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, then Senior Vice President. Approval for actions requires a majority vote of the officers present, if a

quorum is present. A quorum consists of four or more elected officers present at the meeting. Telephone conference call Board meetings are authorized within the scope of the above limitations.

d. Minutes of Board Meetings

The Secretary will record and maintain the minutes of board meetings and will provide a copy of any meeting minutes to members upon request. The Board of Officers will officially ratify the meeting minutes at the next board meeting.

Section 3 – Military/Government Liaison Representatives

The Chairman of the Board, as deemed appropriate, may invite certain organizations/groups to designate an individual to be their prime and alternate liaison representatives 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 at Board Meetings, but may otherwise fully participate in Board Meetings and Association affairs and vote as a member on any committee of the Association. The Board encourages appointment of an alternate to the prime designee.

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. The Board of Officers will select these members for their position in the airlift/tanker community and/or for their accomplishments that would contribute to the progress of the Association.

The Board of Officers will select the nominees and present them to the members for approval at the annual Business Meeting of the Annual Convention; however, the Chairman, with the approval of the Board of Officers, may make opportune appointments to the Board of Advisors when 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 Chairman will appoint a Historian who will research, collect, and chronicle the history of the Association.

Section 6 – Membership

The classes of membership will be Full, Industry Partners, and Honorary. **Article IV** below defines the period of membership, dues, responsibilities and other details of membership.

ARTICLE III

OFFICERS OF THE ASSOCIATION

Section 1 – Elected Officers and Responsibilities

- a. The Association will use a slate of officer nominees for election of each of the officers of the Association according to the provisions of **Article V** below. Elections will occur during the Business Meeting of the Annual Convention by a simple majority vote of the members present and in good standing.
- 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 specified herein. 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 By-Laws, manages the Awards Program, and manages the Enlisted Education Grant (EEG) and scholarship programs. The President will ensure formal reviews of the Association’s sponsored awards every five (5) 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.
 4. Vice President, Industry: The Vice President, Industry, is responsible for managing all aspects of the industry partnership program and the industry exhibits program at the Annual Convention and is a member of the Program Committee which is authorized to enter into contractual arrangements with industry partners, 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; serves as Chairman of the Programs 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 prepares and maintains the minutes of all Board Meetings and the minutes of the Annual Business Meeting, as well as maintains 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; deposits and disburses Association funds, as the Board of Officers directs. The Treasurer prepares and maintains adequate financial records; maintains and manages Association accounts in financial institutions; and files the annual Federal Income Tax return. The Treasurer also provides quarterly financial reports, in writing, to the Board of Officers for approval at each Board meeting. Financial reports consist of an Income-Expense Statement and a Liquid Asset Statement. The Treasurer prints and publishes 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 which 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 three (3) 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. Except for the Treasurer, 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. This date will be mutually agreed upon with the outgoing Treasurer and acceptable to the Board of Officers. Normally, each officer will not hold his/her respective office for more than two terms. However, the Nominating Committee may consider proposals for an additional consecutive term for an individual officer and shall have authority to nominate such officer for re-election.

Section 3 - Vacancies

In case of any vacancy among the elected positions of the officers, the Chairman of the Board will appoint an individual to fill the vacated position. In the case of a vacancy in the office of Chairman, the President of the Association will fill that position until election of a new Chairman. The President will convene a special meeting the Board of Officers to nominate and select an interim Chairman of the Board. The Chairman and the President positions are limited to two (2) elected terms.

Section 4 – Eligibility of Officers

Any full member in good standing will be eligible for office in any position of the Association; however, any member of the Armed Services or full-time federal employees are not eligible to fill any position on the Board of Officers, or serve as Chairman of the Board of Advisors, as outlined in Article II, Section II.

ARTICLE IV

MEMBERSHIP

Section 1 – Eligibility for Membership

Any individual who has satisfactorily completed a membership application as provided in the By-Laws is eligible for membership. The Board of Officers is vested in acceptance of membership for any individual.

Section 2 – Membership Classes

- a. Full Member – A member in good standing and authorized to vote in all matters of the Association at the Annual Business Meeting if he/she has a paid-up membership and is in good standing in all other matters as defined herein. A full member is eligible to hold office in the Association, except those which Article III, Section 4, specifies.
- b. Industry Partner – An aerospace- or defense-related organization or corporation interested in advancing the objectives of the Association.
- c. Honorary Membership – Any person who contributes or has contributed substantially to the purposes and objectives of the Association. The Board of Officers has the authority to bestow this type of membership to individuals.

Section 3 – Dues

The Board of Officers will determine the amount of dues for all membership classes, except honorary. Honorary memberships are by calendar year and are gratis memberships.

Section 4 - Benefits

All benefits for which the Association arranges or contracts shall be available to all members.

Section 5 – Discipline

- a. The Board of Officers shall have the authority to review and act on complaints against individual members.
- b. A member has the right of appeal from any adverse decision which the Board of Officers may make. Such appeals must be in writing to the Board of Officers; the appeal may possibly 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 members in good standing at the next Annual Business Meeting. Such review is adequate if the Board of Officers reads the appeal to the members present at the next Annual Business Meeting and the members present 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

Section 4 below outlines the office-holding members of the standing committees. Nomination and election of non-office-holding committee members will occur at the Business Meeting of the Annual Convention; an exception is that the Chairman, with the approval of the Board of Officers, may appoint members to standing committees 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 members present at the Annual 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 the Board of Officers consideration 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 immediate former A/TA Chairman will serve as Nominating Committee Chairman. The Nominating Committee Chairman, with the approval of the A/TA Chairman, will nominate two other two non-office-holding members (members at large). The membership at the Business Meeting of the Annual Convention will vote to approve the committee membership.

2. The Nominating Committee will accept suggestions from members for candidate nominees for the Board of Officers. The Nominating Committee will evaluate the eligibility and qualifications of all suggested nominees. A statement of each nominee's agreement to serve must accompany the selection of a nominee for each available position on the Board of Officers.
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. The Nominating Committee Chairman will also solicit nominations from the floor. Any delegate may so nominate provided the nominee is eligible and agrees to serve.

b. Financial Committee.

1. The Treasurer will chair the Financial Committee. Membership will consist of the Chairman of the Board, the President, one Chairman-appointed office-holder, and three 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 on and oversight of the finances of the Association.
2. A Certified Public Accountant (CPA) will conduct an audit of the financial position of the Association every four (4) years and upon a change in Treasurer. In addition, a CPA will conduct a review of the financial position of the Association each year that an audit is not performed to ensure conformity with accounting principles. Special audits may be required at the discretion of the Board of Officers. The Treasurer will nominate, and the Chairman will approve, the named CPA. The Treasurer will make the audit report available to all full members upon request.

c. Programs Committee.

1. The Vice President, Programs, will chair the Programs Committee. Membership will consist of the Vice President, Industry, and three non-office-holding members specified in Section 2 above.
2. The Programs Committee will have primary responsibility to plan, arrange, and manage programs, meetings, and events that the Board of Officers authorizes.
3. The Programs Committee conducts preliminary site selection surveys and negotiations with hotel, motel, and/or convention facilities, and provides recommendations to the Board of Officers for site approval and for authorizing 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 costs.
 - Program information: proposed schedule, events, speakers, special audiovisual requirements, etc.
4. The Programs Committee will develop an agenda for the Annual Convention, to include the following details:
 - Meeting locations and times.
 - Other program details, as required.
 5. The Programs Committee will coordinate with the Secretary to develop a Business Meeting agenda for the Annual Convention, to include the following details:
 - 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. The Vice President, Industry, will plan, schedule, and manage exhibits for the convention or other functions in coordination with the Vice President, Programs.

d. Membership Committee.

1. The Secretary will chair the Membership Committee which will consist of one additional office-holding member, who the Chairman of the Board appoints, and at least three non-office-holding members as specified in Section 2 above.
2. The Membership Committee will develop the membership eligibility and good standing status requirements for submission to the Board of Officers for approval. The Membership Committee will develop an application form embodying the eligibility requirements, will process all membership applications, and maintain 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 Board of Officers will approve the time and place of the Annual Convention.

Section 2 - Delegates

Each full member in good standing is eligible to be an authorized delegate and to have full voting rights at the Business Meeting of the Annual Convention.

Section 3 - Meeting Rules and Procedures

- a. Roberts Rules of Order, Revised, will rule and govern the conduct of the Business Meeting of the Annual Convention.
- b. A quorum will exist at the Business Meeting of the Annual Convention with four 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, then the Senior Vice President.
- d. Only members in good standing may vote at the Business Meeting of the Annual Convention. Majority vote by such members present at the meeting will decide all issues, except as otherwise provided herein.