

**BY-LAWS OF 459 Wing  
ASSOCIATION, INC.  
(as amended October 7, 1995)  
(as amended December 14 , 2010)**

**A NONPROFIT CORPORATION**

**ARTICLE 1**

**OFFICES**

1.1 The principal office of the corporation in the State of Maryland shall be located in Prince George's County, Maryland. The corporation may have such other offices, either within or without the State of Maryland, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

1.2 The corporation shall have and continuously maintain in the State of Maryland a Resident agent.

**ARTICLE 2**

**MEMBERS**

2.1 The corporation shall have two classes of members. The designation of such classes and qualifications and rights of the members of such classes are set out in the Articles of Incorporation.

**ARTICLE 3**

**MEMBERSHIP MEETINGS**

3.1 A meeting of the members shall be held annually or as may be determined by the Directors, beginning October, 1989. The October meeting shall be held for the purpose of electing Directors and for the transaction of other business as may come before the meeting. All members will be notified of the date and time of the membership meeting at least 30 days in advance of the meeting date. A slate of nominees will be included with this notification.

3.2 A quorum of 10% of the membership must be present to conduct an official membership meeting.

3.3 Any proposed changes to the Articles of Incorporation or to the By-Laws of this organization will be submitted to the membership with the notification of a membership meeting so that the members may study the proposal and make an informed judgement with their vote at the meeting.

3.4 The annual meetings shall take place in October of each year or as directed by the Board of Directors.

3.5 In all votes taken at a given meeting, each member in good standing shall be entitled to cast one vote.

3.6 The order of business at meetings of the membership shall be:

- (a) Call to Order
- (b) Declaration of a Quorum
- (c) Pledge of Allegiance
- (d) Proof of Meeting Notification



- (e) Reading of Minutes for Previous Meeting
- (f) Treasurer's Report
- (g) Committee Reports
- (h) Old Business
- (i) New Business (including elections)
- (j) Adjournment

3.7 In computing the period of time for the giving of any notice under the Articles of Incorporation and these By-Laws, the day on which the notice is given shall be excluded, and the day when the act for which the notice is delivered shall be included. If mailed, such notice shall be deemed given, or delivered when deposited with postage prepaid in the United States Postal Service, addressed to the last known address of the person entitled to such notice.

3.8 This Article shall not apply to Board of Directors meetings held pursuant to Article 4, Paragraph 4.7 herein.

#### **ARTICLE 4**

##### **BOARD OF DIRECTORS**

4.1 The business and affairs of the corporation shall be managed by the Directors, who shall be elected for the terms set out below beginning in October 1989:

A. Initially, four members will be elected for a term of one year. At the expiration of their term of office, their successors will be elected for a term of two years.

B. Initially, five members will be elected for a term of two years. At the expiration of their term of office, their successors will be elected for a term of two years.

4.2 Any current member may serve on the Board of Directors.

4.3 After the General Election in October, the Board will meet and elect from among themselves a President, Vice President(s), Secretary, and Treasurer.

4.4 Upon assumption of Office, the President shall appoint such committees & committee chairpersons as he may deem necessary to conduct the business of the association.

4.5 If a vacancy occurs on the Board of Directors between elections, this vacancy may be filled by the Board upon an affirmative vote by the majority of the Board.

4.6 The Board of Directors shall have the power to establish the time and place for holding regular meetings of the Board. The Board of Directors shall have the power in its discretion to change the time and place of such meetings or to make them more or less frequent.

4.7 Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or the President; or in their absence or refusal to act, by any Vice President or by any two Directors, and any such special meeting may be held at any time and place.

4.8 Special mail or telephonic meetings of the Board of Directors may be held by written correspondence or telephone conference, at any time and may be



initiated by any member of the Board of Directors, between meetings of the Board of Directors, to carry out the normal day to day affairs of the corporation that would require action of the Board of Directors, when it is not practicable to have a special meeting of the Board of Directors which would require the physical presence of the Board of Directors at the same time and place. Such meetings do not require the normal procedures of notice as required by Article 3 herein. These meetings will be necessary due to the wide geographic dispersion of the members of the Board.

4.9 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

4.10 By resolution of the Board of Directors, the Directors shall not be paid any annual wages, salaries, or any other expenses for attendance at each meeting of the Board of Directors.

4.11 The order of business at all regular meetings of the Board of Directors shall be:

- (a) Reading and Disposal of any Unapproved Minutes
- (b) Reports of Officers and Committees
- (c) Old Business
- (d) New Business
- (e) Adjournment

## **ARTICLE 5**

### **OFFICERS**

5.1 The principal officers of the corporation shall be the President, Vice President(s), Secretary, Treasurer.

5.2 The President shall exercise the powers and perform the duties assigned to him by the Articles of Incorporation and these By-Laws and shall be the Chief Executive Officer of the corporation. He shall generally supervise the management of its affairs and shall have full power to enforce the provisions of the Articles of Incorporation, By-Laws, and the will of the corporation. He shall preside at the annual meetings and if for any reason the President is absent or unable to preside, the Vice President, Secretary, or Treasurer, respectively, shall call the meetings to order and preside during the meetings.

5.3 The Vice President(s) shall assist the President as he may request, and perform such other duties as are incidental to this office or are properly required by the Board of Directors. In the absence of the President or in the event of his death or disability, the Vice President shall perform the duties of the President until the next general membership October meeting.

5.4 The Secretary shall keep the minutes of meetings of the corporation and of the Board of Directors, shall see that all notices are duly given in accordance with the provisions of the Articles of Incorporation and By-Laws and as required by law, and shall be the custodian of the corporation's records. The Secretary,



along with the President, may sign all formal documents of the corporation as may require their signature, and may sign on behalf of the corporation such instruments as he is authorized by the Board of Directors so to sign, and shall make such reports and shall perform such other duties as are incident to his office or are properly required of him by the Board of Directors.

5.5 The Treasurer shall be the Chief Financial Officer of the corporation and shall have charge and custody of and be responsible for all funds of the corporation and shall keep regular books of account, in accordance with accepted accounting practices, of all receipts and disbursements of the corporation and in general shall perform such other duties as may be assigned to him by the Board of Directors or the President. The Treasurer shall disburse out of the funds of the corporation payment of such just demands against the corporation as may from time to time be authorized by the Board of Directors, PROVIDED, HOWEVER, that no disbursements shall be made that are in violation of the By-Laws, or that would violate the tax-exempt purposes of the corporation. The Treasurer shall sign or countersign all checks, notes, and such other instruments or obligations as require his signature, and shall perform all duties incident to his office, or that are properly require of him by the Board of Directors, PROVIDED, HOWEVER, that by resolution of the Board of Directors, authority and responsibility for the signing of checks, notes, and other obligations may be assigned to either the President or Treasurer, or such other officer or officers as the Board of Directors may designate from time to time.

5.6 No officer of the corporation shall be paid any wages, salaries, or any other compensation for performance of their duties. However, they are entitled to be compensated by the Board for any legitimate expenses incurred on behalf of the Association.

## **ARTICLE 6**

### **FINANCES**

6.1 The monies of the corporation shall be deposited in the name of the corporation in a Federally insured bank, banks, credit union bank, or credit union banks as the Board of Directors shall approve and shall be drawn out only by check or draft signed by an officer or officers of the corporation as may be determined by resolution of the Board of Directors.

6.2 All funds of the corporation shall be expended for the lawful purposes of the corporation in keeping with its tax-exempt status. The expenditures will be made for those expenses normally associated with an organization of this type, and shall include, but not necessarily limited to:

(a) Funds for conducting the business of the corporation such as telephone, postage, office supplies, printing and reproduction, stationary, and any other supplies or equipment normally used in conducting as office of similar nature;

(b) Funds for printing and mailing a periodical or newsletter to be distributed to the membership; (c) Funds for memorials in memory of those former members of the 459<sup>th</sup> Wing, as approved by the membership;

(d) Funds to research in order to identify and locate former members of the



**459<sup>th</sup> Wing;**

(e) Funds to research, prepare, edit, and publish a history of the 459<sup>th</sup> Wing, as approved by the membership;

(f) Funds necessary for holding periodic reunions and meetings of the corporation; or

(g) Funds not enumerated above, but whose charitable expenditure will be necessary for the purposes of the corporation, PROVIDED, HOWEVER, that no funds shall be expended in a manner that would violate the tax-exempt status of the corporation under the provisions of Section 501 (C)(7), of the Internal Revenue Code of 1986.

## **ARTICLE 7**

### **BOOKS AND RECORDS**

7.1 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered agent's office or at the office of the Secretary or Treasurer of the corporation, a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time. **ARTICLE 8**

### **ANNUAL DUES**

8.1 Membership dues shall be paid by each member as soon as each member receives their dues notice for the year due.

8.2 The membership, by a majority vote at a regular membership meeting, shall determine the amount of annual dues for each succeeding year. The fiscal year of the corporation shall be a calendar year and end at midnight on December 31st. of each year. The Board of Directors shall have the power to change the fiscal year in its discretion upon resolutions duly made and approved by the membership. Initially the dues will be **\$15.00** per year.

8.3 When any member of any class shall be in default in the payment of dues for a period of four (4) months from the beginning of the fiscal year or period for which such dues become payable, his membership will thereupon be automatically terminated. However, the Board of Directors may reinstate a member and/or waive the membership dues for a member in the event good cause is shown therefor. Discretion for determining good cause shall rest solely with the Board of Directors.

## **ARTICLE 9**

### **SEAL**

9.1 The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and words "Corporate Seal of 459<sup>th</sup> Wing Association, Inc."

**ARTICLE 10**  
**AMENDMENTS**

10.1 These By-Laws may be amended by a majority vote of the general membership at a regular meeting. Amendments must be forwarded to the membership in accordance with paragraph 3.3 of the By-Laws before they can be voted upon at a general membership meeting.

**ARTICLE 11**  
**PARLIAMENTARY AUTHORITY**

11.1 The rules contained in Robert's Rules of Order shall govern the proceedings of the Association except in such cases as are covered by these By-Laws.