

THE AIRLIFT/TANKER ASSOCIATION, INC.
BY-LAWS
As Amended
6 December 2019

Seven amendments were approved by the Association membership at the 23 October 2019 annual Business meeting, and the following changes made to the existing by-laws dated 25 Oct 2019.

1. Article II, Section 2a – Adds a Vice President, Strategic Planning and Development to the Board of Officer positions
2. Article II, Section 2c – Gives the Chairman the authority to convene executive Board of Officer meetings as necessary
3. Article III, Section 1b – Updates Board of Officer, Board of Advisor, and Board of Advisor Deputy job descriptions
4. Article V, Section 4a(3) – Gives the nominating committee authority to provide a “slate” (more than one) qualified Board of Officer nominees
5. Article V, Section 4c(3) – Shifts annual Business Meeting agenda development responsibility to the Secretary
6. Article V, Section 4d – Designates the Senior Vice President as the Membership Committee Chair
7. Article V, Section 4(3) – Prevents an unvetted nominee from floor nomination during the annual Business meeting

ARTICLE I

GENERAL PROVISIONS

Section 1 – Name

The name of the organization is “The Airlift/Tanker Association, Inc.,” hereinafter referred to as the Association.

Section 2 – Articles of Incorporation

The Airlift/Tanker Association, Inc. is incorporated in the State of Florida under Certificate of Incorporation of the Airlift Association, Inc., dated 11 June 1976 and as amended 17 December 1979, 29 December 1992, 4 November 1995, and 31 October 2006.

Section 3 – Constitution and By-Laws

The Constitution, approved 20 October 1979, and amended 18 October 1980, 16 October 1982, 2 November 1985, 24 October 1992, 29 October 1994, 6 October 2006, and 25 October 2018 has been the basic operating document of the Association. The original By-Laws approved 20 October 1979 and as amended thereafter, have been used as the rules of operation by the

Association's Board of Officers.

Section 4 – By-Laws

The Constitution and the By-Laws are combined, herein, into a single document known as the “By-Laws.” The By-Laws constitute the basic operating document of the Association in accordance with the provisions of the Articles of Incorporation. The interpretation of its provisions and intent will be vested in the Board of Officers. The By-Laws will be reviewed annually by an ad-hoc committee established by the President and approved by the Board of Officers.

Section 5 – Changes to the By-Laws

- a. Proposed changes to the By-Laws must be available to members sixty (60) days prior to the annual Convention. By-Law amendments require a two-thirds (2/3) vote of the members in good standing, present, and voting at the annual Business Meeting.
- b. A special ad hoc committee or member in good standing may propose changes to the By-Laws. Members in good standing must submit proposed changes to the By-Laws in writing to the Board of Officers and obtain signatures of not less than 5 percent of the total number of Association members in good standing 120 days prior to the convening of the annual Convention.
- c. The Board of Officers may make interim changes on an expedient basis at any time. Members will ratify interim changes to the By-Laws at the next annual Business Meeting, following the proper change protocols stated in these By-Laws.

ARTICLE II

ORGANIZATION

Section 1 – General Organization

The Association will be organized on an international level. However, members domiciled contiguously may petition the Board of Officers of the Association to grant them a charter to form a local chapter. Members seeking to form a local chapter must submit a request, proposed chapter by-laws, a list of charter members, and a name for the chapter, along with their request.

When the Board of Officers deems expansion to a state, regional, or national level is necessary to facilitate the management or to further Association goals, the Chairman of the Board will appoint a committee to develop a reorganization plan. Prior to implementation, the Board will submit the plan to the Membership at the Annual Business Meeting for approval.

Section 2 – Board of Officers of the Association

- a. Composition of the Board of Officers

The eight elected Officers of the Association will consist of the Chairman; President; Senior Vice President; Vice President, Industry; Vice President, Programs; Vice President, Strategic Planning and Development; Secretary; and Treasurer. These officers will comprise the Board of Officers.

b. Voting Rights of the Board of Officers

The eight elected officers listed above are empowered to vote on all Association matters at regular Board and Business Meetings; however, the membership at the Annual Business Meeting must vote on certain matters, described in these By-Laws.

c. Board Meetings

The Chairman of the Board will call Board meetings as required to manage the affairs of the Association and will preside over all meetings of the Board. As necessary and as driven by events, the Chairman will call executive Board of Officer sessions to conduct specific business such as pre-board meeting agenda discussion, out of cycle program decisions, Hall of Fame selections, etc. In the absence of the Chairman, the order of acting presiding officer will be the President, then Senior Vice President. A quorum of officers must be present at the meeting to approve any action or proposal. A quorum is defined as four or more elected officers present at said meeting. Telephone conference call Board meetings are authorized within the scope of the above limitations.

d. Minutes of Board Meetings

The Secretary will record and maintain the minutes of board meetings and will provide a copy of any meeting minutes to members upon request. The Board of Officers will officially ratify the meeting minutes at the next board meeting.

Section 3 – Military/Government Liaison Representatives

When deemed appropriate, the A/TA Board Chairman may invite select organizations/groups to designate a primary/alternate representative to attend and participate in A/TA meetings and activities. The following is a current list of select organizations:

- Commander, Air Mobility Command
- Commander, Air Combat Command
- Commander, US Air Forces Europe
- Commander, Pacific Air Forces
- Commander, Air Education and Training Command
- Commander, Air Force Material Command
- Commander, Air Force Reserve Command
- Commander, Air Force Special Operations Command
- Director, Air National Guard
- Young Leader Award Recipients

While liaison representative designees are not authorized to vote on Association motions, the

Board of Officers count on and consider their expertise, experience, and recommendations before a motion is voted on. Liaisons can serve on any Association sub-committee and vote on issues and recommendations presented.

Section 4 - Board of Advisors

The Board of Advisors will consist of members with outstanding qualifications to act in a policy advisory capacity to the Board of Officers. The Board of Officers will select these members for their position in the airlift/tanker community and/or for personal accomplishments that would contribute to the progress of the Association.

The Board of Officers will select the nominees and present them to the membership for approval at the annual Business Meeting; however, the Chairman, with the approval of the Board of Officers, may make opportune appointments to the Board of Advisors when deemed to be in the best interest of the Association. The Board of Officers will elect a chairperson and a deputy chairperson for the Board of Advisors. The deputy chairperson will act as chairperson by approval of the A/TA Chairman when the BOA chairperson is unable or unavailable to perform his/her duties. Both the Chairman and Deputy will be elected from within the current Board of Advisors and will serve at the pleasure of the Chairman of the Board.

Section 5 – Historian

The Chairman will appoint a Historian responsible for researching, collecting, and the history of the Association. The Historian will provide a Report to the Board at the Annual Business Meeting.

Section 6 – Membership

The classes of membership will be Full, Industry Partner, and Honorary. **Article IV** defines the period of membership, dues, responsibilities and other details of membership.

ARTICLE III

ASSOCIATION OFFICERS

Section 1 – Elected Officers and Responsibilities

- a. The Association will draw from a slate of nominees vetted and presented by the Nominating Committee whenever a Board position opens or nearing a term limit using the provisions within **Article V**. Elections will occur during the annual Business Meeting by a simple majority vote of the members present and in good standing. Recognizing the important role Chapters play in the success of the Association, Chapter Presidents, or their designated representative, should participate and vote in the Business Meeting, either in person or by proxy, but in coordination with the Senior Vice President.
- b. Responsibilities

1. **Chairman of the Board:** The Chairman presides over all Board, business, and other specified meetings herein or as prescribed. The Chairman also assigns specific duties and tasks to Board members as deemed appropriate. The Chairman is the primary contact/liaison for the Air Mobility and USTRANSCOM Commanders as well as other DoD and Air Force Senior Leadership on matters concerning the Association. The Chairman in liaison with the Board of Officers, serves as the Association's Chief Executive Officer and final decision authority on all matters affecting the overall health, operation, and values of the Association.
2. **President:** The President shares responsibility with the Chairman for bylaw policy interpretation and serves as the responsible officer for annual Association bylaw reviews, updates, and changes. The President also prepares, keeps current, and when requested, presents the Association's update briefing. The President is responsible for the initiation, coordination, and final implementation of any policy affecting the Association resulting in a written policy letter. The President assists the Secretary in building meeting agendas and with any other special initiative requiring Board of Officer discussion/approval. The President manages the Enlisted Education Grant and Scholarship Programs; all Association sponsored award programs, and the Hall of Fame awards program to include guideline and policy letter updates and revisions. The President will also ensure formal reviews of these programs every (5) years for relevancy and intended purposes.
3. **Senior Vice President:** The Senior Vice President will coordinate all chapter activities including new chapter starts, changes to the Association Handbook, Chapter status, and management/organization of any Chapter visit by a National Board Member. The Senior Vice-President also serves as the Membership Committee Chairman and in liaison with our Chapters, develops new/ongoing membership initiatives. At the discretion of the Chairman and/or the President, the Senior Vice President will serve as an intermediary in addressing issues or coordination items with senior military or civilian representatives of other organizations. To this end, the Senior Vice President will be the coordinating official to contact Wing leaders to set up the quarterly Board meetings.
4. **Vice President, Industry:** The Vice President of Industry is responsible for managing all aspects of the Technology Exposition exhibits program. This includes developing and managing the exhibit hall floor plan, the exhibitor booth preparation and teardown plan, the exhibitor required manning hours schedule, and ensures an exhibit hall security plan is in place. The Vice President of Industry develops annual registration package materials and is responsible for all exhibit booth registration contracts between the Association and all exhibitors, including industry as well as government. Other duties include overall management of the Industry Partnership Program. The Vice President of Industry is also a member of the Programs Committee.

5. **Vice President, Programs:** The Vice President, Programs, is responsible for developing and managing all aspects of the Association's annual convention. This includes researching venues, developing agenda, facilitating with hotel, arranging food and beverage, developing registration fees, managing convention expenses and signing contractual arrangements for facilities and services on behalf of the Association to support the annual convention. It also includes composing and writing all invitations to guest speakers, special guests, and members. This position also serves as the liaison to Air Mobility Command on all convention matters to include interface with AMC leadership and AMC Directors. Other duties include participating in the design and management of the registration website. The Vice President for Programs also chairs the Programs Committee.
6. **Vice President, Strategic Planning and Development:** The Vice President for Strategic Planning and Development will periodically review all aspects of the Association's operations and make recommendations to help the Association maintain relevancy, address membership, financial solvency, or other issues as directed by the Board of Officers. The Vice President for Strategic Planning and Development will develop and maintain the Association's strategic road map and work with the Board and Administrators to address, track and develop action plans enhancing the Association's support to the Mobility Mission and Mobility Airmen. Other responsibilities include assisting the Secretary in developing meeting agendas; coordinating marketing/outreach and process improvement actions in liaison with the A/TQ editor and Public Affairs Coordinator; partnering with the Senior VP to address membership and Chapter outreach; leading ad hoc committees as necessary to address issues; and working with the President on annual bylaw reviews and updates.
7. **Secretary:** The Secretary collects input from all the board members and coordinates with the Chairman and President to finalize and then publish the agenda of all board meetings and the annual Business Meeting. The Secretary works with the host installation concerning all logistics associated with planning the Winter, Spring, and Summer board meetings and has the authority to commit the Association financially for up to one thousand dollars (lunches, socials, award sponsorship, etc), without Board approval to support the board meetings. The Secretary prepares and maintains the minutes of all Board Meetings and the minutes of the annual Business Meeting, and as necessary, consults/coordinates minutes prepared as a result of any Association committee meeting. The Secretary is also a standing member of the Nominating Committee. The Secretary is the custodian of pertinent Association documents and the Association master file. The Secretary is responsible for establishing and maintaining the contracts with the Association's Administration and Technical Support teams.
8. **Treasurer:** The Treasurer is responsible for the financial affairs of the Association

and deposits/disburses Association funds as the Board of Officers directs. The Treasurer prepares and maintains adequate financial records; maintains and manages Association accounts in financial institutions; and files the annual Federal Income Tax return. The Treasurer has a sponsorship/donation discretionary limit of \$1000 per event/donation not to exceed \$6000 per year without Board approval. The Treasurer also provides quarterly financial reports, in writing, to the Board of Officers for approval at each Board meeting. Financial reports consist of the “Statement of Financial Position” and “Statement of Activities.” The Treasurer prints and publishes a financial report for the benefit of all the members in the spring issue of the Airlift/Tanker Quarterly magazine. The Treasurer is Chairman of the Finance Committee which provides financial guidance for the Association.

Section 2 – Board of Advisor and Deputy

a. Responsibilities

1. **Chairman:** The Chairman of the Board of Advisors (BoA) leads and represents the BoA at all association meetings and events. The BoA Chairman advises, supports, and works in liaison with Board of Officers (BoO) and on behalf of the Association membership in all matters designated or directed by the BoO. As necessary, the BoA Chairman mobilizes current BoA members to assist in areas such as (but not limited to) membership, mentorship, and strategic communication.
2. **Deputy:** The Deputy Chairman of the Board of Advisors (BoA) works in liaison with the BoA Chairman supporting the Board of Officers in developing initiatives benefitting the Association membership at large. Serves as the BoA Chairman whenever the Chairman is absent or unable to perform their duties. Works with the Board of Officers and other agencies as appropriate to provide Convention Exhibit Support not only for the current A/TA Convention, but for other Professional Organization Conventions as determined by the Board of Officers in an effort promote Association initiatives and relationships.

Section 3 - Terms of Office

The term of office for each position of the Board of Officers will be three (3) years. To provide continuity in managing the affairs of the Association, the nominees for positions on the Board of Officers will be for staggered terms. Except for the Treasurer, the date for assuming office will be from the first day after adjournment of the annual Convention to the last day of the annual Convention consistent with the applicable staggered dates of the incumbent. The term of office for the incoming Treasurer will be from a time not later than 31 January immediately following the annual Convention. This date will be mutually agreed upon with the outgoing Treasurer and acceptable to the Board of Officers. The Chairman and President will not hold his/her respective office for more than two terms. The Senior Vice-President; the Vice President Programs; the Vice President Industry; Treasurer and Secretary may hold his/her respective office for no longer than three terms or 10-years. If in the best interest of the Association, or in unique situations, the

voting Board reserves the right to extend terms of office as necessary, but by exception only.

Section 4 - Vacancies

In case of any vacancy among the elected positions of the officers, the Chairman of the Board will appoint an individual to fill the vacated position and when practical, will coordinate with the Nominating Committee. In the case of a

vacancy in the office of Chairman, the President of the Association will fill that position until election of a new Chairman. The President will convene a special meeting the Board of Officers to nominate and select an interim Chairman of the Board. The Chairman and the President positions are limited to two (2) elected terms.

Section 5 – Eligibility of Officers

Any full member in good standing will be eligible for office in any position of the Association; however, any member of the Armed Services or full-time federal employees are not eligible to fill any position on the Board of Officers, or serve as Chairman of the Board of Advisors, as outlined in Article II, Section II.

ARTICLE IV

MEMBERSHIP

Section 1 – Eligibility for Membership

Any individual who has satisfactorily completed a membership application as provided in the By-Laws is eligible for membership. The Board of Officers is vested in acceptance of membership for any individual.

Section 2 – Membership Classes

- a. **Full Member** – A member in good standing and authorized to vote in all matters of the Association at the annual Business Meeting if he/she has a paid-up membership and is in good standing in all other matters as defined herein. A full member is eligible to hold office in the Association, except those which Article III, Section 4, specifies.
- b. **Industry Partner** – An aerospace- or defense-related organization or corporation interested in advancing the objectives of the Association.
- c. **Honorary Membership** – Any person who contributes or has contributed substantially to the purposes and objectives of the Association. The Board of Officers has the authority to bestow this type of membership to individuals.

Section 3 – Dues

The Board of Officers will determine the cost of dues for all membership classes, except

honorary. Honorary memberships are by calendar year and are complimentary memberships.

Section 4 - Benefits

All benefits for which the Association arranges or contracts shall be available to all members.

Section 5 – Discipline

- a. The Board of Officers shall have the authority to review and act on complaints against individual members.
- b. A member has the right of appeal from any adverse decision which the Board of Officers may make. Such appeals must be in writing to the Board of Officers; the appeal may possibly be in two phases:
 1. An appeal to the Board of Officers for a second review by the Board of Officers.
 2. An appeal to the Board of Officers for a review by members in good standing at the next annual Business Meeting. Such review is adequate if the Board of Officers reads the appeal to the members present at the next annual Business Meeting and the members present sustain the Board of Officers' decision.

ARTICLE V COMMITTEES

Section 1 – Standing Committees

The Standing Committees of the Association are the Nominating Committee, the Financial Committee, the Program Committee, and the Membership Committee.

Section 2 – Committee Membership

Section 4 below outlines the office-holding members of the standing committees. Nomination and election of non-office-holding committee members will occur at the annual Business Meeting; an exception is that the Chairman, with the approval of the Board of Officers, may appoint members to standing committees between conventions to provide for the proper manning and functioning of the committees. All standing committee members will serve the year following appointment and/or election by the delegates.

Section 3 – Special Ad Hoc Committees

The Chairman and/or members present at the annual Business Meeting, as required, name and/or nominate and elect additional committees to conduct specifically assigned tasks. The development of policy papers for the Board of Officers consideration would be an example of these tasks.

Section 4 – Standing Committee Composition and Responsibilities

a. Nominating Committee

1. The Nominating Committee shall consist of the most recent former A/TA Chairman and past President, two non-office-holding members of the Association (members at large), and the Association Secretary. The immediate former A/TA Chairman will serve as Nominating Committee Chairman. The Nominating Committee Chairman, with the approval of the A/TA Chairman, will nominate two other two non-office-holding members (members at large). By a majority vote, the membership in attendance at the annual Business Meeting will approve the committee membership.
2. The Nominating Committee will accept nomination recommendations from members in good standing through the use of a nomination worksheet for each anticipated Board of Officer opening. The Nominating Committee in turn evaluates those nominees for eligibility and qualification. A statement validating a nominee's agreement to serve must also accompany Board of Officer nominee recommendations. In coordination with the Chairman and President, the Nominating Committee manages and ensures nomination process relevancy to ensure transparency and fairness. The Nominating Committee will also monitor Board of Officer term limits and determine the most practical way to fill vacancies.
3. The Nominating Committee will present a slate of vetted and qualified nominees for each available Board of Officer position at the annual Business Meeting.

b. Financial Committee

1. The Treasurer will chair the Financial Committee. Membership will consist of the Chairman of the Board, the President, one Chairman-appointed office-holder, and three non-office-holding members as specified in Section 2 above. The Financial Committee will be responsible for the financial affairs of the Association and solely responsible for providing guidance on and oversight of the finances of the Association.
2. A Certified Public Accountant (CPA) will conduct an audit of the financial position of the Association every four (4) years and upon a change in Treasurer. In addition, a CPA will conduct a review of the financial position of the Association each year that an audit is not performed to ensure conformity with accounting principles. Special audits may be required at the discretion of the Board of Officers. The Treasurer will nominate, and the Chairman will approve, the named CPA. The Treasurer will make the audit report available to all full members upon request.

c. Programs Committee

1. The Vice President, Programs, will chair the Programs Committee. Membership will consist of the Vice President, Industry, and three non-office-holding members specified in Section 2 above.

2. The Programs Committee will have primary responsibility to plan, arrange, and manage programs, meetings, and events the Board of Officers authorizes.
3. The Programs Committee conducts preliminary site selection surveys and negotiations with hotel, motel, and/or convention facilities, and provides recommendations to the Board of Officers for site approval and for authorizing the Vice President, Programs, to accomplish contractual arrangements. Negotiations should begin well in advance to insure a more cost-effective recommendation to the Board of Officers. Details presented to the Board may include:
 - Site information: cost, availability, advantages, disadvantages, etc.
 - Hotel information: rooms, meeting space, exhibit space, and associated costs.
 - Program information: proposed schedule, events, speakers, special audiovisual requirements, etc.
4. The Programs Committee will develop an agenda for the annual Convention, to include the following details:
 - Meeting locations and times.
 - Other program details, as required.
5. The Secretary in coordination with the Programs Committee will develop the annual Business Meeting agenda and publish this agenda 30 days prior to the meeting. The annual Business Meeting agenda will be distributed to all Chapter Presidents, with instructions regarding proxy votes, and as a minimum, will include the following details:
 - Provisions for the Secretary's report.
 - Any proposed changes to the by-laws.
 - Any proposed resolutions.
 - Provisions for reports by the:
 - Financial Committee.
 - Chairman, Board of Advisors.
 - Nominating Committee.
 - Report on next meeting site and date.
 - Provision for other reports.
6. The Vice President, Industry, will plan, schedule, and manage exhibits for the convention or other functions in coordination with the Vice President, Programs.

d. Membership Committee

1. The Senior Vice President will chair the Membership Committee to better align Chapter outreach actions and communication. The Membership Committee will consist of one additional office-holding member appointed by the Chairman of the

Board, and at least three non-office-holding members as specified in Section 2 above.

2. As necessary, the Membership Committee develops membership eligibility and good standing criteria for submission and approval to the Board of Officers.
3. In coordination with the Association Administrators, the Membership Committee will assist in developing strategies and implementing programs to increase Association membership and relevancy. Association Administration maintains membership rosters and processes member applications.

e. Committee Member Qualifications

Any member of the Association in good standing may serve on any committee. Appointment by the Chairman becomes a member's authority to serve on a committee.

f. Ex-Officio Members

The Chairman of the Board is an ex-officio member of each committee, with the exception that neither the Chairman, nor the President, may be a member of the Nominating Committee.

ARTICLE VI

ANNUAL CONVENTION

Section 1 – Date and Location

The Board of Officers will approve the time and place of the annual Convention.

Section 2 - Delegates

All Association members in good standing (paid dues/membership current) are eligible to serve as delegates and have full voting rights at the annual Business Meeting.

Section 3 – Annual Business Meeting Rules and Procedures

- a. An Association Business Meeting will be held at a time and date convenient for membership and Board of Officer attendance prior to the start of the convention. This meeting is typically held in conjunction with the annual convention.
- b. Roberts Rules of Order, Revised, will rule and govern the conduct of this meeting.
- c. At least four elected officers must be present to constitute a quorum. The Business Meeting is open to all Association members in good standing, but there is “no minimum” number of attendees required or necessary to conduct this meeting.
- d. The Chairman will preside over the Business Meeting. In his absence, the order of acting presiding officer will be the President, then the Senior Vice President.

- e. Only members in good standing may vote at the Business Meeting. A majority vote by such members present at the meeting will decide all issues, except as otherwise provided herein.