

**BY-LAWS  
OF THE  
VX-6/VXE-6 ASSOCIATION**

**ARTICLE ONE  
Title**

- 1.1 The association shall be known as the **VX-6/VXE-6 Association**
- 1.2 The Association may have offices at such place or places within or outside the State of Ohio, as the Board of Directors may, from time to time appoint; or the business of the Association may require or make desirable.
- 1.3 The Association shall be organized and operated as a non-profit organization. Non-profit Associations are burdened today by the cost of printing for postage and election ballots. In the spirit of keeping membership dues at an absolute minimum, this organization will be using the internet for transmitting notices and election ballots. For those members without access to a computer or who request notice by mail, notices and election ballots will be mailed to the member as provided herein.
- 1.4 In the event of final dissolution or liquidation of the Association and after the discharge of all its liabilities, the remaining assets of the organization including all of its various specifically designated funds, shall be given to the Naval Air Museum in Pensacola, Florida and/or the United Service Organizations (U. S. O.).

**ARTICLE TWO  
Purpose and Governing Instructions**

- 2.1 The Associations purposes are exclusively those listed below:
  - (a) To provide social and recreational activities for its members.
  - (b) To perpetuate the memory of deceased veterans and active members of the U. S. Armed Forces and the comfort of their survivors.
  - (c) To sponsor and participate in activities of patriotic nature.
  - (d) To conduct other exclusively charitable and educational endeavors;and
  - (e) To accomplish the foregoing purposes, the Association shall request the assistance of its members to:
    - (1) To assist in planning reunions and business meetings

(2) To make a concerted effort to locate former members of the squadron with assistance of the Association.

2.2 Procedure Rules at Meetings: It is understood that in the transaction of its business, the meetings of the Association, its members, its Board of Directors and its Committees may be conducted with informality; however, this informality does not apply to its procedural requirements. When circumstances warrant, any meeting or a portion of a meeting will be conducted according to generally understood principles of parliamentary procedure, as outlined in Robert's Rules of Order, Newly Revised.

### **ARTICLE THREE** **Membership and Voting Rights**

3.1 Eligibility for Membership;

- (a) Subject to the provisions hereof, Active Membership shall be composed of men and women who have served in VX-6 and/or VXE-6 or their spouse and have paid their annual dues.
- (b) Widows and widowers of former members and/or individuals eligible for membership may also become members.

3.2 Active Membership: The active members shall have all the privileges of Membership including the right to vote and to hold office, except as otherwise provided for in this article. In order to be an active member in good standing, qualified to act in the business of the Association as prescribed herein, each member must:

- (a) Be at least twenty one (21) years of age
- (b) Have paid the Association annual dues for the current calendar year to the Treasurer.

3.3 Non-Active status, Resignation and Termination

- (a) Any member whose annual dues are not mailed and postmarked to the Treasurer by January 31 of a given year will be considered in a non-active status without further notice and not in good standing until the arrears dues are paid to the Association. Members in a non-active status are ineligible to vote, hold office, or serve on the board of directors or any active committee.
- (b) Any member of the Association may resign his or her membership in the Association by a written notice to the Secretary, with no refund, or rebate of dues, or fees.
- (c) Any member may be dropped from Membership by the Board of Directors for cause, after being given the opportunity to be heard.

## **ARTICLE FOUR**

### **Dues**

#### 4.1 Dues Assessment:

- (a) The initial dues paid with the application to membership shall be TEN Dollars (\$10.00).
- (b) The annual dues to be paid by each member for each calendar year after the calendar year that the member is accepted shall be the same as the initial dues, unless otherwise adjusted by the Board of Directors.
- (c) Three (3) year memberships are available at a discounted rate of TWENTY-FIVE dollars \$25.00.
- (d) The Association does not have any provision to offer lifetime Membership.

## **ARTICLE FIVE**

### **Meetings**

5.1 Board of Directors: The Board of Directors (BOD) shall meet three (3) times yearly (January, May, and September) via telephone, email or any other means that will provide the best possible way to conduct the Association business. In addition to the tri-annual meetings, there will be the Board of Directors meeting at the reunion for the purpose of electing new Board Members, turnover of duties.

5.2 Association meeting: Meeting of the full membership will take place once every two years during the Association reunion. Purpose of the meeting will be to hear member inputs relating to association policy and procedures and to choose the next reunion location.

#### 5.3 Meetings:

- (a) The Membership who attend regular meetings (reunions), either in person or by proxy (for voting purposes), shall constitute a quorum capable of transacting all business properly brought before the meeting attendees.
- (b) The Membership failing to attend, either in person or by proxy authorized in writing, shall be considered to have waived the right to be present and thereby signified consent to and ratification of such action as the majority of those present, either in person or by proxy, may take in matters before the meeting attendees.
- (c) Except as provided in Article Sixteen, a majority vote cast by the Association Membership present, in person or by proxy, at any meeting of the Association shall govern in all matters properly brought before the meeting attendees, except that should any obligation on the part of the Association be authorized or created, the

provision against personal liability provided in Article Eighteen of the By-Laws shall be directed to be included therein.

- (d) Proxies for meetings of the Association shall be provided to the Secretary-Treasurer either personally or by mail, or electronic means for verification and record at least 24 hours prior to any scheduled voting. Validity of such proxies is subject to the right of appeal to the Board of Directors.
- (e) Absentees desiring considerations of matters at a meeting of the Association or BOD shall submit those matters in writing to an officer of the BOD in time to be received at least seven working days prior to the meeting date.
- (f) Any cost associated with an association meeting or BOD meeting will be paid for by the attendees. Association funds will not be used for any more than incidental costs involving the coordination of such meetings.

## **ARTICLE SIX**

### **Monetary Liability**

- 6.1 No member shall become liable to the Association for any amount other than their yearly dues.

## **ARTICLE SEVEN**

### **Officers**

- 7.1 The officers of Association shall be a President, Vice-President (VP), Secretary/Treasurer (S/T.), Assistant Secretary Treasure (AS/T) and an Operations Manager (OM).
- 7.2 The Officers of the Association shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by the By-Laws of the Association or by the Board of Directors.
- 7.3 The terms of office of all elected officers shall be two years and commence at the adjournment of the biannual reunion meeting except for those elected to the Board of Directors whose term shall commence immediately upon election. Officers may resign at any time by giving written notice to the President and/or Secretary-Treasurer.
- 7.4 Association Officers may not be elected to the **same office** for more than two consecutive terms. Past officers who have not been out of office for at least one term are not eligible for election to any officer position.
- 7.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the following manner:
- (a) Vacancies will be filled in the order of precedence, President, VP, Sec., Trs., OM.

- (b) In the event the vacancy exists at the Operations Manager position the President will appoint a temporary OM from either the BOD or the general membership. If the temporary position will be in place for more than six months an election will be held to permanently fill the vacancy.
- 7.6 Any officer may be removed by a majority of the Membership entitled to vote, for cause, and after opportunity to be heard at any meeting of the Association, any special meeting called for that purpose, or through an electronic recall vote.

## **ARTICLE EIGHT**

### **Duties of Officers**

- 8.1 **President:** The President shall be the chief executive officer of the Association and have general supervision, direction, and control of the business of the Association. He/She shall be ex-officio a Member of all committees and shall have general powers and duties of management usually vested in the office of president of a Association, and shall have such other powers and duties as may be agreed to by the Board of Directors or the By-Laws.
- 8.2 **Vice President:** In the absence of the President, the Vice-President shall assume the duties of the President. He/She shall also assume such other duties as are assigned to him by the president. In the event of a vacancy occurring in the office of the President, the Vice-President shall serve as President.
- 8.3 **Secretary/Treasurer:** In the absence of the Vice President, the Secretary shall assume the duties of the Vice President. In the event of a vacancy occurring in the office of the Vice President, the Secretary shall serve as Vice President. The Secretary shall keep or cause to be kept, a book of the minutes of all meetings of the Association and the Board of Directors, preserve all papers, letters, and transactions of the Association. The book of minutes of all meetings will contain the time and place of holding, regular or special, and if special, how authorized, the notice thereof given, the names of those present at meetings and the proceedings thereof. The Secretary/Treasurer shall give, or cause to be given, notice of all the meetings of the Members and of the Board of Directors required by the By-Laws or By-Law to be given.

The Secretary/Treasurer shall collect, receive and have charge of all funds of the Association, shall have deposited such funds in a bank approved by the Board of Directors, and shall provide for the expenditure of such funds. A report will be made to the Board of Directors giving the financial standing of the Association whenever requested and a full report made to the Association at each reunion. The retiring Treasurer shall deliver to the successor Treasurer all money, vouchers, books and papers of the Association in his or her custody, with a supplemental report covering all transactions.

The Secretary/Treasurer shall perform such other duties as may be prescribed by the President or the By-Laws. The retiring Secretary/Treasurer shall deliver to the successor Secretary/Treasurer, all Association property in his/her custody/possession.

- 8.4 Assistant Secretary/Treasurer: In the absence of the Secretary/Treasurer the Assistant Secretary/Treasurer shall assume the duties of the Secretary/Treasurer. The Assistant Secretary/Treasurer shall perform such duties as may be prescribed by the Secretary/Treasurer, President or the By-Laws. The retiring Assistant Secretary/Treasurer shall deliver to the successor Secretary/Treasurer, all Association property in his/her custody/possession. In the event of a vacancy occurring in the office of the Treasurer, the Assistant Secretary/Treasurer shall serve as Secretary/Treasurer.
- 8.5 The Operations Manager shall be the chief operating officer of the Association and have general responsibility of the day to day operation of the Association. He/She shall have general powers and duties of management usually vested in the office of chief operations officer of a Association, and shall have such other powers and duties as may be assigned by the President and agreed to by the Board of Directors or the By-Laws. In the absence of the Treasurer, the Operations Manager shall assume the duties of the Treasurer. The Operations Officer will report directly the president.
- 8.6 All Officers on the expiration of their terms shall surrender all property in their possession belonging to their respective Office to their successor. An outgoing and incoming audit committee along with the outgoing and incoming Treasurer shall audit the books and report any discrepancies to the incoming President prior to the conclusion of the reunion.
- 8.7 The President shall appoint an unbiased Board Member to investigate the removal of Association officers or Members whose actions and/or behavior is deemed inappropriate to the goals of the Association or in some way jeopardizes the Association.

**ARTICLE NINE**  
**Board of Directors**

- 9.1 There shall be a Board of Directors of the Association. The Board shall consist, at a minimum, of the President, the Immediate Past President, the Vice-President, the Secretary/Treasurer, the Assistant Secretary/Treasurer, and the Operations Manager of the Association. The maximum number of officers on the Board of Directors shall be five. The Membership of the Board of Directors shall be drawn from active Members of the Association.
- 9.2 Special meetings of the Board of Directors may be called by the President with a two week notice to each director either personally or by mail, telephone, or electronic means and shall be called by the President in like manner or like notice on the written request of not less than three Members of the board. Special meetings shall be held at such time and place as may be specified in the notice thereof.
- 9.3 In the intervals between meetings of the Board of Directors, the President may refer and submit by mail, telephone, or electronic means to the Members of the Board of Directors, definite questions relating to the affairs of the Association which, in the opinion of the President, require immediate action on the part of the Board of Directors. The result of such

a referendum, which requires a majority vote of the Board of Directors, shall control the action of the Association and its Board of Directors, and officers.

- 9.4 The President may, with concurrence from a majority of the officers of the Board of Directors appoint additional non-voting board members to act as advisors to the officers for decision making purposes. Non-voting board member positions, once appointed, will become an elected position after the two year initial appointment. The term of the non-voting board member will be two years.

**ARTICLE TEN**  
**Duties of the Board of Directors**

10.1 The Board of Directors shall:

- (a) Transact the general business of the Association between reunion meetings.
- (b) Establish major administrative policies governing the affairs of the Association and devise and mature measures for the Associations growth and development.
- (c) Provide for the proper care of materials, equipment and funds of the Association for the payment of legitimate expenses and for every 4 years and/or at change of Secretary/Treasurer, auditing of all books of account by two Members of the Association – none of whom shall be any person charged with responsibility of handling Association funds.
- (e) Appoint all committees not otherwise provided for.

10.2 Contracts, how executed: The Board of Directors, except as the By-Laws may otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, and affirmed by association officers, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

10.3 Checks, drafts, etc.: All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association shall be signed and endorsed by such person or persons and in such manner as from time-to-time shall be determined by resolution of the Board of Directors.

**ARTICLE ELEVEN**  
**Committees**

- 11.1 Standing committees shall be composed of active members of the Association and assume such duties as specified by these By-laws and other such duties as may be assigned by the President.
- 11.2 The following committees are active or planned.
- (a) Membership
  - (b) Corporate Sponsorship
  - (c) Merchandise
  - (d) Reunion
- 11.3 Each committee shall consist of members from the Association chosen by the committee Chairman. The Chairman of each committee shall report to and take guidance from the President. Any member interested in serving on a committee shall e-mail his or her interest to the President.

**ARTICLE TWELVE**  
**Elections**

- 12.1 Term: The term of all officers and Board of Director members is two years. However, the Vice President and Assistant Secretary/Treasurer at the end of their respective terms will "Fleet-up" to President and Secretary/Treasurer respectively, thereby making the individuals term in an office four years.
- 12.2 Elected offices of the Association will be held only by active Members of the Association having all the privileges of Membership including the right to vote and to hold office as defined by Article III provided no conflict of interest exists.
- 12.3 Every two years, election nomination forms and election ballots will be provided to active Members (as defined in Article THREE of these By-Laws), either personally or by mail or electronic means.
- 12.4 The time period for the conduct of the nomination and election of Officers and Board of Director members shall be specified in advance by the Board of Directors.

**ARTICLE THIRTEEN**  
**Elections**

- 13.1 The following shall be the order of business at all VX-6/VXE-6 Board of Director and Association meetings:



- (a) Comments/address of the President.
- (b) Reading of the Minutes of the previous meeting.
- (c) Reports of Officers
- (d) Reports of Committees
- (e) Reports of Special Subjects
- (f) Unfinished Business
- (g) New Business
- (h) Adjournment

#### **ARTICLE FOURTEEN**

##### **Quorum**

- 14.1 A majority of the Board of Directors, including the President or Vice President, shall consist of a quorum at any meeting of the Board of Directors.
- 14.2 A majority of the Members of any committee shall constitute a quorum

#### **ARTICLE FIFTEEN**

##### **Fiscal Year**

- 15.1 The accounting year for the VX-6/VXE-6 Association will run from 1 January to 31 December.

#### **ARTICLE SIXTEEN**

##### **Parliamentary Authority**

- 16.1 The rules contained in the current edition of "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 these By-Laws and any special rules of order of the Association may adopt.

#### **ARTICLE SEVENTEEN**

##### **Changes of the By-Laws**

- 17.1 Once ratified by the membership, these By-Laws may be altered, amended or changed, or new By-Laws may be adopted by a majority vote of the Membership present at any meeting or special meeting of the Association, or ad interim by a majority vote of the Board of Directors whenever, in their judgment, they may consider such change as beneficial to the operations of the Association, provided that the Board of Directors may not alter, amend, or change these By-Laws with regard to matters related to tenure in office of directors; as such the Board of Directors may not, except by unanimous vote, take any action under this authority unless the proposal has been before the Board in writing for at least forty-five days, provided that a proposal placed before the Board of Directors at one of its regular meetings may receive the action of the Board at its next regular meeting. Ad

interim changes made in the By-Laws by the Board of Directors will be subject to confirmation by a majority vote at the next Association meeting or special meeting of the Association.

## **ARTICLE EIGHTEEN**

### **Indemnification**

- 18.1 Every director, or officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonable incurred or imposed upon him or her in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his or her being or having been a director, officer, or employee of the Association, or any settlement thereof, whether or not he or she is a director, officer, or employee at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.