

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

**CONSTITUTION AND BYLAWS**

(Revised 1 May ~~2014~~2018)

This edition of the Constitution and Bylaws includes the changes approved by the membership from 2000 through the 201~~8~~3 General Membership Meeting, and conforms to the provisions of the Constitution and Bylaws.

~~Maj Gen Richard Seord~~Lt Gen Mike Wooley, USAF, Retired, Chairman  
Col Dennis Barnett, USAF, Retired, President

1 May ~~2014~~2018

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CONSTITUTION AND BYLAWS

PREAMBLE

The Air Commando was born in Burma in 1943. 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, Inc.”

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 to 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.
- 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 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, members of the Board of Directors, Officers, and employees as such shall not, in the name of the organization, contribute to or otherwise support or assist any political party or candidate for public office.

### ARTICLE III

#### MEMBERSHIP IN THE ASSOCIATION

##### A. Definitions

1. Military personnel: Any member / former member of the United States Armed Forces and members / 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 of 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 of the issue.

B. There shall be ~~four~~three categories of membership and one special affiliation group: Regular, ~~Special~~, Honorary, and Associate members and 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 / separated military personnel who are and/or were assigned to, attached to ,served with, or supported any Air Commando / Special Operations Unit. Regular members shall be entitled to vote at annual reunions and to hold office in the association.

~~2. Special members: Spouses of deceased members, active duty / retired / separated military personnel, or spouses of POW/MIA military personnel, who were / are eligible for membership in this Association.~~

23. 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.

34. 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 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, our Board of Directors desires to maintain a unique relationship with any legally married spouse regardless of citizenship, that has lost a spouse who held an Air Commando Association membership by forming an Air Commando Family Legacy Flight. 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 Air Commando Family Legacy flight.

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CC. 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, ~~Special~~ 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, ~~Special~~, and Honorary members shall be appropriately recognized in such manner as may be determined from time to time by the Board of Director. Associate, ~~Special~~, 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 Chairman, President (Chief Executive Officer or CEO), Vice President, Treasurer, and seven members of the Board of Directors and one member at large (The Executive Committee) shall reside within commuting distance of Hurlburt Field. Other association members such as Regional / Organizational Representatives have no limitation on place of residence.

C. Between annual 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 shall act as chairman and meetings of the Executive Committee shall be held from time to time as called by the chairman, or the Executive Committee may act, without being convened in formal meetings, by correspondence, telephone, or other acceptable means of communication. The Chairman will 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 will vote only in case of a tie.

## 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 members. Membership dues shall be managed through the Association General Fund.

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

D. Arrears of dues – Members in arrears two years in payment 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 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 other Directors elected from those members qualified to hold office in accordance with the Association's Constitution and Bylaws. 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. No person may be elected to the office of President for more than two consecutive terms.
2. No person may be elected to the office of Vice President for more than three consecutive terms.

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 reunion. In case of a vacancy occurring in the office of the President, the office will be assumed by the Vice President, and his term shall coincide with the expiration of the past President. The Board of Directors will select one of the Directors to assume the office of the Vice President until the next annual reunion, at which time he will resume his position on the Board if his term has not expired.

## 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 reunion prior to the next ensuing reunion.

B. Voting: Each Regular member in good standing is entitled to vote either in person, 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.

C. Voting by Officers and Directors: The Officers of the Association and all members of the Board of Directors shall be entitled to 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 of future annual reunions or by the Board of Directors, the Rules and Procedures adopted at the annual 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.

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 Chairman, by the President of the Association, 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 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 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 make application to the Executive

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 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 Board Member and director 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 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 annual 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 \$1,000 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 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 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:

1. Board of Director Members who held the rank of a General Officer 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 reunion. Directors leaving office mid-term may be replaced by a Board nomination and majority vote until the next election takes place where 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 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 minute books which 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. 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. 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 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 award is named the Charlie Hicks Air Commando College Scholarship. Others may be created, designated, and gifted but only after approval by the full Executive Board and Board of Directors.

## 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 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 of the Board of Directors.
4. Association Headquarters will distribute 20% of dues collected for new members who designate 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 (heretofore in this document known as the "Foundation") within its own organization to 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- 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 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. If deemed an appropriate candidate for support, they will forward the request to the remaining Board of Directors for consideration and eventual majority vote of approval/disapproval. When deemed "NOT appropriate," the request may be withheld and then briefed at the normal Board of Directors meeting. All requests for support, even those disapproved / not appropriate, must be kept on file and available for screening by the Board.

C. The only exception to the Foundation support listed above will be requests deemed "emergency" AND \$1,000 or less total outlay. The Chairman, President, Vice President, and Treasurer make this decision by a 3/4 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 in writing (or at a Board of Directors meeting). Any future funds above the \$1,000 threshold to the same recipient require a full 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.