

**THE AIR COMMANDO ASSOCIATION (ACA), INC.
POST OFFICE BOX 7, MARY ESTHER, FLORIDA 32569**

CONSTITUTION AND BYLAWS

(Revised ~~1 May~~ ~~November 14,~~ ~~7 December~~ 2018)

This edition of the Constitution and Bylaws includes the changes approved by the membership from 2000 through the 2017~~8~~ General Membership Meeting, and conforms to the provisions of the Constitution and Bylaws.

~~Lt Maj Gen Mike Wooley~~ Norman J. Brozenick, Jr., USAF, Retired, Chairman
~~Col Dennis Barnett~~ CMSgt Wayne G. Norrad, USAF, Retired, President

~~1 May~~ ~~7 December~~ ~~November 14,~~ 2018

THE AIR COMMANDO ASSOCIATION (ACA), INC.

~~1 May 2014~~November 14 ~~December, 2018~~

CONSTITUTION AND BYLAWS

PREAMBLE

The Air Commandos ~~were was~~ born in World War II in connection to the “Carpetbaggers” in Europe and the “Chindits” in the China, India, Burma theater of operations in Burma in 1943 and 1944. Wise leadership at that time realized the need for, and value of, special units. That need has not declined. “We band ourselves together to support the achievement of such special warfare power as is necessary to fulfill our responsibilities in the Air Commando arena – worldwide.”

ARTICLE I

NAME OF THE ASSOCIATION

The name of the association is “Air Commando Association (ACA), Inc.”
The ACA is a 501(c) (19) Post or Organization of Past or Present Members of the Armed Forces

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ARTICLE II

OBJECTIVES OF THE ASSOCIATION

- A. To honor personnel of all ranks, ~~both rated and non-rated,~~ who made this nation great by their achievements in Special Operations.
- B. To perpetuate the memory of such persons and record their achievements and contributions by suitable memorials.
- C. To ~~establish and maintain an Air Commando Museum,~~ preserving for posterity the history of the Air Commando/Special Operations mission and to identify those organizations and individuals deserving recognition, including those individuals elected into the Air Commando Hall of Fame.
- D. To foster, promote, and encourage a better appreciation of the origins and growth of the Air Commando, Special Operations units, and the parts they played in economic, political, humanitarian, and military operations ~~on a worldwide basis.~~

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E. To receive and maintain funds, and to use and apply income therefrom, and the principal thereof, exclusively for charitable or educational purposes either directly or by contributions to organizations duly authorized to carry on similar activities. No part of such income or principal shall be contributed to any organization whose net earnings or any part thereof contribute to the benefit of any private shareholder or individual, or any substantial part of which is carrying on propaganda or otherwise attempting to influence legislation. The detailed objectives set forth in this document shall at all times be subject to and in the furtherance of the provisions in this paragraph.

F. To cooperate with other recognized organizations which are actively engaged ~~and interested~~ in similar interests and projects.

G. To engage in any and all activities incidental thereto or necessary, suitable, or proper for the accomplishment of any the aforementioned objectives.

H. The Association and its members, elected Executive Officers, members of the Board of Directors, ~~Officers,~~ and employees, as such shall not, ~~in the name of the organization~~ ACA, contribute to or otherwise support or assist any political party or candidate for public office.

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ARTICLE III

MEMBERSHIP IN THE ASSOCIATION

A. Definitions

1. Military personnel: Any member or ~~former~~ member of the United States Armed Forces and members or ~~former~~ members of foreign military organizations recognized by the United States of America as an ally. Former members of military organizations must have separated/retired from their particular service under honorable conditions.

Note: If any question arises concerning the character of separation- /retirement of a member or applicant of this association, the Board of Directors will investigate and then make a determination on ~~f~~ the issue.

2. Air Commando-/-Special Operations Unit: Any U.S. Air Force (formerly U.S. Army/-Air Corps, Force) organization that is or was categorized as such by an appropriate U.S. authority.

Note: If any question arises concerning the status of a unit, the Board of Directors will investigate and then make a determination on ~~f~~ the issue.

B. There shall be three categories of membership and one special affiliation group: Regular-~~,~~ Honorary, and Associate members and the Air Commando Legacy Flight (special affiliation). The members shall be divided among such categories according to their eligibility. Membership shall be on an annual or lifetime basis.

1. Regular members: Active duty, retired, ~~or~~ separated military personnel who are and/or were assigned to ~~, attached to, served with, or supported~~ any Air Commando-/-Special Operations

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Unit. Regular members shall be entitled to vote at annual business meetings~~reunions~~ and ~~to~~ hold office in the association.

2. Honorary members: Such membership will be awarded at the direction of the Board of Directors to those deserving persons not otherwise eligible for one of the other membership categories.

3. Associate members: Such membership will be comprised of reputable persons, not otherwise classed into the above membership categories, who shall apply for such membership and be accepted by the Board or by majority vote ~~of~~ the general membership. Dues shall be the same as for ~~the~~ Regular members.

4. Realizing how instrumental our military spouses are to Air Commandos and our ACA members, ~~the our~~ Board of Directors desires to maintain a unique relationship with any legally married spouse regardless of citizenship, ~~who that has~~ lost a spouse who held an Air Commando Association membership by forming an Air Commando Family Legacy Flight. The Air Commando Family Legacy Flight will be made up of any lawful spouse, regardless of citizenship, of a deceased Air Commando Association member. Air Commando Family Legacy Flight affiliates are not members of the ACA and have no voting privileges nor pay any dues. In addition, ACA will make a concerted effort to reach out to Air Commando Gold Star families and offer their inclusion in the Air Commando Family Legacy flight. ACA Gold Star family members are defined as the father, mother, brother, sister, son, or daughter of an Air Commando (regardless of their membership in the ACA) who dies in the service to the nation.

C. Membership shall be restored upon any person meeting the above qualifications who shall pay membership dues as required by the Associations Constitution and Bylaws, except that membership other than Regular and Associate excludes the payment of dues.

D. Membership in good standing: Any Regular or Associate member who is not in arrears for any dues or other financial obligation to the Association and has not been suspended or expelled for misconduct in his relation to the Association by the Board of Directors shall be considered a member in good standing. Special and/or Honorary members fall within the purview of this paragraph except for the payment of dues.

E. Limitation of powers: Associate, and Honorary members may serve on non-policy making committees, but shall not be entitled to any of the powers and privileges of ~~the~~ Regular members. Associate, and Honorary members shall be appropriately recognized in such manner as may be determined from time to time by the Board of Directors. Associate, and Honorary members shall not be entitled to hold office or vote ~~at the annual reunions~~.

ARTICLE IV

ORGANIZATION

A. The Association shall be organized at the national level with the corporate headquarters located within commuting distance of Hurlburt Field, Florida (Home of the Air Commandos).

B. The ACA consists of an Executive Committee that includes the Chairman, President (Chief Executive Officer or CEO), Vice President and Treasurer, and a seven members of the Board of Directors that consists of the Chairman and seven elected Directors with an additional Director at Large through 2019, and one member at large (The Executive Committee) shall run the day to day operations between the annual business meetings and must reside within commuting distance (50-mile radius) of ACA headquarters Hurlburt Field. The Chairman and one Director may live outside the 50-mile radius boundary. Other association members such as Regional / Organizational Representatives have no limitation on place of residence. A Chief Operating Officer (COO) position may be necessary to carry out day to day administrative duties and oversee other office employees. The person nominated to fill this position must be a former Air Commando and ACA member in good standing. The position may be salaried as determined by the Executive Committee and Board of Directors. The person must be nominated by the President and selected by majority vote of the Board of Directors. The COO has no set term of office, but must be nominated by each incoming President and approved by the Board.

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C. Between annual business meetings reunions, the administrative power of the Association shall be in the Board of Directors acting through the Executive Committee which shall consist of the Chairman, President (CEO), Vice President, Treasurer and seven members of the Board of Directors and one member at large who reside in the area of Hurlburt Field. The Executive Committee shall be subject to such restrictions as the Board of Directors may, from time to time, impose. The President, acting as the CEO, shall chair periodic ~~shall act as chairman and~~ meetings of the Executive Committee, ~~shall be held from time to time~~ as called by the Chairman or CEO. ~~or T~~he Executive Committee may act, without being convened in formal meetings, by correspondence, telephone, or other acceptable means of communication when necessary to conduct day to day business. When the Executvie Committee and Board of Directors meet or correspond via other means, the Chairman of the Board will Chair such meetings. When absent, the President or in his absence, the Vice President -will Chair the meeting. conduct meetings of the Executive Committee (Board of Directors) as assembled from time to time. The Executive Committee may also act or meet via correspondence (e.g., email) or telephone as necessary. During meetings the President will vote only in case of a tie. During all such procedures the Chairman of the meeting will vote only in case of a tie. The COO may provide input, but is not a voting member of the Executive Committee or Board of Directors.

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ARTICLE V

ORGANIZATION DUES

A. An amount to be determined at each annual business meeting and recorded in the minutes thereof. The dues are based upon the calendar year, except for life membership, and are payable on January 1st.

B. Life Membership – Any Regular member may convert membership from annual to a life basis upon a payment of an amount to be determined at the annual business meeting and recorded in the minutes thereof. Any changes in the Life Membership fee shall have no effect on members already carried on the rolls as Life mMembers. Membership dues shall be managed through the Association

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General Fund.

C. No dues payments shall be required of Special or Honorary members.

D. Arrears of dues – Members in arrears ~~of two years in~~ payment ~~for two or more years of dues~~ shall automatically forfeit membership in the Association, but such forfeiture shall not prevent such member from rejoining the Association.

ARTICLE VI

OFFICERS / BOARD OF DIRECTORS

A. The Board of Directors shall be the governing body of the Association, and during intervals between annual ~~reunions~~ Business Meetings shall be responsible through the Executive Committee for the general policies and programs of the Association, ~~and for the control of all funds of the Association.~~

B. The Board of Directors ~~of the Association~~ shall consist of a Chairman, President (CEO) Chief Executive Officer), Vice President, Treasurer and ~~seven~~ seven other Directors elected from those ~~members~~ candidates qualified to hold office in accordance with the Association's Constitution and Bylaws. An additional Director at Large may be appointed by the President, but does not have voting privileges. (This position is being terminated after calendar year 2019.) ~~Additional Association members (indefinite number) of Regional and/or Organizational Representatives may be appointed by the Chairman or President with the approval of the Board of Directors. Term length for the Regional/Organizational at large Representatives shall be at the pleasure of the Chairman and President. The Chairman, President, Vice President, Treasurer, seven members of the Board of Directors, and members at large shall reside within commuting distance of Hurlburt Field, and will make up the Association's Executive Committee.~~ The terms of the President and Vice President shall be two years. The term of Treasurer and Board of Directors shall be three years. ~~Commando type organizations, the majority of whose membership are members of the Air Commando Association, shall be eligible to petition the President of ACA for appointment of one of its members to serve on the ACA Board of Directors. This requires approval of the Board of Directors and the proposed member must meet the same conditions of the other Board Directors, that is, living within reasonable driving distance to attend Board meetings and must be a member of the Air Commando Association. This appointment will be for a period of two (2) years.~~

C. Terms of Office

1. Chairman. The office of Chairman is filled by appointment and has no term limits (unlimited years).

a. The Executive Committee and the Board of Directors will ~~annually~~ confirm or nominate a new Chairman on a biennial basis. New candidates will be vetted through the Executive Committee and presented to the Board of Directors for confirmation.

b. Confirmation shall be at least two-thirds vote cast by all Executive Committee and

Board of Directors members.

~~e. The incumbent Chairman may vote for another candidate, but not for themselves.~~

2. President. No person may be elected to the office of President for more than two consecutive terms (4 years).

3. Vice President. No person may be elected to the office of Vice President for more than three consecutive terms (6 years).

4. Treasurer. No person may be elected to the office of Treasurer for more than three consecutive terms (9 years).

5. Directors. No person may be elected to the Board of Directors for more than three consecutive terms (9 years).

~~6. Directors at Large. This nominative position is being eliminated. The incumbent Director at Large may continue serving in that capacity until the 2019 annual elections are completed. (Note: With the activation of Chapters throughout the United States, plus overseas at Mildenhall Air Base, United Kingdom and Kadena Air Base, Okinawa, Japan, and the ability for someone to serve on the Board of Directors that resides out of the local area of ACA headquarters, a Director at Large is an unnecessary additive to the Board.~~

7. Chief Operating Officer/COO. The COO is appointed by the President with term limits tied to the incumbent President's term of office. Upon termination of office of a sitting President the incoming President may continue or terminate the incumbent COO. The COO is an employee position and not considered an Executive Officer or Director position.

D. Vacancies – In the case of any vacancy in any elected or appointed office, it shall be filled by appointment of the President with the approval of the Board of Directors until the next annual Business Meetingreunion. In case of a vacancy occurring in the office of the President, the office will be assumed by the Vice President, and theirhis term as interim President shall coincide with the expiration of the past President. The ~~Board of Directors~~President will select one of the incumbent Directors to assume the office of the Vice President until the next annual electionreunion, at which time he/she will resume theirhis position on the Board if theirhis term has not expired. The President may appoint an eligible person to fill a vacated Director position until the next election where it will be filled by the voting process of eligible candidates.

ARTICLE VII

ANNUAL REUNION (NATIONAL CONVENTION)

A. The annual reunion (National Convention) shall be held each year at a time and place fixed by the Board of Directors. Traditionally the time of the reunion has been during the month of October, with all activities taking place at, or in the immediate area of Hurlburt Field. Future reunions will be planned to occur at the same general time and place, unless otherwise specified by the majority of the voting membership present at the business meeting, during the ~~annual reunion~~ business meeting prior to the next ensuing reunion. Whenever possible, the reunion/convention will fall within the same week as the AFSOC Commando Rally Conference.

B. Voting: Each Regular member in good standing is entitled to vote either electronically (website or email), postal mail or in person at the annual Business Meeting, by absentee ballot, or by proxy at the ~~annual reunion business meeting~~. Each Regular member shall be entitled to one vote on each and every issue introduced for a membership decision. Likewise, the same voting rules apply during annual elections to fill Executive Committee and Board of Director positions.

C. Voting by Officers and Directors: The Association -Chairman, President, Chief Operating Officer, Vice President, Treasurer ~~Officers of the Association~~ and all members of the Board of Directors shall be entitled to the same voting rights as all the privileges and benefits of the Regular members ~~attending the annual reunion~~.

D. Rules and Procedures: Except to the extent that the same may thereafter be modified, amended, or supplemented, either by the Regular members at ~~of~~ future annual reunion business meetings or by the Board of Directors, the Rules and Procedures adopted at the annual business meeting ~~reunion~~ shall prevail at all annual reunions of the Association.

ARTICLE VIII

COMMITTEES

A. ~~Standing~~ Committees: ~~There is no requirement for standing committees. In the event a committee is required it will be appointed by the President.~~ Small teams of Regular, Associate or special affiliation (Legacy Flight) members appointed to oversee the pursuit of designated Association objectives. Each committee shall be Chaired by an incumbent member of the Executive Committee or Board of Directors.

1. Executive Committee. The Executive Committee consists of the Chairman, President/CEO, Vice President and Treasurer. Provides advice regarding the on-going pursuit of specified objectives with special focus on military, community and corporate relationships and marketing strategy. This Committee shall be Chaired by the Chairman of the Board.

2. Operations and Communications Committee. Works directly with the Chief Operations Officer (COO) to provide oversight and support for conducting daily business operations. Plans fundraising activities, shapes internal and external communications, validates expenditure of Air Commando Foundation funds. This Committee shall be Chaired by the President

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3. Nomination and Governance Committee. Seeks candidates and sets up the process to nominate and elect eligible candidates. Reviews and recommends updates to the Association Constitution and Bylaws. This Committee shall be Chaired by the Vice President.

4. Finance and Audit Committee. Works directly with the Association Treasurer to monitor financial expenditures, reviews and recommends an annual and multi-year budget and conducts a quarterly review of the Treasurer's report. This Committee shall be Chaired by a Board of Directors member.

5. Hall of Fame Committee. Conducts all duties required to nominate, select, and recognize qualified candidates for induction into the Air Commando Hall of Fame. Assists in Hall of Fame induction ceremony activities. This Committee shall be Chaired by a former Hall of Fame member.

6. Heritage Building Committee. Conducts research to locate a suitable site, enable a design decision for a multi-use Heritage Building facility and recommend a resourcing strategy. Provide quarterly reviews to the Board of Directors and a progress report to the general membership at the 2019 annual convention. This Committee shall be Chaired by the Treasurer.

7. Scholarship Committee. Collects nominations for the various scholarship programs that the ACA recognizes including the Krebs, Bourque and Hicks scholarships. Evaluates all eligible nomination packages and selects the most deserving student for each award. Makes sure an ACA representative is present at each award event for those not given out at the ACA Annual Convention Banquet. The Chairman shall be any Regular member of the ACA.

8 Strategic Planning Committee. Develops, updates, implements and communicates the ACA strategic concept plan. Duties include writing a mission statement, defining objectives and priorities to enhance the Air Commando Association's status as a nationally recognized organization. This Committee shall be Chaired by an Executive Committee or Board of Directors member.

~~B. Nominating Committee: The Nominating Committee shall consist of the Officers of the Association and the members of the Board of Directors.~~

~~1. Quorum: A quorum of the Nominating Committee shall consist of a majority of its members.~~

~~2. Nominations: The Nominating Committee shall meet at a time and place selected by the President with the concurrence of the Board of Directors, and shall select for ensuing year at least one nominee for each elected office that is to become vacant during the next annual reunion.~~

~~C. Executive Committee: Refer to Article IV, Paragraph C, of this document.~~

D. Meetings: Each Committee ~~appointed by the President~~ shall hold meetings at such times as may be specified after due notice to its members, by the Committee Chairman, ~~by the Association Chairman, President of the Association, by or by~~ the Board of Directors; or upon the request in writing of the

majority of its members. All meetings of these Committees shall be held in the [local vicinity of ACA Headquarters Hurlburt Field area](#) except ~~that~~ if such meetings occur during the annual reunion when and if held at a different location than the traditional meeting place.

E. Reports: Each Committee shall keep a record of its proceedings and shall make a written report of its activities at such times as may be required by the [Chairman](#), President or the Board of Directors.

F. Removal: Any member of a Committee may be removed from office by the Committee Chairman with the concurrence of the President, or by written request by two thirds of the Committee members.

G. Duties: Each Committee shall be charged with the duties assigned to it by the Constitution and Bylaws of the Association or by the President ~~of the Board of Directors~~ and shall perform such duties as are usually incident to Committees of its particular denomination. Any questions that may arise as to the jurisdiction of a Committee shall be determined by the President.

H. Appropriations: The Chairman of any Committee may [request funds to make purchases of items needed to carry out the task of the committee. The make application to the Executive Committee must approve expenditures for any Committee.](#) ~~Board of Directors for the appropriation of funds for the work of such Committee.~~ No Committee shall have authority to incur any indebtedness or pecuniary obligation for which the Association shall be responsible except to the extent previously authorized by the Association [Executive Committee](#) ~~or the Board of Directors~~.

ARTICLE IX

DISCIPLINE

A. Any member of the Association may be suspended or expelled for misconduct in his or her relation to the Association, for disloyalty to the United States, or upon conviction in a court of competent jurisdiction of a felony. Members may be suspended or expelled only after notice and a proper hearing by the Board of Directors. Any appeal shall be decided by a special four person Committee, appointed by the President with the approval of the Board of Directors. The President shall preside over the Appeals Committee and the other four members shall be appointed from the Regular membership except that no other Association elected Officer or member of the Board of Directors shall serve on the Committee. The President shall have no vote on the Committee except in the event the other four members are deadlocked.

ARTICLE X

DUTIES AND RESPONSIBILITIES OF OFFICERS, DIRECTORS, AND APPOINTEES

A. Chairman of the Board

1. The Chairman shall exercise the powers and perform the duties assigned to him by these Constitution and Bylaws and, when present, shall be the senior [Executive Committee](#) ~~Board~~ Member

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and ~~De~~irector for all official Association proceedings.

2. The Chairman, in coordination with the Board, will set strategic direction of the Association. These duties include the Association's business partnership initiatives, fundraising—~~capture~~ and strategies for both the Association and the Air Commando Foundation.

3. The Chairman will initiate and maintain strategic communications at executive levels, and reach out to senior local community leaders, and national, military and Defense Department entities and leadership.

B. President

1. The President shall exercise the powers and perform the duties assigned ~~to him~~ by the Constitution and Bylaws and shall be the Chief Executive Officer of the Association. As such, subject to the Constitution and Bylaws, he or she shall generally supervise the management of its offices. He or she shall have full power to enforce the provisions of the Constitution and Bylaws and the will of the membership as voted on at the annual business meeting~~reunion~~. He or she shall preside over the reunion. He or she shall be responsible for keeping a record of the proceedings of the Board of Directors, of annual meetings of the Association, and all other matters of which a record is required by the Association. The President shall appoint all necessary Committees and perform other such duties that are usually incident to the office.

2. The President, with the approval of the Board of Directors, shall have the authority to hire and employ personnel necessary to perform administrative functions required by the office, the Board of Directors, and the Association. The Executive Committee / Board of Directors will appropriate funds in an amount they determine is a proper salary for hired personnel.

3. The President shall have the authority to approve the expenditure of \$~~4~~2,000 or less without Board approval.

C. Vice President

1. The Vice President shall be charged with the administration of the policies and mandates of the annual reunion, the Board of Directors, and the President. He or she shall perform such other duties as may be assigned to him by the President. The Vice President shall preside over any Association function that is normally conducted by the President when the President is not in attendance.

2. The Vice President shall assume the office of President in the event that office becomes vacant and his/her term shall expire on the date the Past President's term was due to end.

D. Treasurer

1. The Treasurer shall collect and disburse all funds of the Association and be custodian of such funds. He or she shall keep regular accounts in the books belonging to the Association which shall be open to inspection of any member of the Board of Directors. He or she shall make annual reports at each annual business meeting ~~reunion~~ upon the condition of the treasury and at such other times as shall be requested by the Board of Directors or the President.

2. The Treasurer shall perform such other duties as may be assigned to him by the Constitution and Bylaws of the Association, and shall perform such other duties as are usually incident to the office.

E. Association Chaplain:

1. The Association Chaplain shall be appointed by the President with the approval of the Board of Directors. He shall be a member of the Association. In the event the Association Chaplain is not available for a specific function, the President will secure the services of a suitable replacement for the particular event.

2. The Association Chaplain shall act as a counselor to the President and Board of Directors on matters involving morals, morale and spiritual concern, and when directed by the President shall provide liaison with the Chaplain Section of the United States Air Force and various civilian religious groups. He or she will further act at the direction of the President to provide invocations for the various functions of the Association at the national level, and advise the President on memorials and other functions having a religious and spiritual aspect.

F. Executive Directors (not to be confused with Executive Committee members):

1. Board of Director Members who held the rank of a General Officer or enlisted members who held the position of Command Chief Master Sergeant will be referred to as Executive Directors in honor of their senior service, and to facilitate strategic communications at executive levels and outreach to senior local community leaders, national, military and Defense Department entities and leadership on behalf of the Association.

2. Other Board members may be conferred with the title of Executive Director by a two-thirds vote of the remaining Board when it is the result of some distinctive act, award, or previous senior leader title, ~~_(i.e., Medal of Honor winner, significant position within the Defense Department/Air Force, etc.)_.~~

G. Board of Directors

1. The Board of Directors are usually nominated and voted into office by membership during the annual ~~business meeting~~reunion. Directors leaving office ~~mid-term~~ may be replaced by a nominee of the President or Board of Directors nomination and obtains a majority vote. The new Director serves until the next election takes place ~~when~~re they will be replaced or re-elected to a full term.

2. The Board shall meet at such times and places as designated by the President. The President will call a special meeting upon written request of the Vice President or of five or more members of the Board.

3. Quorum: A majority of its members shall constitute a quorum of the Board of Directors. Absent members of the Board of Directors shall be counted as present if they are in direct contact with the members in attendance via telephone or other electronic means. 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 President of the Association prior to the meeting.

4. Powers: In addition to such powers specifically conferred upon it by the Constitution and

Bylaws, the Board of Directors shall be responsible for the general management of the affairs of the Association and may make such regulations as it deems necessary and consistent with the Constitution and Bylaws. It shall keep a record of proceedings in a minutes log-books that which is-are maintained at the President's office and may be opened to inspection by the members of the Board of Directors or general membership with reasonable advanced notice.

~~H. Subordinate Officers: The Chairman, President and Board of Directors shall have the power to appoint members of the Association as Subordinate Officers when needed for proper administration of the affairs of the Association.~~

ARTICLE XI

NEWSLETTER

A. The Association shall periodically publish a Newsletter and Professional Journal and mail or transmit electronically to each member. The Editor shall be appointed by the President and shall be a member of the Association.

ARTICLE XII

SCHOLARSHIPS

A. One of the objectives of the Association is to apply a portion of its income for education. With that objective in mind, the Association provides annual scholarship(s).

1. The number and amount of the scholarship(s) will be determined annually by the Board of Directors.

2. Hicks Scholarships will be awarded annually in October. The Board of Directors will randomly select the winner(s) from the eligible candidates submitted by the membership.

3. Hicks Scholarship eligibility criteria are as follows: Candidates must be the child (natural, adopted, or step), grandchild, or great grandchild of an Association member in good standing. The Candidate must be accepted to or enrolled in an accredited higher education institution, college, or university. He or she must be less than 24 years of age at the end of ~~October-December~~ of that same year, and not be enrolled in a graduate-level program. Candidates may not be a member of this Association, on active duty, attending a Service Academy, or on full scholarship to a college or university. Eligible candidates may receive this scholarship only once.

4. ~~One~~ Air Commando Annual Scholarship awards are dispersed annually from Air Commando Association funds. ACA scholarships include the Lt Col Dave Krebs High Flight Scholarship (\$4,000 given to one individual pursuing a career in aviation, the Ray Bourque Service Scholarship (\$2,000 given to one senior member of AFJROTC, and the Charles Hicks Air Commando Scholarship (\$1,500 given to four eligible candidates. —is named the Charlie Hicks Air Commando College Scholarship.

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Others may be created, designated, and gifted but only after approval by the full Executive Board and Board of Directors. ~~Specific criteria is~~ Specific criteria are available on the www.aircommando.org website.

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ARTICLE XIII

CONSTRUCTION

A. If there is any conflict between the provisions of the Certificate of Incorporation and this Constitution and Bylaws, the spirit and intent of the Certificate of Incorporation shall govern.

ARTICLE XIV

AMENDMENTS

A. The Constitution and Bylaws may be amended by a two-thirds vote of the voting membership present at the annual business meeting of the Association or by a two-thirds vote of the Board of Directors. Any amendment to this Constitution and Bylaws made by the Board of Directors shall be subject to amendment or revocation by a majority vote of the eligible membership at the following annual reunion business meeting.

ARTICLE XV

DISSOLUTION

A. In the event of dissolution of the Air Commando Association, regardless of cause or for any reason, and after all obligations have been paid, satisfied or fulfilled, and all appropriate agencies are notified, all funds and assets will be transferred as directed by the existing Board of Directors.

B. Several non-profit/charitable organizations could be selected to receive all or part of the funds and assets.

C. Funds remaining after dissolution may NOT be disbursed to private individuals or for-profit companies.

ARTICLE XVI

REGIONAL CHAPTER FORMATION AND ADMINISTRATION

A. Regional Chapters (both U.S. and international) may be formed, established and administered only

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after an Association Board majority vote. Establishment and continued existence of an Air Commando Association chapter requires that:

1. Officers are in place and actively administering to the Association business in that local area.
2. Chapters must adhere to these Air Commando Association Constitution and Bylaws.
3. Funds collected by and/or maintained at Regional Chapters must be reported to Air Commando Association Headquarters and reports provided on demand periodically when requested by the President or ~~of~~ the Board of Directors.
4. Association Headquarters will distribute 20% of dues collected to the designated Chapter for new members who select/designate a particular chapter as their chapter affiliation.
5. Chapters will operate under the Association's Headquarters EIN for tax purposes.

ARTICLE XVII

AIR COMMANDO FOUNDATION

A. The Air Commando Association founded the Air Commando Foundation, Inc., in 2007 ~~12~~ and is a non-profit, 501(c)(3) charitable organization (heretofore in this document known as the "Foundation") within its own organization. The Foundation was established to provide critically needed support and financial assistance to Air Commandos and their families, past, present, and future facilitate specific, direct, and/or indirect support to current and former Air Commandos and/or their families (as defined by this Constitution and Bylaws, Articles I through XVI). This support may be financial, indirect or direct funds allocation, first -party or third-party fundraising, hands-on voluntary support ("labor" or assistive services), etc. This support is normally attributable to individuals, and on occasion, groups, associations, or agencies.

B. Any and all requests for Foundation support and/or funds must be screened by the Air Commando Association. Foundation's designated officers. These officers consist of the entire Air Commando Association Executive Committee and Board Members. The process starts with the Chairman, President, Vice President, and Treasurer's review/vetting of the request and determining if it's an emergency request or not. If deemed an appropriate candidate for support, and not an emergency request, the President/CEO will forward the request to the Chairman and remaining Board of Directors for consideration and eventual majority vote of approval/disapproval. When deemed "NOT appropriate," in the review/vetting process, the request may be withheld and then briefed at the normal Board of Directors meeting. All requests for support, even those disapproved /not appropriate, or not deemed appropriate, must be kept on file and available for screening by the Board.

C. The only exception to the Foundation support listed above will bear requests of \$2,000 or less and deemed as "emergency." ~~AND \$1,000 or less total outlay.~~ The Chairman, President, Vice President, and Treasurer make this decision by a 3/4 unanimous vote, and are only authorized to act when time is of the essence (and the remaining Board members are not available to vote in the time available). Board members will be notified of these decisions as soon as possible via email or in

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writing (or at a Board of Directors meeting). Any future funds above the \$24,000 threshold to the same recipient require a full [and majority](#) vote of the Board prior to disbursement.

D. Fundraising for dedicated Foundation (vice Association) funds should be established in advance of the event(s). Third-party fundraising (i.e., raising funds specific to an individual/other person/group through an ACA link or event) should only be accomplished on behalf of the Foundation and not for the Association.