

# **Constitution and By-Laws of the Troop Carrier/Tactical Airlift Association**

## **Article I – Identity**

### **Section 1 – Name**

The name of the organization shall be the “Troop Carrier/Tactical Airlift Association” doing business as “The Troop Carrier/Tactical Airlift Association, Incorporated.”

### **Section 2 – Purpose**

The Troop Carrier/Tactical Airlift Association is organized for the following purpose:

1. To promote camaraderie among troop carrier and tactical airlift veterans and to provide opportunity for members to get together once a year or as often as shall be determined by the Board of Directors.
2. To commemorate the history of the troop carrier mission of the United States Army Air Forces and the United States Air Force and the tactical airlift mission of the United States Air Force.
3. To educate the public concerning the troop carrier/tactical airlift mission and the role it has played in United States history and the role its successors are playing today.
4. To promote patriotism by honoring the military tradition.
5. To support or not support legislation of special interest to veterans as permitted under the US Code.

### **Section 3 – Emblem**

The emblem of The Troop Carrier/Tactical Airlift Association shall be the star of the United States Army Air Corps on a blue background, with yellow wings on either side of a parachute with a glider inside, and the letters “Airborne Troop Carrier” above. This is the emblem of the IX Troop Carrier Command of the Ninth Air Force of World War II.

### **Section 4 – Articles of Incorporation**

Articles of Incorporation as a non-profit corporation were filed with the Secretary of State of the State of Texas, Austin, Texas, June 26, 2006. The Association became a Texas corporation as of June 26, 2006.

## **Article II – Membership**

### **Section I – Active Members**

Eligibility as an active member will be open to:

1. Any and all persons who served on active or reserve duty in a troop carrier unit of the United States Army Air Forces or United States Air Force or a tactical airlift unit of the United States Air Force. This includes veterans of units identified as “combat cargo” and Service Command air transportation units, special operations transport units and units identified as “airlift” but with a combat airlift role.

2. Any and all persons who have supported the mission(s) of the troop carrier/tactical airlift aircraft flown by any active duty, reserve or National Guard unit of the Armed Forces of the United States, such as but not limited to, operational control, aircraft maintenance, aerial port, combat control team and industry technical representative;

## **Section II – Associate Members**

Eligibility as an associate member will be open to:

1. Spouses, children and surviving widows of those persons eligible for active membership.
2. Veterans of air transportation and/or airlift units other than those associated with the troop carrier/tactical airlift mission.
3. Veterans of non-transport missions involving the use of transport aircraft. This shall include but is not limited to – air/sea rescue and recovery, weather reconnaissance, electronics intelligence gathering, fixed-wing gunships, ABCCC, photo-mapping and any other mission utilizing transport aircraft.
4. Other interested persons with an interest in the troop carrier/tactical airlift mission.

## **Section III – Duration**

Active and associate membership shall be continued from year to year, on payment in advance of annual dues as determined by the Board of Directors. Dues become payable during the first month of each calendar year for that year and become delinquent after January 31 of that year. Any members who fail to pay the required dues by January 31 of that year will be moved to in-active membership status until payment of dues for the then-current year. Any member may pay regular dues in advance, opt for a five-year membership, or subscribe to a Lifetime Membership at a cost determined by the Board of Directors.

## **Section IV – Dues**

Annual dues will be determined by the Board of Directors. A statement of rates of dues for Annual, Five-Year and Life Memberships is attached to these By-Laws (Attachment 1), and may be changed by the Board of Directors to take effect on January 1 of the calendar year following the next general meeting of the membership.

# **Article III – Members Meeting**

## **Section I – General Meeting**

A meeting will be held in conjunction with, or independent of, a reunion of the members and shall last for a period as designated by the Board of Directors on a date and at a place selected by the Board of Directors for the purpose of transacting business.

## **Section II – Notice of Meeting**

Notice of the meeting or reunion shall normally be announced in The Airlifter newsletter at least one hundred and eighty days prior to the meeting or reunion. Special business meetings will be announced as early as possible, but no less than thirty days prior to the scheduled event.

## **Section III – Quorum**

The active members who attend the meeting shall constitute a quorum capable of transacting all business properly brought before the meeting.

#### **Section IV – Presiding Officer**

The President or, in his absence, the Vice-President or another member of the Board of Directors, shall preside over the annual meetings and, with the Board of Directors, maintain the order of business. The Chairman of the Board will preside over meetings of the Board of Directors.

#### **Section V – Order of Business**

1. Roll Call.
2. Correcting and approval of minutes of previous meetings
3. Reports of Chairman of the Board and elected Officers.
4. Reports of Committees, including the Nominations Committee.
5. Unfinished Business.
6. New Business.
7. Adjournment.

#### **Section VI – Voting**

The Troop Carrier/Tactical Airlift Association is a non-profit association of registered members and all regular members shall be entitled to vote on all important matters, including elections of members of the Board and officers, adoption and changes to By-Laws and all other matters other than those required for day-to-day operations. Voting will be either through mail-in ballots or personal vote at members meetings. At annual meetings, each active member shall be entitled to one vote on any issue brought before the meeting. A majority vote of the active members present at the meeting and proxy votes shall govern in all matters properly brought before the meeting.

### **Article IV – Rights of Members**

#### **Section I.**

The routine business of the Troop Carrier/Tactical Airlift Association shall be vested in the Board of Directors. However, any powers delegated to or by the Board of Directors or officers on any officer or other person may be modified, altered or withdrawn by the members, provided, however, that all actions of the Board of Directors or of any officer or any other person taken in pursuance of powers properly conferred shall be binding upon The Troop Carrier/Tactical Airlift Association.

### **Article V – Management of the Association – Board of Directors and Officers**

#### **Section I – Organization**

The Board of Directors shall consist of twelve members who are responsible for management of the Association. The Board of Directors will be directed by a Chairman of the Board and Vice-Chairman who will be elected from the members of the Board by the membership. Four elected officers - President, Vice

President, Secretary and Treasurer – will be responsible for day-to-day operations of the Association. The officers will be members of the board subordinate to the Chairman. Various additional positions, except for the officers listed above, may be established, modified or terminated by a majority vote of the then-existing Board of Directors, to include, but not be restricted to, the Editor of The Airlifter newsletter, the Historian, Webmaster and certain other Committee Chairmen and/or various offices which may be established by the Board. All members of the Board and all officers shall have one vote.

## **Section II – Powers and Limitations**

Board Members and Officers will be empowered to carry out their duties as described in Attachment 2 to these By-Laws, but no board member or officer, singly, is authorized to commit the Association or any of its members to pecuniary liability, without due consideration by a quorum of the Board of Directors.

## **Section III – Qualification and Nomination of Directors and Officers**

Individuals placed in nomination for any elected or appointed office must be active members with dues currently paid, or who are lifetime members and who are otherwise in good standing and who present no conflict of interest to the goals of the Association or its standing as a veterans organization recognized by the United States Internal Revenue Service. Nominations may be submitted to a nominating committee by any active member, provided the nominee has consented to such nomination.

## **Section IV – Election and Terms**

Board Members and Officers will be elected through a general election by ballots submitted to the Secretary of the Association by Association members during the first quarter of each year. Nominations for vacancies on the Board of Directors and Officers for the following year will be taken at the annual members' meeting, including nominations submitted by mail by members who are unable to attend the meeting. The Secretary of the Association will mail out ballots with return envelopes to all members prior to March 1 of the succeeding year. Board Members and Officers shall take office on April 1 of the year in which their predecessors' term of office expires. Members of the Board of Directors shall be elected for staggered terms of one to three years. President, Vice President, Secretary and Treasurer shall be elected for a terms of two or three years.

## **Section V – Vacancies**

In the event the Chairman of the Board is unable to fill out his term, the position will automatically be assumed by the Vice-Chairman. Vacancies in the positions of other members of the Board of Directors that occur before their terms expire, shall be filled by appointment of the Board of Directors. Individuals so chosen shall duly hold office until the next scheduled election. In the event that the office of President becomes vacant during the normal term of office, the Vice President shall automatically succeed and complete the unexpired term of the incumbent. In the event of a vacancy in any other elected office, the Board of Directors will appoint a temporary replacement to hold the office until the next scheduled election.

## **Section VI – Meetings**

Unless otherwise necessary, one meeting will be held in conjunction with a reunion that is either hosted or sponsored by the Association. Special circumstances may necessitate a need for special meetings of the Board of Directors as determined by the Chairman of the Board. All members of the Board of Directors are expected to attend all meetings if at all possible. Due to the non-profit status of the organization and the nature of unreimbursed expenses which may be incurred by Board Members in attending these meetings, all Board Members, officers and members who attend such meetings are authorized to deduct the reasonable costs and expenses of attending said Board Meetings under Reg. 1.170A-1(g) of the IRS Code as charitable contributions. When possible, such meetings may be

conducted through electronics means including teleconferencing and Email. When Email is used for Association business, it shall be addressed to all current members of the Board of Directors and officers. Members without access to Email shall receive correspondence through the US Postal Service.

### **Section VII – Special and Emergency Meetings**

Special/emergency meetings may be called by the Chairman of the Board when circumstances dictate provided written notice is sent to each member of the Board of Directors at least thirty days in advance. If necessary to secure a quorum at such meetings, absent members of the Board of Directors may fully participate by telephone conference call. Such meetings will be called only under special circumstances when action can not be put off until either the next annual meeting or conducted through mail-in ballots from the membership.

### **Section VIII – QUORUM**

A quorum of the Board of Directors shall consist of six members, one of whom shall be the Chairman or Vice Chairman, and a simple majority of a quorum shall suffice for the conduct of all business.

### **Section IX - MINUTES**

Minutes of the Board of Directors meetings shall be taken during the meetings, and written copies thereof distributed to all members of the Board of Directors within 30 days after the meeting. Minutes will also be posted on the Association Web Site where they shall remain for a period of not less than 90 days.

## **Article VI – Powers and Duties of the Board of Directors**

### **Section I – Business Management**

The business management and affairs of The Troop Carrier/Tactical Airlift Association shall be under the direction and control of the Board of Directors, as shall be its several officers, agents and employees. The Board of Directors shall have the authority to authorize contracts, deeds or other appropriate instruments of conveyance, incur liabilities, convey real estate, convey or invest funds, hire employees and such other matters and things connected with The Troop Carrier/Tactical Airlift Association as they may determine, subject always, however, to the right of the members to modify, alter, or withdraw the powers of the Board of Directors as set forth in Article IV. The Board of Directors shall also have the authority to establish committees, secretaries and advisory councils, and appoint chairmen and members to further the causes and management of the organization. Such committees, secretaries, and advisory councils shall serve at the discretion of the Board of Directors, which shall have the power to control and terminate any such established position. All legal documents shall be executed on behalf of the Corporation by the President and acknowledged by the Secretary as the act of the Association. The name of the Association shall appear on all legal documents along with the signatures of the President and Secretary.

### **Section II – Delegation of Authority and Revocation of Power**

The Board of Directors may grant special or general authority to others and may likewise withdraw such authority, all upon such terms and conditions as the Board of Directors may determine. The powers vested by the Board of Directors in any committee, officer, agent or employee of The Troop Carrier/Tactical Airlift Association may be limited, altered or revoked by the Board of Directors, through proper action at any meeting.

### **Section III – Bonds and General Counsel**

The Board of Directors may, as appropriate, require officers, agents and employees of The Troop Carrier/Tactical Airlift Association to be bonded in an amount and with surety approved by the Board, the expense of which shall be paid by The Troop Carrier/Tactical Airlift Association. Likewise, the Board of Directors may designate an Attorney-in-Fact, with such powers and duties as may be determined.

#### **Section IV – Depositories**

The funds of The Troop Carrier/Tactical Airlift Association shall be invested and/or deposited for safe keeping in such manner and in such financial institutions as the Treasurer, with the concurrence of the Board of Directors, may determine.

#### **Section V – Committees**

The Troop Carrier/Tactical Airlift Association Board of Directors may appoint and maintain certain standing committees as may be necessary to serve the needs of the membership. The Board shall specify the purpose, membership, duties and tenure of any such committee so appointed.

### **ARTICLE VII - LIABILITY OF MEMBERS, OFFICERS, EMPLOYEES**

#### **Section I –**

In any obligation created by The Troop Carrier/Tactical Airlift Association, or by any of its board members, officers or members or employees on its behalf, it shall be provided that no liability shall obtain in favor of the party with whom contracted with, or against any director, officer, member, agent or employee of the Association, but that such party contracted with shall look solely to the assets of The Troop Carrier/Tactical Airlift Association for satisfaction of such contract, and that The Troop Carrier/Tactical Airlift Association will defend and indemnify any such individual acting within his authority on behalf of the corporation.

### **ARTICLE VIII – AMENDMENTS**

#### **Section I -**

These By-Laws may not be altered or amended except by majority vote of the active members. Proposed alterations or amendments will not be brought before the membership for vote unless written justification is forwarded to and receipt confirmed by the Secretary of the Association at least 30 days prior to a meeting of the membership.

### **ARTICLE IX - DISSOLUTION**

#### **Section I –**

Upon the dissolution of the corporation, The Officers and Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, transfer all remaining assets to The Air Force Aid Society or to one or more other exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in the county and state in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized or operated exclusively for such purposes.

## **ATTACHMENTS**

Dues

Duties of Board Members and Officers

Nominating and Other Committees

### **ATTACHMENT 1 – DUES**

Annual and Life Membership dues shall be \$25.00 per year, \$100.00 for five years and \$250.00 for a Life membership or as determined by the Board of Directors.

### **ATTACHMENT 2 – DUTIES OF Board Members and Officers**

#### **1. CHAIRMAN OF THE BOARD**

The Chairman shall preside at all meetings of the Board of Directors, which shall be conducted, so far as is practicable, in accordance with Roberts Rules of Order. The Chairman has general charge of and control over the operations of the corporation.

#### **2. VICE-CHAIRMAN OF THE BOARD**

The Vice-Chairman shall perform those duties assigned by the Board of Directors. In the absence, disability or death of the Chairman, the Vice-Chairman shall perform and be vested with all the duties and powers of the Chairman. In this event, the President shall double as the Vice-Chairman until such time as the Board of Directors select and appoint a new Vice Chairman in accordance with Article V, Section 5 of the By-Laws.

#### **3. PRESIDENT**

The President has general charge and control of day-to-day operations of the Association, conducting business under policies established by the Board of Directors, and will have the authority to appoint committees to delegate or assist with his responsibilities. The President shall preside at all meetings of the general membership and committees which he may appoint, which shall be conducted in accordance with Roberts Rules of Order. The President shall, as appropriate, sign official correspondence and legal instruments relating to actions of the Association. The President will serve as a member of the Board of Directors during his term of elected office.

#### **4. VICE-PRESIDENT**

The Vice President shall perform those duties assigned by the Board of Directors or delegated by the President. In the absence, disability or death of the President, the Vice-President shall perform and be vested with all the duties and powers of the President. In this event, the Secretary shall double as the Vice President until such time as the Board of Directors select and appoint a new Vice President in accordance with Article V, Section 5 of the By-Laws. The Vice-President will serve as a member of the Board of Directors during his term of elected office.

#### **5. SECRETARY OF THE ASSOCIATION**

The Secretary is responsible for compiling and maintaining all records of the Association. The Secretary shall compile a written record of the meetings of the Board of Directors and of the general membership

and shall distribute copies of the minutes of all such meetings to all members during the quarter in which they occur. Minutes of meetings of the Board of Directors will be provided to each Director in no less than thirty days from the date of the meeting. Additionally, the Secretary shall keep on file a record copy of all minutes approved by the Board and/or membership at succeeding meetings. The Secretary is responsible to insure that all required reports are rendered as may be required from time to time by the Internal Revenue Service and the State of Texas. The Secretary will receive membership applications and dues, which will be either deposited or passed on to the treasurer for deposit and shall maintain a current roster of active Troop Carrier/Tactical Airlifters and their addresses. The Secretary shall publish a list of members during the First Quarter of each calendar year.

#### 6. TREASURER

The Treasurer shall manage the financial affairs of the Association, maintain a record of deposits, and pay all lawful liabilities incurred by the Association. Additionally, the Treasurer shall prepare an annual financial report for the preceding year and prepare a budget for the forthcoming year, both of which will be submitted to the Board of Directors for their approval at a meeting immediately prior to the annual meeting of the membership. The fiscal year of The Troop Carrier/Tactical Airlift Association begins on July 1 and ends on June 30<sup>th</sup> of the following calendar year.

#### 7. NEWSLETTER EDITOR

The Editor shall manage, publish and mail The Airlifter newsletter four times a year in conjunction with each quarter.

#### 8. HISTORIAN

The Historian shall, as far as is practicable, maintain a record of the service history of individual Troop Carrier/Tactical Airlifters and of those units of the Armed Forces of the United States in which they served.

#### 9. WEBMASTER

The Webmaster will maintain the Association web site, located at [www.troopcarrier.org/home.html](http://www.troopcarrier.org/home.html).

### **ATTACHMENT 3 – NOMINATING AND OTHER COMMITTEES**

1. There will be a Nominating Committee, appointed by the President with the consent of the Board of Directors. The duties of the Nominating Committee will be to solicit nominees from the membership and present a slate of nominees for President, Vice President, Secretary, Treasurer and members of the Board of Directors to the membership for approval at the biennial general meeting.
2. The President, with the consent of the Board of Directors, may from time to time appoint such other committees as may be necessary for the orderly conduct of the business of the Association. The duties, membership and tenure of such committees will be as determined by the Board of Directors at the time of appointment. Except in special circumstances, the chairman of all committees will be a member of the Board of Directors.
3. In addition to the Nominating Committee, standing committees will include Membership, Reunion and Finance.

NOTICE – These by-laws may be amended by submitting proposed changes, in writing, to the Troop Carrier/Tactical Airlift Association Secretary at least thirty days in advance of a membership meeting--the reunion. Changes must then be approved by a majority vote of the membership.