

CONSTITUTION
AND
BY-LAWS
for
BLACK FLAG CHAPTER
of the
AIRLIFT/TANKER ASSOCIATION, INC

CONSTITUTION

GENERAL PROVISIONS

Reference

The Airlift/Tanker Association, Inc. By-Laws, 22 February 2017

Section 1 - Name

The name of this organization shall be the Black Flag Chapter of the Airlift/Tanker Association (A/TA), Inc. hereinafter referred to as the Black Flag Chapter.

Section 2 - Chapter Purpose

The Black Flag Chapter purpose is to provide an avenue to enhance the mobility mission outside normal operational channels. Similarly, the chapter will provide a forum from which members can "lead from below," affecting the course of mobility options. In addition, the chapter will serve in a special support role to the commander, as he/she sees fit, and in support of special events.

Section 3 - Officers

The officer positions will consist of President, Vice President, Secretary and Treasurer. These officers will also serve as the Executive Board. Details of the duties of each position are provided in the By-Laws. They will serve offset terms of office to maintain leadership continuity.

BY-LAWS

ARTICLE I - Elected Officers and Responsibilities

Section 1 - Elections

Election of the President, Vice-President, Secretary and Treasurer of the Black Flag Chapter shall be made from a slate of officer nominees, nominated according to the provisions of Article IV, below. Election to fill each officer position shall be at the first general membership meeting after April 1st by simple majority vote of the members voting. The President and Secretary shall be elected by 31 May, and the Vice-President and Treasurer shall be elected by 30 November. This will insure continuity of leadership. Implementation of these terms will be determined by the initial Executive Board. Once elected, officers will serve a one year term beginning on 1 June and ending on 31 May for President and Secretary and beginning on 1 December and ending on 30 November for the Vice President and Treasurer. Duties of the officers will be as prescribed by the President (and the By-laws). Any Black Flag Chapter member in good standing may hold any elected office. In the event the office of the President becomes vacant, the Vice-President shall serve the remainder of the elected term. If any other office becomes vacant, the President shall appoint an individual to fill the remaining term. Black Flag Chapter officers serve strictly in a voluntary capacity and shall not be compensated for their time. However, they may be reimbursed for official expenditures related to their chapter duties, such as postage, awards, telephone calls and other appropriate expenses.

Section 2 - Responsibilities

A. **President:** The President, subject to the Executive Board, shall be in charge of the affairs of the chapter in the ordinary course of business. In addition, the President shall: preside over chapter board and general membership meetings, appoint committee chairpersons, represent the chapter on behalf of the members, lead chapter-planning activities, serve as liaison between the Chapter and the A/TA National governing body, communicate regularly with national Board of Officers, make a report of the Chapter activities at the general membership meeting when elections are conducted, call special membership meetings, supervise elections, appoint and prescribe the function of committees as deemed necessary. In addition, the President shall develop succession plans for elected positions to secure continuity of officers in cases of untimely vacancies due to Permanent Change of Station (PCS), retirement, discharge, etc.

B. **Vice President:** The Vice President shall exercise the powers of the President during that officer's absence or inability to act, act as President on matters directly related to grievances filed against the President, manage the affairs of the Standing Committees, manage the affairs of the Special Committees, be responsible for planning quarterly meetings, preside over the programs committee, oversee recruitment and solicitation of new members, and perform other duties as assigned by the President.

C. **Secretary:** The Secretary shall administer all association administrative matters, under the direct authority of the Executive Board. The Secretary shall maintain written minutes of all meetings and present said minutes from the last meeting for board approval. The Secretary is responsible to maintain appropriate Chapter records and reports, maintain current membership roster, forward changes to national Secretary, keep the official record of, and amendments to, the Constitution and By-laws, notify officers and committee chairpersons of their election or appointment and furnish committees with documents

required. The Secretary shall be responsible for receiving and sending chapter correspondence and reports, attest to the signature of the President, provide semiannual reports to host base services (SVS/SVFP) in accordance with AFI 34-223, and perform other duties as assigned by the President. The Secretary is Chairman of the Nominating Committee. The Secretary also is custodian of pertinent Black Flag Chapter documents, including the chapter charter and the Black Flag Chapter master file.

D. Treasurer: The Treasurer shall administer all Black Flag Chapter fiscal matters, under the direct authority of the Executive Board. The Treasurer shall receive, deposit, disburse, maintain a record and account for all funds of the organization, and prepare the publication of all quarterly statements of the financial status of the organization. The Treasurer shall present a financial status report at each general membership meeting and shall answer any questions regarding finances. Specifically, the Treasurer is responsible for maintaining and accounting of all cash disbursements for and from the Black Flag Chapter, maintenance of bank and investment accounts, keeping all financial records, receipts, invoices, and vouchers, preparing Annual Budget for approval by the Executive Board, Chair the Finance Committee, provide semiannual reports to host base services (SVS/SVF) in accordance with AFI 34-223, and perform other duties as assigned by the President.

ARTICLE II - Terms of Office

The term of office for each position of the Executive board shall be one (1) year. To provide continuity in management of the affairs of the Black Flag Chapter, nominees for positions on the Executive Board shall be for staggered terms as determined by the initial Executive Board. The date for assuming office will be from 1 Jun to 31 May and 1 Dec to 30 Nov respectively.

Section 1 - Eligibility of Officers

Any current member in good standing with the A/TA National office shall be eligible for office in any position of the Black Flag Chapter.

Section 2 - Vacancies

In case of any vacancy among the elected positions of the Officers, the President shall appoint a replacement with the approval of the Executive Board members. In the case of a vacancy in the office of President, it shall be filled by the Vice-President for the remainder of the former President's term. A new Vice-President shall be elected at the next membership chapter meeting.

ARTICLE III - Eligibility for Membership

Section 1 - Membership in A/TA National

Membership in the Black Flag Chapter shall be open to those individuals who are members in good standing with the A/TA national without regard for gender, race, age, sexual orientation, color, creed, or national origin.

Section 2 - Open Membership

Membership is open to military, civilian, active, retired, Air Reserve Component (ARC), other service members, defense contractor and civilian government employees, as well as civilians with no ties to the military.

Section 3 – Benefits of Membership

All benefits of membership arranged or contracted for by the Black Flag Chapter shall be uniformly made available to each member.

ARTICLE IV - Committees

Section 1 - Committee Membership

The chairpersons of committees shall be appointed by the President, with the concurrence of the Executive Board. Non-office-holding committee members shall be appointed by the chairperson, with approval of the President. All Standing Committee members shall serve for one year following appointment.

Section 2 - Standing Committees

The standing committees of the Black Flag Chapter are the Program Committee, Publicity Committee, and the Awards Committee. The standing committees, when deemed necessary by the Black Flag Chapter President, are the action agencies responsible to the Vice President for specific functions required to promote the objectives of the Black Flag Chapter and to serve the general membership. In the absence of the chairperson, another committee member present shall be selected to assume the duties of the chairperson.

Section 3 - Special Committees

Special Committees may be appointed at any time when deemed necessary by the Black Flag Chapter President, with the concurrence of the Executive Board. In the absence of the chairperson, another committee member present shall assume the duties of the chairperson. The chairpersons of the respective Special Committees shall have the prerogative of selecting their own committee persons, as required, subject to the approval of the Black Flag Chapter President. Special committees may include, but are not limited to, the Finance Committee, the Nominating Committee, Coin Committee, Scholarship Committee, Golf Tournament Committee, and Charity Committee.

Section 4 - Standing/Special Committee Composition and Responsibilities

A. The functions of each Standing Committee are described as follows:

1. **Programs Committee**: The Chairperson of the Programs Committee shall confer with the Black Flag Chapter President prior to scheduling and making arrangements for meetings or other activities. The Programs Committee is responsible for the planning and coordination of arrangements for all meetings and social events scheduled for the participation of the members, to include detailed arrangements for appropriate and suitable facilities, catering services, meal planning, entertainment or guest speakers, transportation and billeting (when required), and for preparing and disseminating notification of meetings or activities to the membership on a timely basis. The programs committee will plan events, solicit guest speakers, and organize projects undertaken by the chapter. The Programs Committee is also responsible for the collection of the funds incidental to such activities and for accounting and disbursement actions through the Treasurer to the facility rendering service.
2. **Publicity Committee**: The Publicity Committee is responsible for managing the Black Flag Chapter Web Site, the Facebook Site and assuring activities of the Chapter receive recognition, within propriety, through the submission of written accounts, stories, photographs, etc., to local, national, and other suitable news media. Normally, the chairperson of the Publicity Committee shall confer with the

President regarding all news releases and prior to the publication of any articles, posters, flyers, or newsletters.

3. Awards Committee: The Awards Committee is responsible for the Black Flag Chapter Awards Program. The Black Flag Chapter Awards Program consists of the Annual Amn, NCO, SNCO and CGO Performer Awards.

B. The functions of each Special Committee is described as follows:

1. Finance Committee: The Finance Committee is responsible for assuring proper and accurate administration of the Black Flag Chapter's monetary assets and liabilities through audit of the Chapter financial records as required and at any time deemed necessary by the Executive Board. The Treasurer shall have management responsibilities including, but not limited to, accountability of assets, satisfaction of liabilities, and the disposition of residual assets on dissolution of the Chapter. The Treasurer shall chair the Finance Committee.
2. Scholarship Committee: A Scholarship Committee shall conduct the Chapter's scholarship program, to include advertisement and publicity, the application process, application evaluation, selection, and the awards process.
3. Golf Tournament Committee: A Golf Tournament Committee may plan, schedule, and execute an Annual Black Flag Chapter Golf Tournament. The chairperson shall submit a full report to the Black Flag Chapter no later than 60 days following a golf tournament.
4. Nominating Committee: A Nominating Committee normally has a one-time annual function to select and nominate members of the Black Flag Chapter as candidates for election to the Executive Board positions for the forthcoming calendar year. At least three Chapter members, including the President, shall be on the Committee.
5. Coin Committee: A Coin Committee may be responsible for design, manufacturing, marketing, and sale of Black Flag Chapter coins. The chairperson will submit a quarterly report to the Black Flag Chapter, as required.
6. Charity Committee: The Charity Committee shall be the main point of contact for charitable activities and contributions of the Black Flag Chapter. The chairperson shall track and report all activities, requests, and donations (both monetary and service oriented) to the General Membership upon completion of an event. A report shall be provided to the Black Flag Chapter Treasurer

ARTICLE V - ELECTIONS

Section 1 - Nominations:

Nominations shall be submitted to the Nominating Committee Chairman prior to the November chapter meeting. Nominations must be in writing, e-mail is acceptable, listing the office and qualifications. Floor nominations will not be made at the election meeting. Candidates for office are allowed three minutes to give their nomination speech before the Chapter membership. Nomination seconds may be made from **any member in good standing with the A/TA National Office.**

Section 2 - Nominations Committee Report:

The Nominations Committee Chairman shall submit the Nominating Committee Report at the November & May Chapter meetings. From the report, the Chairman shall create an official ballot that includes every name submitted and provide the Secretary the official ballot for the election. The ballot shall list, starting at the top, the office in the following order: President and Secretary in May; Vice President and Treasurer in November. The candidates name shall be listed by rank, if military, and alphabetically, if civilian.

Section 3 - Election Ballot:

Elections shall be followed In Accordance With (IAW) the Constitution Article V, section 3. Any candidate for office who is not in good standing shall be disqualified. The ballots will be collected as soon as all balloting is complete. Voting will be by secret written ballot unless there is only one candidate for office.

- A. To be elected, a simple majority of the votes cast by the members is required. If no candidate receives a majority of the votes cast, an immediate run-off will be held between the top two candidates. The vote count shall be announced after each vote for each office.
- B. If an officer resigns, or is unable to serve the remainder of his or her term of office, the President shall appoint a person to fill the vacated position for the remainder of the term of office.
- C. All Chapter financial accounts shall be reconciled each year prior to the annual Chapter elections, upon resignation, Permanent Change of Station (PCS), retirement, discharge, etc. of the Treasurer, or if the Treasurer is unable to fulfill their full term of office.

ARTICLE VI - ORGANIZATION

Unless otherwise amended, the organizational structure of the Black Flag Chapter of the Airlift/Tanker Association shall be limited to the following: Officers of the Chapter, Executive Board; Standing Committees, and Special Committees

Section 1 - Officers of the Chapter:

The Officers of the Chapter are responsible for overall administration, to include general planning and coordination of all programs and activities pursuant to the Black Flag Chapter statement of goals and objectives, maintenance of records, financial disbursement and accounting, coordination of matters of interest to the association, and implementation of all adopted policies and procedures in accordance with the bylaws.

Section 2 - Executive Board:

The Executive Board shall serve as the policy-making body of the Black Flag Chapter and is comprised of the Officers of the Chapter. The Board shall meet at the discretion of the Chapter President, but no less than one meeting of the Board shall be held each calendar quarter. Individual Board Members may request a meeting of the Board at any time there is, in the opinion of the requestor, sufficient cause and/or business requiring Board action.

- A. The Chapter President automatically assumes the position of Chairman of the Executive Board upon installation into office.
- B. The Executive Board shall arbitrate on all business requiring significant changes to policy or standing procedures. Members desiring changes, additions or deletions to policy and procedures shall present their views and recommendations either before the general membership or directly to the chairpersons of the appropriate committees.
- C. A minimum of three members of the Executive Board must be present for a quorum. A simple majority vote of the Executive Board members present is required to constitute official Board action.
- D. The Executive Board may vote on Black Flag Chapter matters via electronic mail or telephonically. All motions made via electronic mail or telephonically, shall only be presented by the President or Vice President and must be recorded and that record shall be provided to the chapter secretary. Any Board member may make the motion to table the motion, and if the motion carries by a simple majority, the motion made shall be tabled. This requirement does not apply to Black Flag Chapter Officer Elections.
- E. The Secretary shall keep minutes of all Executive Board meetings, including copies of all e-mails.

ARTICLE VII - MANAGEMENT

Section 1 - General:

The business, property, and funds of the Black Flag Chapter shall be managed and controlled by the Executive Board. Expenditures of Black Flag Chapter funds that are under five hundred dollars (\$500.00) shall be approved by a simple majority vote of the Executive Board. Expenditures of the Black Flag Chapter funds that exceed five hundred dollars (\$500.00) shall be approved by a simple majority vote of the members present and voting at a regularly scheduled General Membership meeting. Disbursement checks will require two (2) signatures, one of the treasurer and one of the finance committee. Approved expenditures shall be disbursed as provided in the Constitution, Article V, Section 5.

Section 2 - Liability:

Each member must be aware that financial liability incurred by the Black Flag Chapter may ultimately result in individual personal financial responsibility if the organization fails to discharge its financial obligation. This is true even if the Black Flag Chapter is dissolved.

Section 3 - Insurance:

Insurance coverage has been considered, but is deemed not necessary at this time. However, the need for insurance coverage shall be reevaluated periodically (a minimum of annually, during the annual election) and will be procured should the Black Flag Chapter sponsor, schedule, or participate in an activity for which insurance is deemed necessary.

ARTICLE VIII - MEETINGS

Black Flag Chapter Meetings will be managed using the following rules.

Section 1 - Meetings: Black Flag Chapter meetings will be ruled and governed according to the Roberts Rules of Order.

Section 2 - General Membership Meetings:

The Chapter plans to hold monthly general membership meetings, sponsor guest speakers, become involved in community activities, and to participate in the Airlift/Tanker Association's national convention. The quarterly meetings and guest speakers will be directed toward the continuous improvement of the air mobility forces of the United States and its allies. Attendees should include, but are not limited to, the Officers of the Chapter, Executive Board, National Board members, standing and special committee members, and other interested general members.

Section 3 - Election of Officers:

The meetings in May and November will be general membership meetings at which the election of officers will take place.

Section 4 - Special Meetings: The President or the Vice Presidents acting on behalf of the President may call special meetings.

ARTICLE IX - FINANCES AND TAXES

Section 1 - Annual Audit:

An Annual Audit shall be performed by a certified public accountant (CPA) if annual gross revenues (sales, income, dues, service charges, donations, etc.) exceed \$100,000 and shall be at the organization's expense. All Black Flag Chapter financial accounts shall be reconciled each year prior to the annual Chapter elections and upon Permanent Change of Station, retirement, discharge or resignation of the Treasurer, or if Treasurer is unable to fulfill their full term of office.

Section 2 - Fraud or other improprieties: Whenever there are indications of fraud or other improprieties, the Air Force Audit Agency may be requested to do an audit at the organization's expense; such an audit is made to protect the interest of the Air Force, the Airlift/Tanker Association and the Black Flag Chapter. A copy of any audit will be forwarded to the Installation Commander for review and filing. As a rule the Black Flag Chapter will not seek to accrue monthly balances in excess of \$10,000 over any 3-month period.

ARTICLE X - AWARDS & GIFTS

Awards and gifts will be made at the discretion of the Executive Board.

ARTICLE XI - AMENDMENTS TO THE CONSTITUTION AND/OR BY-LAWS

Section 1 - Adoption:

The Constitution and/or By-laws become effective upon adoption by an affirmative vote of a majority of the membership present.

Section 2 - Amendment:

The Constitution and/or By-laws may be amended, in whole or in part, by an affirmative vote of a simple majority from a quorum of the membership. Notice of intent to amend the Bylaws must be given to each member prior to the vote on amendment.

Section 3 - Changes:

Proposed changes by members to the Constitution and/or By-Laws must be submitted in writing to the Officers of the Chapter and signed by not less than five percent (5%) of the total number of Black Flag Chapter members ninety (90) days prior to the convening of a general membership meeting. The Constitution and By-laws Committee Chairman, any Standing Committee Chairman or Special Committee Chairman, may submit By-law amendments in writing to the Chapter Officers without membership signatures. The Chapter Officers shall decide when the proposed amendments shall be presented to the Chapter membership for approval.

Section 4 - Vote:

Proposed changes to the Constitution and/or By-laws must be available to members sixty (60) days prior to the general membership meeting. Two-thirds (2/3) of the eligible voting membership must approve any changes to the Constitution and/or By-Laws.

Section 5 - Interim Changes

The Executive Board may make interim changes on an expedient basis at any time by recorded vote. Interim changes remain in effect until first opportunity to present formal changes to the Constitution and/or By-Laws to the general membership as prescribed in this section, not to exceed one year.

Section 6 - Conforming with Higher Headquarters and/or Airlift/Tanker Association

The Constitution and/or By-laws will be automatically amended to conform to directives from higher headquarters and/or the Airlift/Tanker Association.

ARTICLE XII - DISSOLUTION

Dissolution of the Chapter may be recommended to the National Airlift/Tanker Association by a simple majority vote of the members present and voting at a regularly scheduled meeting, or at a meeting requested by a Board member. Upon dissolution, all outstanding obligations will be liquidated; if there are net assets remaining, said assets will be used for a social function for the existing membership and/or donated to charity.