

55th Wing Association
BYLAWS
22 April 2017

1. INTRODUCTION

- 1.1. The Bylaws are rules by which the 55th Wing Association operates as a not-for-profit, veteran's organization. The Bylaws prescribe how meetings are held, the powers and duties of the officers of the corporation and Board of Directors (BOD), maintenance of the budget, and other provisions of governance.**
- 1.2. Compliance with the IRS Code is necessary to maintain our status as a not-for-profit, war veterans' organization and to retain certain tax advantages in order to benefit the Association.**

2. MEMBERSHIP

- 2.1. To be eligible for regular membership (RM) in the Association personnel must be veterans of the 55th Strategic Reconnaissance Wing, and/or retired or active duty personnel of the 55th Wing.**
- 2.2. Classes of membership include Regular Member (RM), Life Member (LM), and Associate Member (AM).**
- 2.3. Annual membership dues for Regular Membership (RM) will be as determined by the Board of Directors (BoD) and expire at year's end on December 31st. Dues are deemed delinquent on the following April 1st. After that date a member shall be placed in delinquent status with loss of membership privileges. They will no longer be mailed the newsletter.**
- 2.4. Life Membership (LM) is granted by the BOD to members who have made sustained special contributions in service or otherwise to the Association. LMs are exempt from payment of dues.**
- 2.5. Associate Membership (AM) may be granted by the BOD to certain other persons (non-veterans) with special relationships to the Association. They may be granted AM status (AM-OP). The Membership Chairman may approve an AM-OP; however, the number of AM-OP (non-veterans) may not exceed IRS limitations adversely impacting the Association without BOD approval. AM-OP will normally**

pay dues unless exempted by the BOD. Non-55th Military veterans (AM-Mil) are eligible for dues-paying Associate Membership.

3. MEMBERSHIP MEETINGS

- 3.1. Membership meetings shall be held at times determined by the BOD, during reunions held approximately every 18 to 24 months as determined by the BOD, for purposes of electing directors and transacting business.**
- 3.2. A quorum at the membership meeting shall consist of those members in good standing attending the membership meeting.**
- 3.3. The Membership Chairman in consultation with the Secretary shall verify the member in good standing status (dues not delinquent) of those attending the membership meeting. Such members are thus eligible to vote.**
- 3.4. The President or his designate shall chair the meeting.**
- 3.5. Roberts Rules of Order shall be used to facilitate the full and orderly deliberation and, to the maximum extent possible, to help, not hinder the business of the assembly.**
- 3.6. The order of business at membership meetings as far as practical shall be as follows:**
 - A. Proof of notice of the meeting.**
 - B. Reading of approved minutes and advising of disposal of any unapproved minutes.**
 - C. Reports by Officers.**
 - D. Reports by Committees.**
 - E. Election of Directors.**
 - F. Unfinished Business.**
 - G. New Business.**
 - H. Adjournment.**

4. BOARD of DIRECTORS (BOD)

- 4.1. Directors:** The affairs of the Association shall be managed by the Board of Directors (BOD).
- 4.2. Election of Directors** shall be held at membership meetings conducted during the Association reunions.
- 4.3. The term of each elected director** shall extend until the next reunion membership meeting.
- 4.4. The Association has two types of Directors: Elected and Nominated. All directors must be members in good standing of the Association.**
 - 4.4.1. Elected Directors:** There shall be not less than eleven or more than seventeen elected directors.
 - 4.4.2. Nominated Directors:** The serving 55th Wing Commander may nominate two volunteer military members of the 55th Wing to serve on the Board of Directors (BOD). The nominees shall be submitted to the BOD for approval. Their terms of office will continue as long as they remain assigned to/members of the 55th Wing, unless replaced by Board approved nominee(s) of the 55th Wing Commander. Nominated Directors will not be eligible to hold the office of President. Nominated Directors may include Title 10 or Title 32 personnel.
- 4.5. Meetings of the BOD:**

The newly elected Board shall meet immediately following the membership meeting at which they were elected. The Board will elect from its members the Executive Officers per Bylaws 5.1 and 5.2.

- 4.5.1. The normal recurring meeting(s) of the BOD will be held at the Association Reunion. Additional meetings of the Board may be held at such time and place as determined by a majority of the Directors. Notice of such meetings shall be given to each Director at least 30 days in advance.**
- 4.5.2. Special on-line meetings of the Board may be called by the President with the approval of 1/3 of the Directors with one week's notice.**

- 4.5.3. A quorum at a meeting of Directors consists of a simple majority of the number of elected Directors.**
- 4.5.4. The presiding officer at Board meetings shall be the President. In the absence of the President, the Vice President shall preside.**
- 4.5.5. Robert's Rules of Order Newly Revised shall be used to facilitate the full and orderly deliberation and, to the maximum extent possible, to help, not hinder actions of the Board of Directors.**

5. EXECUTIVE OFFICERS

- 5.1. Per Bylaw 4.5, the Board will elect from its members the Executive Officers per Bylaw 5.2 and conduct other business that may come before the Board. The results of the election shall be announced at the reunion banquet.**
- 5.2. The Executive Officers of the Association shall be the President, Vice President, Treasurer and Secretary; all of whom shall be Directors. The BOD from time to time shall elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.**
 - 5.2.1. The President shall have all the powers and duties normally vested in the office of President of an association, including, but not limited to, the power to appoint committees from time to time as he/she shall deem appropriate to assist in the conduct of affairs of the Association.**
 - 5.2.2. In the absence of the President, the Vice President shall exercise the powers and perform the duties of the President.**
 - 5.2.3. The Secretary shall serve notice of all meetings, keep records of all proceedings of the Board and membership meetings, serve such notices as required by the Bylaws, and keep the records of the Association, except those of the Treasurer. In the event of the Secretary not being available to attend a scheduled meeting, the President shall appoint a replacement to attend such meetings and perform the functions of the Secretary.**
 - 5.2.4. The Treasurer shall have custody of all property of the Association including funds, securities and evidence of indebtedness. He/she will keep accurate records of the members in good standing and will keep the books of the Association in accordance with good accounting practices. He/she will perform other duties incident to the office of Treasurer.**

- 5.2.4.1. The Treasurer shall submit NLT than December 31st an annual treasurer's report to the Board for review and an annual balanced budget proposal to the Board for approval. The status of the budget/treasury will be briefed to the Board/Membership at the Association reunions.**

6. AMENDMENTS

- 6.1. An amendment to or amending these Bylaws may be proposed by any Board member. The BOD shall review and take action on any such proposals.**
- 6.2. An amendment to these Bylaws may also be proposed by any Association member in good standing. All proposed amendments shall be presented to the BOD for review and action.**
- 6.3. After review of a proposed amendment the Board by majority vote of the entire Board may do one of the following:**
 - A. Reject the amendment.**
 - B. Implement the amendment and advise the membership via newsletter and/or website.**
 - C. Conditionally implement the amendment while awaiting final approval by a majority vote of the members at the next membership meeting.**
 - D. Present the amendment to the membership for adoption by majority vote at the next membership meeting.**
- 6.4. The President may establish a committee every two years to consider any change(s) to these Bylaws worthy of further consideration by the Board.**

7. NEWSLETTER RECIPIENTS

- 7.1. All widows of 55th SRWA and WA members (NLR-W) are entitled to receive complimentary newsletters at no cost. Participation in WA events by NLR-W is encouraged and welcomed.**

7.2. The 55th WA newsletter may be distributed to positions of the 55th Wing, other persons or organizations at no cost for the benefit of the Association. Those will be designated Newsletter recipients (NLR).

The above is a true copy of changes agreed to at a meeting of a quorum of the 55th Wing Association, Board of Directors, at the Tampa Reunion on 22 April 2017. Provided by:

Signed

James Thomas

Member, Board of Directors