

**TRANSITION CONSTITUTION**  
**Approved by the Transition Board of Directors 12/03/05; effective 04/01/06 or IRS**  
**formal approval, whichever is later.**

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## TRANSITION CONSTITUTION

Approved by the Transition Board of Directors 12/03/06; effective 04/01/06 or IRS formal approval, whichever is later.

### AIR FORCE ASSOCIATION

#### ARTICLE I

##### NAME

The name of this Association shall be "Air Force Association."

#### ARTICLE II

##### OBJECTIVES

The Association provides an organization through which we, as free people, may unite: to advocate for and support the men and women of the United States Air Force; 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 those men and women and technology 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 in order to adequately maintain the security of the United States and the free world.

#### ARTICLE III

##### LIMITS

The Association shall be civilian and shall not be used for the dissemination of partisan principles nor for the promotion of the candidacy of any person seeking office or preferment nor for any other personal or commercial gain. The Association 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 Association, 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. This document will remain in force only until such time as it is replaced by another instrument adopted by the Association as described in Article XVII. Should no replacement document be approved in September 2006, further approval for continuation of this document until 1 October 2007 will be sought from the governance structure and delegates of the 2006 Association National Convention as described in Article XVII.

#### ARTICLE IV

##### MEMBERSHIP

**Section 1. Eligibility.** Any person who supports the objectives of the Association may become a member upon payment of appropriate dues and compliance with the limitations as set forth in this document and other governing documents

**Section 2. Dues.** Membership dues shall be paid in such amounts as shall be determined by a two-thirds (2/3) vote of the delegates at a National Convention or by a two-thirds (2/3) vote of the Board of Directors, provided that any change in dues made

by the Board of Directors shall be subject to amendment or ratification by the delegates at the following National Convention.

## **ARTICLE V FINANCES**

**Section 1. Financial Responsibility.** The Board of Directors shall be responsible for the financial affairs of the Association as administered by the Treasurer.

**Section 2. Fiscal and Operating Years.** The Fiscal Year of the Association shall be January 1 to December 31. The Operating Year shall be October 1 to September 30.

**Section 3. Financial Audit.** The accounts of the Association shall be audited annually by a Certified Public Accounting firm which shall be recommended by the Audit Committee and approved by the Board of Directors. Audit reports shall be provided to each member of the Board of Directors.

## **ARTICLE VI ORGANIZATION**

**Section 1. Governance.** The Association is governed by its National Convention body, which passes its authority to an elected Board of Directors for required actions between National Conventions. An Executive Committee acts as an extension of the Board, performing such business as required between meetings of the Board of Directors. The Association shall be further organized into Regions, State Organizations, and Chapters.

**Section 2. Limitations.** Regions, State Organizations, and Chapters shall not enter into any agreements, leases, or other commitments the direct or indirect effect of which shall be legally to obligate or constrain the Association without the prior written approval of the President. They shall not engage in any activity contrary to, or inconsistent with, the objectives or policies of the Association.

**Section 3. Regions.** Regions shall be formed by the Board of Directors.

### **Section 4. State Organizations.**

**A. Charters.** Organizations may be chartered above Chapter level in each state, in the District of Columbia, and in territories or possessions. The governing documents of such organizations shall not be inconsistent with the Constitution of the Association and shall be subject to periodic review by the Constitution Committee.

**B. Membership.** A member of this Association shall be deemed to be a member of the respective state within which the member's chosen chapter affiliation or official mailing address is located and as registered with Association headquarters. No member may hold office, elected or appointed, or vote in any State Organization unless the member belongs to a Chapter located within such state.

## **Section 5. Chapters.**

### **A. Charters.**

(1) Applications for charters will be made to the President of the Association through the President of the State Organization and the President of the Region. If no State Organization exists, application will be made directly through the President of the Region. Applications for charters in territories, possessions, or other countries will be submitted directly to the President of the Association.

(2) Chapter governing documents shall not be inconsistent with the governing documents of the Association and its State Organization and shall be subject to periodic review by the Constitution Committee.

### **B. Membership.**

(1) A member of the Association shall be deemed to be a member of a particular Chapter by virtue of automatic affiliation or when the member applies for membership in that Chapter.

(2) Members may affiliate with a Chapter of their choice or choose not to affiliate with any Chapter. No person may be a member of more than one Chapter. No person may join a Chapter without first becoming a member of the Association.

## **ARTICLE VII**

### **NATIONAL OFFICERS**

**Section 1. Elected Officers.** The elected officers of the Association shall be a Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, a President, a Secretary, and a Treasurer. They shall be elected at the National Convention of the Association, with the exception of the Vice Chairman of the Board of Directors, who will be the elected Chairman of the former Aerospace Education Foundation as of 1 October 2005. Upon expiration of this officer's term, an individual nominated by the Chairman of the Board and elected by the Board of Directors shall serve a two-year term as Vice Chairman of the Board and this process shall be continued so long as this transition constitution remains in force. Should a National Convention be cancelled, elections shall be authorized as defined in the Operations and Procedures Manual. Officers shall serve until the adjournment of the succeeding National Convention following their election and until their successors take office. No person may be elected to the office of Chairman of the Board or President for more than two (2) consecutive terms. No person may be elected to the office of Secretary for more than three (3) consecutive terms. No person may be elected to the office of Treasurer for more than five (5) consecutive terms. For the purposes of the transition period only, any Officer who has been elected prior to the enactment of a replacement constitution shall continue to serve in that capacity until the expiration of his/her established term of office.

## **Section 2. Appointed Officers.**

**A. Chaplain.** The Chaplain shall be appointed by the Chairman and shall be an ordained clergyman and a member of the Association.

**B. Executive Director.** The Executive Committee, with the approval of the Board of Directors, shall employ an Executive Director to serve under contract for one (1) to five (5) years. The contract may be renewed or terminated by the Executive Committee.

**Section 3. Vacancies.** In case of a vacancy in the office of Chairman of the Board, Vice Chairman of the Board, or President the duties of the vacant office shall be assumed by the other two remaining officers until such time as the Board of Directors elects a replacement by majority vote which may be achieved by correspondence or electronic communications. A vacancy in the office of Secretary or Treasurer shall be filled by appointment of the Chairman with approval of the Executive Committee

## **ARTICLE VIII**

### **DUTIES OF NATIONAL OFFICERS**

**Section 1. Chairman of the Board.** The Chairman of the Board of Directors shall: exercise the powers and perform the duties assigned the office by the Constitution and the Operations and Procedures Manual; serve as the principal representative of the Association in all matters, particularly in the articulation of its established policies and objectives; guide the policy, philosophy, and overall direction of the Association within the mandates of the Constitution and the Operations and Procedures Manual, the National Convention, the Board of Directors and the Executive Committee; ensure that the will of the membership as a whole, within said mandates, is faithfully reflected in the management and operation of the Association; preside at the National Convention; preside at meetings of the Board; serve as Chairman of the Executive Committee; appoint members of committees of the Board; and serve as a nonvoting member of committees of the Board except as otherwise provided in the Constitution.

**Section 2. Vice Chairman of the Board.** The Vice Chairman of the Board shall: exercise the powers and perform the duties assigned the office by the Constitution and the Operations and Procedures Manual; preside at Board and Executive Committee meetings in the absence of the Chairman of the Board; in conjunction with the Chairman of the Aerospace Education Council, monitor execution of the Association's educational outreach mission; and serve as a nonvoting member of those committees and councils for which jurisdiction exists unless otherwise provided in the Constitution.

**Section 3. President.** The President shall: exercise the powers and perform the duties assigned the office by the Constitution and the Operations and Procedures Manual; serve as the primary officer with responsibility to guide and provide overall direction of the Association field activities; articulate the Association's established policies and objectives; conduct the business sessions of the National Convention; preside at the National Convention-meetings in the absence of the Chairman of the Board; preside at Board and Executive Committee-meetings in the absence of the Chairman and Vice Chairman of the Board; and serve as a nonvoting member of those committees and

councils for which appointment authority exists unless otherwise provided in the Constitution.

**Section 4. Secretary.** The Secretary shall exercise the powers and perform the duties assigned the office by the Constitution and the Operations and Procedures Manual, the Chairman of the Board, or the Board of Directors and ensure the preparation and timely dissemination of accurate and substantive records of the proceedings of the Association.

**Section 5. Treasurer.** The Treasurer shall: exercise the powers and perform the duties assigned the office by the Constitution and the Operations and Procedures Manual; direct the financial affairs of the Association subject to the approval of the Board of Directors, Executive Committee, and Finance Committee; and serve as Chairman of the Finance Committee.

**Section 6. Chaplain.** The Chaplain shall act as moral and spiritual counselor to the Chairman and Board of Directors and perform other duties assigned by the Chairman.

**Section 7. Executive Director.** The Executive Director shall exercise the powers and perform the duties assigned the office by the Constitution and the Operations and Procedures Manual and be responsible to the Chairman and Board of Directors for the competent discharge of duties and for the management and operations of the Association and the AFA Veterans' Benefit Association.

## **ARTICLE IX NATIONAL CONVENTION**

**Section 1. Convention.** An annual National Convention shall be held at a time and place fixed by the Board of Directors.

### **Section 2. Delegates.**

**A. Authorized Delegates.** Each active chartered State Organization shall be entitled to one (1) delegate, one (1) additional delegate for each five hundred (500) of its members or fraction greater than 50% thereof, and one (1) additional delegate for each active chartered Chapter located within its boundaries. States, territories, possessions, or areas in other countries not having an active chartered State Organization shall be entitled to one (1) delegate for each active chartered Chapter located within their respective boundaries, and one (1) additional delegate for each five hundred (500) of its members, or fraction greater than 50% thereof. The provisions of this section shall apply only if such State Organization or Chapter shall have been chartered for at least thirty (30) days prior to the official opening of the National Convention.

**B. Selection of Delegates.** Delegates representing chartered State Organizations shall be selected in the manner prescribed by their governing documents. Delegates representing unchartered areas shall be selected by the Chapter Presidents unless otherwise provided in the Chapter governing documents.

**C. Appointed Delegates.** In the event a State Organization shall be entitled to more delegates than those duly selected delegates who are present at the National Convention, the President of such State Organization, or his designee, shall appoint the additional delegates from among the members of the Association affiliated with a Chapter within the State. Only one (1) additional delegate from any one Chapter shall be appointed to provide the State Organization with the full number of delegates to which it is entitled unless there are an insufficient number of Chapters represented, in which case, the remaining delegates appointed may be members of any of the Chapters in the State who are present and registered for the Convention.

**Section 3. Voting.** Only members who have registered at the National Convention and are authorized delegates shall exercise the right of voting. Each delegate shall be entitled to one (1) vote at the Convention; provided that, if a State Organization is entitled to more votes than are represented by the votes of those duly selected or appointed delegates who are present at the Convention, each of its attending delegates shall vote individually and the remaining votes shall be cast as a unit as determined by a majority of the attending delegates of the State Organization.

**Section 4. Voting by Officers and Directors.** The elected officers of the Association and all members of the Board of Directors shall be entitled to all the privileges of delegates to the National Convention, except that they shall not vote on any question or in any election unless they have been duly selected or appointed as delegates by their respective State Organizations.

## **ARTICLE X**

### **BOARD OF DIRECTORS**

**Section 1. Membership.** The Board of Directors shall consist of the following.

#### **A. Voting Directors.**

(1) The eighteen (18) Directors elected at the National Convention of the Association for a term of three (3) years with one-third (1/3) being elected each year. Should a National Convention be cancelled, elections shall be authorized as defined in the Operations and Procedures Manual.

(2) Leadership Development Directors nominated by the President and elected by the highest number of votes of at least a quorum of the voting members of the Board of Directors, which may be achieved by correspondence or electronic communications. Leadership Development Directors shall be limited to one two-year term. A maximum of six (6) shall be elected for a two (2) year term, provided that no more than three (3) such persons can be elected in any one (1) year. Individuals who have held State elective office or higher are not eligible.

(3) The elected officers of the Association and Vice Chairman of the Board.

(4) The elected/appointed President, Secretary/Treasurer and Trustees of the former Aerospace Education Foundation holding office on 1 October 2005 will serve as voting board members until such time as their respective terms expire. Upon expiration of any

of the elected individuals' terms, an individual nominated by the Chairman of the Board and Vice Chairman of the Board and elected by the Board of Directors shall serve in the board position for a two-year term and this process shall be continued so long as this transition constitution remains in force. Additionally, so long as this transition constitution remains in force, the Chairman of the Board will appoint three (3) voting directors to the board for one-year terms and the Vice Chairman of the Board will appoint three (3) voting directors for two-year terms to replace the appointed members of the former Aerospace Education Foundation Board as their terms expire. The intention of this provision is to continue to provide aerospace education expertise to the transition governance structure.

(5) The immediate past President and the immediate past Chairman of the Board when not serving in an elected position on the Board of Directors shall serve for a maximum of two (2) years which shall be concurrent with service on the Board in any other elected capacity.

(6) The immediate past retired Air Force Chairman of the Joint Chiefs of Staff, the immediate past retired Chief of Staff of the United States Air Force, and the immediate past retired Chief Master Sergeant of the Air Force if they accept the invitation to serve as Directors.

(7) A maximum of three (3) additional Directors appointed annually by the Chairman of the Board, with the approval of the Board of Directors, who will serve until the adjournment of the next National Convention. These Directors will provide expertise in matters of particular and current concern to the Association.

**B. Nonvoting Directors.** Board Members Emeritus, Chaplain, Executive Director, National Commander of the Arnold Air Society, and those members of the Association so designated by the Board of Directors or by the Executive Committee, shall be nonvoting members of the Board of Directors.

**Section 2. Term of Office.** Directors shall serve until the adjournment of the National Convention which terminated their respective terms of office and thereafter until their successors take office. For the purposes of the transition period only, any director who has been elected or appointed prior to the enactment of a replacement constitution shall continue to serve in that capacity until the expiration of his/her established term of office.

**Section 3. Eligibility.** The eighteen (18) elected voting Directors and Leadership Development Directors who have served their full term shall not be eligible for reelection as a Director until after one (1) year has expired.

**Section 4. Vacancies.** In case of a vacancy among the elected or appointed Directors, for any cause, the position shall be filled by appointment by the Chairman of the Board until the next National Convention, at which time it shall be filled by special election by

the delegates. Directors so elected shall serve only until the end of the term of the Director whom they replaced.

**Section 5. Attendance at Meetings of the Board of Directors.** Attendance of voting Directors at Board meetings is required unless excused by the Chairman of the Board.

## **ARTICLE XI DUTIES OF BOARD OF DIRECTORS**

**Section 1. Duties.** The Board of Directors shall: exercise the authority and perform the duties assigned by the Constitution and the Operations and Procedures Manual; have authority to act for the Association between National Conventions; be responsible for the general management of the affairs of the Association; and keep a record of its proceedings which shall be maintained at Association headquarters and open to inspection by the members of the Board upon reasonable request. The Board of Directors may make such regulations as it deems appropriate for proper management of the Association.

**Section 2. Meetings.** The Board of Directors shall meet at such times and places as designated by the Chairman of the Board provided that thirty (30) days written notice has been given to all members of the Board of Directors. The Secretary shall call a special meeting upon the written request of the President, Vice Chairman of the Board, Chairman of the Board, or at least one third (1/3) of the voting members of the Board. The Chairman of the Board; or in his absence, the Vice Chairman of the Board; or in the absence of both the Chairman and Vice Chairman of the Board, the President, shall preside at all meetings of the Board of Directors.

**Section 3. Quorum.** A majority of the voting members shall constitute a quorum of the Board of Directors. Absent members of the Board of Directors shall be counted as present at special meetings, but only as to those matters with respect to which the vote, in writing, of such absent members, is received by the Secretary of the Association prior to the meeting.

**Section 4. Voting.** A majority vote of those present and voting shall constitute a decision by the Board of Directors unless otherwise provided.

## **ARTICLE XII EXECUTIVE COMMITTEE**

**Section 1. Membership.** The Board of Directors, between meetings, shall act through an Executive Committee which shall consist of the Chairman of the Board who shall be Chairman of the Committee, the Vice Chairman of the Board, President, Secretary, Treasurer, and six (6) voting Directors; three (3) of whom shall be appointed by the Chairman of the Board, two (2) of whom shall be appointed by the President, and one (1) of whom shall be appointed by the Vice Chairman of the Board. Additionally, the President and Secretary/Treasurer of the former Aerospace Education Foundation holding office on 1 October 2005 will serve as voting Executive Committee members until such time as their respective terms expire. Upon expiration of any of these

individuals' terms, an individual as elected by the Board of Directors in accordance with Article X, Section 1.a.(4) shall serve in the position so long as this transition constitution remains in force. The Executive Director shall be a nonvoting member of the Executive Committee.

**Section 2. Meetings.** The Committee shall meet at the call of the Chairman of the Board, Vice Chairman of the Board, President, Executive Director, or any three (3) of its voting members.

**Section 3. Voting.** Decisions of the Committee shall be by a majority vote and shall be subject to amendment or ratification by the Board of Directors. The Committee may act through a majority vote achieved by correspondence or electronic communications.

**Section 4. Vacancies.** Vacancies on the Committee shall be filled by the original appointing authority.

### **ARTICLE XIII NOMINATING COMMITTEE**

**Section 1. Membership.** The Nominating Committee shall consist of the five (5) most recent past Presidents and one (1) representative from each of the Regions. The most immediate past President shall be the Chairman of the Committee. A past President currently serving as Chairman of the Board, the incumbent President, and candidates for national office or Director will be ineligible to serve on the Committee. The Chairman of the Board in the second year of office shall serve as an ex-officio (nonvoting) member.

**Section 2. Quorum.** A quorum of the Nominating Committee shall consist of two-thirds (2/3) of its membership.

#### **Section 3. Nominations.**

A. The Nominating Committee shall meet at a time and place selected by the President and shall select for the ensuing year at least one (1) nominee for the offices of Chairman of the Board, President, Secretary, Treasurer, and at least one director to represent each region in which there is a vacancy. For Directors at-large, the Nominating Committee shall select at least as many nominees as there are positions open in that year.

B. Nominations may be made from the floor at the National Convention with written consent of the nominee.

**Section 4. Procedures.** Nominating Committee Rules and Procedures adopted in the Operations and Procedures Manual will govern the conduct of the Committee.

## **ARTICLE XIV COMMITTEES AND ADVISORY COUNCILS**

**Section 1. Standing Committees and Empowered Council.** Committees of the Association under the jurisdiction of the President shall be Strategic Planning and Membership. Under the jurisdiction of the Vice Chairman of the Board shall be the Aerospace Education Council. Committees under the jurisdiction of the Chairman of the Board shall be Audit, Constitution, Finance, and Development Committees.

**Section 2. Authorized Advisory Councils.** The authorized Advisory Councils of the Association shall be: Air National Guard, Air Force Reserve, Civilian, Enlisted, Company Grade Officer and Veterans/Retiree.

### **Section 3. Membership.**

**A. Standing Committees and Councils.** The membership of committees and councils will be as determined by the appointing authority unless otherwise provided in the Constitution.

**B. Audit Committee.** The membership of the Audit Committee shall consist of six (6) persons, three (3) to be selected from the membership and three (3) to be selected from the Board of Directors in office at the time of their appointment. A minimum of two (2) shall be voting Directors. The term of office for the members shall be three (3) years staggered such that under normal rotation two (2) members of the Committee shall be selected annually for a term of three (3) years.

**C. Aerospace Education Council (AEC).** The membership of the Aerospace Education Council shall consist of a Chairman and at least six (6) persons, two (2) of whom must be voting directors of the Association. The Chairman of the AEC will be responsible for direction of the activities of the AEC, which will be responsible for developing programs, policy, goals, and fiscal guidance for the Association's educational outreach activities. The AEC will work closely with the Development Committee to ensure fund raising goals will support the Association's educational programs.

**D. Development Committee.** The membership of the Development Committee shall consist of a Chairman and at least six (6) persons, two (2) of whom must be voting directors of the Association. The Development Committee shall work closely with the AEC and support staff to acquire funds to support the Association's educational programs.

**Section 4. Meetings.** Each committee or council shall hold meetings at such times and places as may be specified after due notice to its members by the appointing authority.

**Section 5. Reports.** Each committee or council shall provide a written record of its proceedings to the appointing authority, and a copy will be maintained at Association headquarters.

**Section 6. Responsibilities.** Each committee or council shall be charged with the responsibilities assigned to it by the Operations and Procedures Manual and the appointing authority. Additionally, the Aerospace Education Council shall retain primary oversight of those programs included in the 2006 operating budget of the former Aerospace Education Foundation (AEF), including authority to realign programs and financial allocations within the limits of the former AEF budget. If this document remains in effect beyond October 2006, the AEC will propose future operating year programs and financial targets for the educational outreach mission to the Association finance committee for inclusion in future years' budgets and retain similar-oversight responsibilities as authorized in the transition year.

**Section 7. Appropriations.** No committee or council shall have authority to incur any indebtedness or pecuniary obligation for which the Association shall be responsible except when previously authorized by the appointing authority.

**Section 8. Removal.** A member of a committee or council may be removed by the appointing authority.

**Section 9. Ad Hoc Committees or Councils.** Committees or councils may be created for a specific purpose by the National Convention, the Board of Directors, the Chairman of the Board, the Vice Chairman of the Board, or the President. The creating authority shall determine the membership, responsibilities, and specify meetings for such committees or councils and may dissolve any committee or council when appropriate.

## **ARTICLE XV DISCIPLINE**

**Section 1. State Organization and Chapter Charter Suspension.** Any State Organization or Chapter which violates the Constitution of the Association, reflects discredit upon the Association, or has been inactive may have its charter suspended or revoked.

**Section 2. Officers.** Any Officer of the Association may be removed from office for inability to carry out the duties of the office, for misconduct or any other action or behavior which reflects discredit on the Association.

**Section 3. Members.** Any member of the Association may be suspended or expelled for misconduct or any other action or behavior which reflects discredit on the Chapter or the Association.

**Section 4. Procedures.** The definitions, rules, and procedures governing charter revocation or suspension, removal from office of Association Officers, Directors, State or Chapter Officers and the suspension or expulsion of individual members shall be governed by the provisions of the Operations and Procedures Manual.

## **ARTICLE XVI**

### **PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Constitution and any special rules of order the Association may adopt.

## **ARTICLE XVII**

### **AMENDMENT OF CONSTITUTION**

This Constitution may be amended by a two-thirds (2/3) vote of the delegates at a National Convention of the Association or by a two-thirds (2/3) vote of the Board of Directors provided, however, that any amendment adopted by the Board of Directors shall be subject to amendment or ratification by majority vote of the delegates at the following National Convention.