

CONSTITUTION AND BYLAWS
of the
VIRGINIA STATE AIR FORCE ASSOCIATION
A Virginia Nonstock Corporation

ARTICLE I
Name

The name of this nonstock corporation shall be Virginia State Air Force Association, hereinafter referred to as Virginia State AFA.

ARTICLE II
OBJECTIVES

The 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.

The purpose and objectives of the Virginia State AFA are to carry out the goals and objectives of AFA through its duly constituted chapters and members at-large located throughout the Commonwealth of Virginia; to supervise and coordinate the activity of the chapters; and to act as an administrative liaison between the AFA, and the chapters in the Commonwealth of Virginia.

Further, the Virginia State AFA encourages and provides a venue for the open discussion of U.S. defense policy, priorities, and goals. We place heavy emphasis on educational outreach as an essential part of our mission, not only in science and technology, but also on the national goals that science and technology support.

We are focused on keeping the United States Air Force strong by ensuring all Airmen receive the support needed to defend our nation. The Virginia State AFA also stands behind all citizens who support the United States Air Force, especially Air Force family members and veterans. The Virginia State AFA will organize events in support of these groups.

ARTICLE III LIMITS

The Virginia State AFA shall: 1) be an independent civilian organization not controlled by any government or military organization; 2) be non-partisan, not affiliated with any political party or organization; 3) not promote any person seeking political office or preferential treatment; 4) not be used for personal or commercial gain of any member or corporate sponsor or partner.

The Virginia State AFA shall operate exclusively for the purposes specified in AFA's Constitution, and shall only conduct activities permitted for organizations that are 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 Virginia State AFA, 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.

The Virginia State AFA 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 AFA, without the prior written approval of the National President of the Air Force Association; nor shall it engage in any activity contrary to or inconsistent with the objectives or policies of AFA.

ARTICLE IV MEMBERSHIP

Virginia State AFA is a nonstock corporation without membership

ARTICLE V ORGANIZATION

Section 1. Governance. The Virginia State AFA is governed by its annual Convention body, which passes its authority to an elected Board of Directors for required actions between annual Conventions. An Executive Committee acts as an extension of the Board, performing such business as required between meetings of the Board of Directors.

Section 2. Chapters. Virginia State AFA shall be organized in Chapters chartered by AFA. No person may be a member of more than one Chapter. Virginia State AFA shall have a minimum of two chapters.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Membership. The Board of Directors shall consist of four Directors that are elected at the annual Convention as noted in Article XI.

Section 2. Vacancies. In the case of a vacancy of any Board member, the Virginia State AFA Chairman of the Board shall advise the Virginia State AFA EXCOM of the proposed replacement, to serve for the remainder of the unexpired term and thereafter until a successor is elected.

Section 3. 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 Virginia State AFA between annual Conventions; be responsible for the general management of the affairs of the Virginia State AFA; and keep a written record of its proceedings which shall be maintained by the Secretary. The Board of Directors may make such regulations, as it deems appropriate for proper management of the Virginia Stat AFA.

Section 4. Meetings. The Board of Directors shall have at least one meeting per year to be held at the annual State Convention. The Board of Directors shall meet at such times and places as designated by the Chairman of the Board provided that ten (10) days notice has been given to all members of the Board of Directors. A majority of its members shall constitute a quorum. A majority vote of those present and voting shall constitute a decision by the Board of Directors unless otherwise provided.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. Membership. Between State Conventions, the administrative power of the Virginia State AFA shall be vested in the Virginia State AFA Executive Committee (EXCOM) which shall consist of the elected officers, the chapter presidents who shall serve upon assuming their office and until their successor is elected by the chapter, the appointed subordinate positions, and the chairmen of standing and special committees. The term of appointed officers or chairmen shall be concurrent with the term of appointing President. Past Virginia State AFA Presidents who have served at least one year in office and maintain a current AFA membership aligned to a Virginia Chapter shall be considered a member of the Virginia State AFAEXCOM.

Section 2. Powers and Duties. The Virginia State AFA EXCOM, as an extension of the Board of Directors, shall be responsible for the general management of the Virginia State AFA organization; and will approve appointments of members to standing committees, special committees, councils; and subordinate positions as may be needed for proper administration of the affairs of Virginia State AFA.

Section 3. Meetings. The Virginia State AFA EXCOM shall convene at least quarterly. Special meetings may also be called by the Virginia State AFA President, or upon the written request any of the Virginia State AFA EXCOM members.

Section 4. Administrative Authority Between Executive Committee Meetings. The elected Virginia State AFA officers and Chapter Presidents shall have administrative authority between quarterly meetings of the Virginia State AFA EXCOM for matters not otherwise assigned by the Constitution and Bylaws.

This body may meet in person or may vote by mail or electronic communications. Decisions shall be by majority vote and a report of action taken shall be made to the Virginia State AFA EXCOM at the next scheduled meeting.

Section 5. Quorum. A quorum of the Virginia State AFA EXCOM shall consist of a majority of its members as defined in Section 1, above, present, via telecom or responding to an electronic call for vote.

Section 6. Parliamentary Rules. The rules contained in Robert's Rules of Order Newly Revised shall govern Virginia State AFA in all cases to which they are applicable and in which they are not inconsistent with this Constitution and/or any special rules of order that Virginia State AFA may adopt. The Virginia State AFA Secretary shall also function as Parliamentarian for all Virginia State AFA meetings.

ARTICLE VIII OFFICERS

Section 1. Elected Officers. The elected officers of the Virginia State AFA EXCOM shall be a President, an Executive Vice President, a Secretary, and a Treasurer. Elected Officers shall be chosen by the delegates at the Virginia State AFA Convention held annually. Officers shall serve on an operating year basis. Voting for officers shall be by delegates as specified in Article X.

No person may be elected to the office of President for more than two (2) consecutive terms without written approval of the President of the Central East Region AFA.

No person may be elected to the office of Executive Vice President or Secretary for more than three (3) consecutive years without written approval of the President of the Central East Region AFA.

Section 2. Appointed Officers. The Virginia State AFA President may appoint additional positions with the approval of a majority of the Virginia State AFA EXCOM (see Article VI) to serve concurrently with term of the President. Appointed positions may be removed from office by the Virginia State AFA President or by a majority vote of the Virginia State AFA EXCOM.

Section 3. Vacancies. In the case of a vacancy in any elective office, the Virginia State AFA President shall advise the Virginia State AFA EXCOM of the proposed replacement, to serve for the remainder of the unexpired term and thereafter until a successor is elected. The Virginia State AFA EXCOM shall have 30 days to review the nomination, at which time the proposed appointment shall take effect, unless two-thirds (2/3) of the EXCOM votes to disapprove. In the case of a vacancy occurring in the office of Virginia State AFA President, the elected Executive Vice President shall assume the duties of the President until such time as the Virginia State AFA EXCOM shall elect a successor President.

ARTICLE IX DUTIES OF OFFICERS

Section 1. President. The Virginia State AFA President shall be the Chairman of the Board of Directors. He/she shall supervise the management of the state organization; enforce the provisions of the Constitution and Bylaws; appoint all standing and special committees or councils; and perform such other

duties as are usually incident to the office. The President shall preside at the Virginia State AFA Convention (Article X) and shall be chairman of the EXCOM (Article VI).

Section 2. The Executive Vice President. The Executive Vice President shall be a member of the Board of Directors. He/she shall perform such duties as may be assigned by the Virginia State AFA President or by the EXCOM and shall discharge the duties of the President whenever the disability or absence of the President as determined by the Virginia State AFA EXCOM makes such service advisable.

Section 3. The Secretary. The Secretary shall be a member of the Board of Directors. He/she shall: keep a record of the proceedings of all meetings and of all other matters of which a record shall be ordered by the EXCOM; notify the officers and all members of committees of their election or appointment; issue notices of special meetings; and perform such other duties as may be assigned by the EXCOM or that are usually incident to the office. The Secretary shall also function as Parliamentarian for all Virginia State AFA meetings.

Section 4. The Treasurer. The Treasurer shall be a member of the Board of Directors and serve as the Registered Agent for the Corporation. The Registered Address and principal business address for the Corporation shall be the home address for the Treasurer. He/she shall: collect and disburse all funds and be the custodian of such funds; make annual financial report and at such other times as requested by the EXCOM or by the Virginia State AFA President; make financial records available for inspection by any member of the EXCOM when requested; and perform such other duties as may be assigned by the EXCOM or are usually incident to the office.

ARTICLE X FINANCE

Section 1. Dues. AFA membership dues are paid to the National organization of the Air Force Association. No other dues are required specifically for the Virginia State AFA organization.

Section 2. Fiscal and Operating Years. The Fiscal Year of the Virginia State AFA shall be January 1 to December 31. The Operating Year for tenure of elected and appointed officers, etc. shall be October 1 to September 30.

ARTICLE XI STATE CONVENTION

Virginia State AFA shall convene an annual Convention each operating year at a time and place set by the State EXCOM.

Section 1. Notification. The Virginia State AFA President shall notify in writing or by electronic communication all Chapters in the state, the Central East Region President, and the Chairman of the Board of the Air Force Association at least sixty (60) days in advance of the meeting. The notification shall include the date and location of the Virginia State AFA Convention, identify any agenda items that require voting, and request Chapters identify delegates that will attend.

Section 2. Delegates to the State Convention. Each Chapter shall be authorized one (1) delegate and (1) additional delegate for each 50 chapter members or major fraction thereof. All delegates shall be affiliated AFA members of the Chapter they represent. All elected Virginia State AFA officers and other Virginia State AFA EXCOM members are considered delegates from their affiliated Virginia State AFA Chapter. At the Virginia State AFA Convention, no single Chapter shall be authorized more than one-fourth (1/4) of the total delegates. The Virginia State AFA President and EXCOM shall appoint a committee and chairman to certify all delegates.

Section 3. Quorum. A quorum shall exist when a majority of the Virginia State AFA chapters, and the elected officers are present at the State Convention.

Section 4. Voting. Only delegates who attend the state convention and are certified in accordance with Section 2 above shall vote. Each delegate present shall be entitled to one (1) vote.

Section 5. Rules and Procedures. The Virginia State AFA EXCOM shall establish any specific rules and procedures for the State Convention. The delegates present at the opening of the State Convention shall approve these rules.

Section 6. Nominations. The State President shall inform all Chapter Presidents and EXCOM members of the elected position nominees not less than sixty (60) days prior to the Virginia State Convention. When possible, there should be multiple candidates nominated for each elected position. The Chapter Presidents shall use appropriate communications for their Chapter to advise all chapter members of the nominations. Nominations may also be made from the floor at the state convention provided that such nomination(s) shall be accompanied by the written consent of the nominee to serve.

ARTICLE XII COMMITTEES

Section 1. Standing Committees. The Virginia State AFA President shall identify Standing Committees as needed to manage the Virginia State AFA business, appoint the members of each Standing Committee, designate the chairpersons, and fill vacancies. The Virginia State EXCOM shall approve any and all Standing Committee appointments.

Section 2. Special Committees. The Virginia State AFA President, the EXCOM, or the State Convention body may create Special committees and define their powers and duties. The Virginia State AFA President shall appoint the members of such committees, designate the chairperson, and fill vacancies. The President or the EXCOM may abolish any Special Committee or it will automatically cease to exist after it makes its final report.

Section 3. Meetings. Standing and Special Committees shall meet after due notice to its members is given by its chairperson, by the Virginia State AFA President, by the EXCOM, or upon the written request of a majority of its members.

Section 4. Reports. Each standing committee shall keep a record of its proceedings and shall make a written report of its activities at regular meetings or when required by the Virginia State AFA EXCOM.

ARTICLE XIII NATIONAL CONVENTION

Section 1. State Delegates. The Virginia State AFA President shall head the Virginia State AFA delegation to the National Convention of the Air Force Association. If the State President cannot attend the National Convention then the President shall designate the Head of Delegation from among the other affiliated, voting members of the Virginia State AFA. At the National Convention, the State shall be entitled to the number of delegates determined by AFA National Headquarters.

Section 2. Selection of Delegates. AFA National will, approximately 2 months prior to the National Convention, provide Virginia State AFA with the number of delegates allocated to the State. Upon receiving this, the State President will assign each Chapter with the number of delegates allocated to that Chapter, based pro-rata on their membership. In no case will a Chapter be allocated less than one delegate. One Chapter should not provide more than one-third (1/3) of the total number of delegates. If one or more Chapters cannot provide their allocated delegates, the Virginia State AFA President shall be authorized to draw replacements from other Chapters, even if that puts a chapter over the 1/3 limit.

ARTICLE XIV DISCIPLINE

Disciplinary action may be taken against any chapter, elected or appointed officer according to the procedures established in the Constitution and the Operations and Procedures Manual of the Air Force Association.

Section 1. Chapters. A Chapter that violates the Air Force Association Constitution, reflects discredit upon AFA, or has been inactive may have its charter suspended or revoked. The Virginia State AFA EXCOM after notice and proper hearing, with the concurrence of the Central East Region President, may apply to the Vice Chairman of the Board for Field Operations (VCoB-F0) of the Air Force Association for the suspension or revocation of the charter of any chapter within the Virginia State AFA. In case of chapter suspension or revocation, the Virginia State AFA EXCOM shall govern its affairs.

Section 2. Officers. Any State or Chapter Officer may be removed from office for incompetence, misconduct in his/her relation to the AFA or to his/her State or Chapter, for disloyalty to the United States, or upon conviction, in a court of competent jurisdiction, of a felony. The Virginia State AFA President will notify the Virginia State AFA EXCOM in writing to remove any Officer

ARTICLE XV AMENDMENTS

This Constitution and its Bylaws (if used) may be amended by a two thirds (2/3) vote of the delegates present at the State Convention. If urgent amendments are necessary between State Conventions, they must be approved by a three-fourths (3/4) vote of the total Executive Committee and shall be subject to amendment or revocation by two-thirds (2/3) vote of the delegates present at the next Virginia State Convention.

ARTICLE XVI CONFORMITY

The provisions of this Constitution shall be subject to the Air Force Association Constitution and By-Laws, as presently provided or as the same may hereafter be amended. In the event of the occurrence of any inconsistency between the terms and provisions of this Constitution and the Air Force Association Constitution and By-Laws, the latter shall govern and prevail.

Adopted: June 2015

ENDORSEMENTS

Virginia State President

Date

Central East Region President

Date

AFA Vice Chairman of the Board –Field Operations

Date