

**CONSTITUTION
AND
BYLAWS**

of the

General Bernard A. Schriever
Los Angeles Chapter 147
of the
Air Force Association

**Adopted by vote of the chapter membership
October 22, 2008**

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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 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, nor for the promotion of candidacy of any person seeking office or preferment, nor 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 they 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 January 1 to December 31 commencing on January 1, 2009. The Fiscal Year commencing on October 1, 2008 will conclude on December 31, 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 of Directors.

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 mailed or emailed to all members. The Chairperson of the Board of Directors shall be selected as determined by the Board of Directors. Newly elected officers and Board of Directors members shall be installed at the annual membership meeting held in the fourth quarter each year. Officers shall take office on January 1 and serve for one year.

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 they are to ensure Chapter continuity by working closely with the succeeding Chapter President and Senior Vice President for a period of one year.

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 three 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 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, and 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 mail or 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 mailing/emailing of 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. Awards. Responsible for all Chapter awards and presentation.
- b. Community Relations. Responsible for the Community Partners program and other community outreach effort.
- c. Governance. Responsible for maintenance of Constitution and Bylaws as well as Parliamentary advice and support. The Governance Committee will maintain Chapter-level policies and procedures.
- d. Education. Responsible for ROTC, JROTC, Space Walk and Visions Programs.

e. Salute to SMC Banquet. Responsible for execution of annual Salute to Space and Missile Systems Center (SMC) Awards Banquet.

f. Salute to SMC Executive Forum. Responsible for execution of annual Salute to Space and Missile Systems Center (SMC) Executive Forum.

g. Air Force Ball and Executive Space Reception. Responsible for execution of Chapter responsibilities for the annual Air Force Ball outlined in the agreement with Air Force Association National Headquarters. Responsible for execution of Chapter's Executive Space Reception.

h. Membership. Responsible for chapter membership recruitment and retention. Shall have Military and Industry co-chairs.

i. Military Affairs. Responsible for interface with military member support programs at Space and Missile Systems Center (SMC). Responsible to secure liaison representatives from SMC staff and other base organizations to work with the Chapter on its programs. Reviews and provides recommendation for BoD approval on all support requests from SMC.

j. Public Relations. Responsible for Chapter Newsletter and Web Site and communication with other media organizations.

k. Schriever Education Foundation (SEF). Responsible for management of the Schriever Education Foundation (SEF)

l. 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, 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 they engage in any activity contrary to, or inconsistent with, the objectives or policies of the Air Force Association.

