

**By-Laws of the**  
**Association of Air Force Missileers**  
**(A Nonprofit Corporation)**

**Article I - Purpose**

The *Association of Air Force Missileers* is a nonprofit corporation established to preserve the history of the United States Air Force missile force, to encourage and publicize unit reunions and meetings, to keep missileers informed on important issues, to provide a central point of contact for missileers and to provide appropriate support for the active missile force.

**Article II - Corporate Office**

The association's office will be located in Broomfield, Colorado.

**Article III - Members**

Section 3.1: Members. There are two categories of membership:

a. Missileer Member - this membership is open to all who have operated, maintained, defended, acquired, sustained, or supported the USAF nuclear missile systems

b. Sponsor Member - this membership is open to all other individuals who have interest in USAF missiles.

Section 3.2: Membership Requirements. The requirements of membership are completion of a membership form, payment of annual or lifetime dues and a willingness to support the objectives of the association. Membership dues will be determined by the Board of Directors.

Section 3.3: Membership Privileges. Members in good standing shall have the right to vote by mail or electronically in the selection of members of the Board of Directors, will receive the association newsletter by mail or electronically and will have the right to participate in association events.

Section 3.4: Founding and Honorary Members.

a. A Founding Member is one who paid lifetime dues and joined before January 1, 1994.

b. An Honorary Member is one who, in the judgment of the Board of Directors, is deserving of such status because of exceptional support and participation in association activities and events or for exceptional support of USAF missile activities.

**Article IV - Board of Directors**

Section 4.1: Structure. The association will be managed by a Board of Directors of not less than ten nor more than twelve voting Directors. Directors shall be members of the association in good standing

throughout their terms and will not be active-duty service members.

Section 4.2. Election and Term of Directors. Directors will be elected by the general membership through a mail and electronic vote in the month of February in even numbered years. Each member in good standing will be provided a ballot for these elections. Directors will be elected *by the general membership* for six-year terms beginning May 1 of the year elected *and will serve no longer than 12 consecutive years*. Four directors will be elected every two years (in even numbered years) so that one third of the terms expire every two years.

Section 4.3: Other Members of the Board of Directors. The Executive Director will be a non-voting, ex-officio member of the Board of Directors.

Section 4.4. Removal. Any member of the Board of Directors may be removed with cause by a vote of the majority of the authorized number of directors.

Section 4.5 Resignation. A Director may resign at any time by giving written notice to the President or Secretary of the corporation. Such resignation shall be effective on the date specified in the written notice with no acceptance of resignation being necessary.

Section 4.6. Vacancies. Any vacancy in the Board of Directors shall be filled by a vote of the majority of the directors then holding office. The Nomination Committee will identify up to three (3) candidates from the candidate list. A director elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office and until such person's successor is duly elected and shall have qualified.

Section 4.7. Continue to Serve on Board. Board Member(s) who wish to continue to serve beyond expiring term, must notify the President or Executive Director and submit a statement for the ballot on why they desire to continue to serve.

## **Article V - Executive Committee**

Section 5.1: The Executive Committee. This committee will be comprised of the following officers. This committee will meet at the direction of the President.

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Executive Director (Non-voting, ex-officio member)

Section 5.2: Officers. During the month of April following the completion of the general election for the Board of Directors, a nominating committee of three current board members will nominate a slate of officers to be voted on by the incoming, newly elected Board of Directors. An election by electronic ballot will be completed before April 30 each even numbered year. Officers will serve terms of two years, beginning May 1 on even numbered years.

Section 5.3: Duties of Officers.

a. The President shall be the chief executive officer of the corporation, shall have the responsibility for the general management of affairs of the corporation, shall carry out the policies and directions of the Board of Directors and shall preside at all meetings of the Board of Directors and the general membership. The President shall supervise the activities of the Executive Director.

b. The Vice President shall act for the President in his absence or in the event the President is unable to serve, shall serve in such other duties as may be assigned by the Board of Directors or the President and shall become President for the remainder of his term if the President is unable to complete his term.

c. The Secretary shall keep minutes for all Executive Committee, Board of Director and general membership meetings.

d. The Treasurer shall be responsible for the care and custody of all funds and securities of the corporation. The treasurer shall ensure that such funds are deposited in the name of the corporation in such bank accounts as the Board of Directors may determine. The treasurer will, with the cooperation of the Executive Director, develop the annual financial plans and budgets for the association.

Section 5.4: Executive Director. The Executive Director shall conduct the day-to-day business of the association under the direction of the President. The Executive Director will be a member in good standing of the association. The position of Executive Director is a non-paid position, however, any expenses incurred in the conduct of association business and properly documented may be reimbursed at the discretion of the President.

## **Article VI - Committees**

Section 6.1: Standing Committees. The President may appoint such standing committees as deemed necessary to realize the objectives of the organization. The President will determine the makeup and purpose of each standing committee, and determine the need for reports to the Board of Directors or the Executive Committee.

Section 6.2: Nominating Committee. The President shall appoint a nominating committee consisting of a chair and two members, all current board members. The chair shall be a member of the Board of Directors other than the President. The members of the committee shall serve for two-year terms. The Nomination Committee and the Executive Director will solicit for and establish a standing list of interested candidates willing to serve on the Board of Directors.

Section 6.3: Special Committees. The President may appoint such special committees as necessary for specific functions or purposes.

## **Article VII - Meetings**

Section 7.1: General Membership Meetings. A general membership meeting will be conducted at a location selected by the Board of Directors at least once each three years. Members present shall constitute a quorum. General membership meetings will normally be conducted as part of the Biennial National Meeting of the association. Members will be notified of general membership meetings through

notices in the-newsletters and via email, at least 90 days in advance of the scheduled meeting.

Section 7.2: Board of Director Meetings. The Board of Directors will meet at the direction of the President, at least every two years in conjunction with the Biennial National Meeting of the association. A majority of the Board of Directors in office shall constitute a quorum. Directors who are unable to attend may provide a proxy statement for votes on important issues. Directors will be notified of scheduled meetings by email at least thirty days in advance of the scheduled meeting. Meetings may be held in person or by virtual videoconferencing.

## **ARTICLE VIII – Limitation of Director Liability**

Section 8.1: A Director of the association shall not be personally liable to the association for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the association or to its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for acts specified under Section 7-128-403 of the Colorado Corporation Code or any amended or successor provision thereof or (iv) for any transaction from which the Director derived an improper personal benefit.

Section 8.2: No director or officer shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such director or officer was personally involved in the situation giving rise to the litigation or unless such director or officer committed a criminal offense in connection with the situation. The protection afforded in this section shall not restrict other common law protections and rights that a director or officer may have, nor shall it restrict the association's right to eliminate or limit the personal liability of a director or to its members for monetary damages for breach of fiduciary duty as a director as provided in section 8-1.

## **Article IX - Amendments**

The power to alter, amend or repeal these by-laws or to adopt new by-laws shall be vested in the Board of Directors. The amendment or repeal of any by-law will be presented by email to each Director, and each Director may comment on proposed changes. After all comments have been considered, the final proposal will be provided to each Director by email for a vote. Action taken to alter, amend or repeal any by-law(s) shall be effective upon approval by a written vote of two-thirds of the Board of Directors.

By-Laws approved through a mail review and vote by initial 10 directors on February 28, 1993.

Revision 1 established the founding board and initial officers.

Revision 2 changed terms from one to two years

Revision 3 changed terms of board members to six years.

Revision 4 updated bylaws to comply with new state nonprofit act and updated language from the interim period when board elections and terms changed.

Revision 5 provided for a permanent 20AF board member to be selected by the commander, 20AF.

Revision 6 removed the 20AF board member provision, changed board member status to non-active-duty members and added the Missile and Space Advisory Council.

Revision 7 removed the Missile and Space Advisory Council, Section 6.4, updated information about electronic ballot and newsletter options and modified the requirements for the biennial board of directors' meetings.

Revision 8 added the use of electronic ballots for the Board of Directors, added the use of virtual meetings for the Board of Directors, and added Board of Director terms to two consecutive terms. Numerous administrative items were also cleaned up.

James F. Warner Executive Director