

NORTON - MARCH
AIRCREW ASSOCIATION
By-Laws - 19 November 2015



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BY-LAWS
OF
NORTON-MARCH AIRCREW ASSOCIATION, INC.

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ARTICLE 1 - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be the same as listed on the articles of incorporation and at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The complete Principal Office address is:

Norton-March Aircrew Association, Inc.
30152 Via Amante
Menifee, CA 92584

The Registered Agent shall have a business office identical with such registered office. The Registered Agent is:

Northwest Registered Agent, Inc.
906 W. 2nd Ave., Suite 100
Spokane, WA 99201

The Corporation may have other offices within or outside the State of incorporation at such place or places as the Board of Directors may from time to time determine.

ARTICLE 2 - MEETINGS

The association shall hold at least one annual board meeting. The time and place will be decided by the Board of Directors and, and the place at which any such meeting shall be held shall be stated in the notice of the meeting to the general membership.

The officers shall meet at least twice a year. All members may attend and participate in any meetings held by the officers. Voting rights will be determined by type of active membership in force by the individual member.

Special meetings of the members for any purpose may be called at any time by the President, Board of Directors, or the members of not less than one-twenty percent of all voting members entitled to vote at the meeting.

Notice:

(a) Notice of the time and place of an annual meeting of members shall be given by delivering personally or by mailing a written or printed notice of the same, at least ten days, and not more than fifty days, prior to the meeting, to each shareholder of record entitled to vote at such meeting.

(b) At least ten days and not more than fifty days prior to the meeting, written or printed notice of each special meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally, or mailed to each shareholder of record entitled to vote at such meeting.

ARTICLE 3 - MISSION

The mission of the NMAA is to foster a continuing relationship among association members and with the Aircrew Organizations assigned to March ARB, CA, and to support the 452 Air Mobility Wing and 163 Attack Wing in any fashion deemed appropriate.

ARTICLE 4 - PURPOSE

The Norton-March Aircrew Association, Inc. (NMAA) , a 501(c)3 non-profit California Corporation will provide a forum for discussion of common issues among alumni of the 445 Military Airlift Wing, 63 Military Airlift Wing both, (formerly at Norton AFB, CA), 452 Air Mobility Wing Alumni, 163 Air Attack Wing (formerly 163 Reconnaissance Wing, 163 Air Refueling Wing) Alumni and will offer a direct channel of communication between alumni and the 452nd Air Mobility Wing. The NMAA will initiate programs that meet the needs of alumni, assist in fund raising and recruitment and will respond to requests for assistance from the Wing(s).

ARTICLE 5 - MEMBERSHIP

Memberships of the Association will be offered to all Alumni from those who served in the various Wings and bases indicated in Article 3; to all current military personnel, as well as to the public at large. Membership year details and pricing is as follows:

(a) The membership year runs from 1 Jan to 31 Dec. Dues which are \$25.00 per year or \$65.00 for three (3) years, are payable NLT 1 Feb. Lifetime Membership are \$250.00. Checks should be made payable to the "Norton-March Aircrew Association."

(b) Membership definitions are explained in Article 10 - Definitions.

ARTICLE 6 - OFFICERS

(a) The officers of the Norton-March Aircrew Association, Inc. (NMAA) shall be a CEO/President, Vice President, CFO/Treasurer, Secretary and composed of an elected (9) member Board of Directors. These Officers and Directors form the governing body of the association. The governing body may designate other officer positions as needed. The governing body initiates and coordinates the activities of the association in accordance with the statement of Purpose in Article 3. Officers and Board members shall serve a two-year term, exception (3) three Directors shall serve a (4) year term, thus allowing no more than 50% Director rotation.

(b) The 452 AMW Commander, senior enlisted advisor and one staff officer (appointed by the wing commander) shall serve as ex-officio members of the governing body.

(c) The Norton-March Aircrew Association, Inc. (NMAA) shall include officers and five (5) directors, to be elected from the general membership, shall be elected by a majority vote of the general membership, and shall constitute the Governing Board. The Board of Governors shall be elected to serve for two (2) year term. Initially, three of the (3) directors shall be elected to serve one four (4) year-term and two (2) for two-year term. Thereafter, three (2) directors shall be elected to serve for a (4) four-year term at each bi-annual election, thus allowing no more than 50% Director rotation of the alumni Governing Board.

(d) Responsibilities of Officers
(SEE ARTICLE 11)

ARTICLE 7 - NOMINATIONS AND ELECTIONS

(a) Ninety days prior to the annual meeting, the secretary will solicit, from the general membership, nominations for the election of officers. Bi-annual elections will be held at the annual meeting prior to the expiration of the terms of the current officers.

(b) Should a vacancy occur in any officer position, the President shall appoint someone to fulfill the remainder of the unexpired term.

ARTICLE 8 - STANDING COMMITTEES

(a) The association shall have standing committees on fundraising, events and activities and communications. For Responsibilities: (SEE ARTICLE 11)

(b) The chairperson of each standing committee shall be appointed by the president. Committee members shall be appointed by the committee chairperson.

(c) 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.

ARTICLE 9 - INTERPRETATIONS AND AMENDMENTS

(a) Interpretational questions regarding these by-laws shall be resolved by a vote of agreement of at least three officers.

(b) All amendments to these by-laws must first be approved by a vote of approval of at least three officers and then approved by a single majority of the association members present at the annual meeting.

ARTICLE 10 - DEFINITIONS

(a) Alumni shall mean all former U.S. military and civilian personnel of the 445 Military Airlift Wing, 63 Military Airlift Wing, 163 Air Refueling Wing, 163 Reconnaissance Wing, 452 Bomb Wing, 452 Air Mobility Wing, and other tenant Aircrew Organizations.

(b) Founding Member shall mean those persons who were stationed at Norton AFB, March AFB, or March ARB, during their time of Service in the U.S. Military and/or U.S. Civil Service; and who joined the NMAA and paid dues any time during the year of its founding in 2015; will be considered a Founding Member and shall be entitled to participate fully in the Affairs of the Association including holding office and voting privileges.

(c) Active Member shall mean those persons who were stationed at Norton AFB, March AFB, or March ARB, during their times of Service in the U.S. Military and/or U.S. Civil Service and who joined the NMAA and who's dues are current will be considered an Active Member and shall be entitled to participate fully in the Affairs of the Association including holding office and voting privileges.

(d) Dropped Member shall mean a member who has been dropped for non-payment of dues may be reinstated upon reapplication for membership.

(e) Associate Member shall mean those persons who find kinship with the Association and support its goals and purpose. Associate Members shall be entitled to participate fully in the Affairs of the Association with the exception of holding office and voting privileges.

(f) Honorary Life Member shall mean those Widows(ers) of Founding, Active, and Associate members. There are no dues for this class. All Widows(ers) of our deceased fellow Aircrew & Support Staff Members who would be considered for an Active Membership will automatically be offered and considered a Honorary Life Member of NMAA at the time of its founding.

(g) Honorary Member shall mean those persons who find kinship with the Association and support its goals and purpose and who is approved as a Honorary Member that was approved by the majority of the Board of Directors. They will not be charged dues.

ARTICLE 11 – OFFICERS / COMMITTEE CHAIR DUTIES

(a) **CEO/President:** The CEO/President, presides over all Board meetings, and such other special meetings that are specified herein, will be responsible for policy interpretation of the By-Laws, and manages the NMAA Programs and Activities. The President will assign specific duties to Board members, as he deems appropriate. The president shall preside at all meetings of shareholders and directors, shall have general supervision of the affairs of the corporation, and shall perform all other duties as are incident to his office or are properly required of him by the Board of Directors.

(b) **Vice-President:** The Vice-President, presides over all Board meetings, and such other special meetings in the absence of the President, will be responsible for the duties of the President in his absence.

(c) **Secretary:** The Secretary shall issue notices for all meetings, except for notices for special meetings of shareholders and special meetings of the directors which are called by the requisite number of members or directors, shall prepares and maintains the minutes of all Board Meetings and the minutes of the Annual Business Meeting, as well as maintains the minutes of all committee meetings. keep the minutes of all meetings, shall have charge of the seal and the corporate books, shall make such reports and perform other duties as are incident to his office, or are properly required of him by the Board of Directors. The Secretary also is custodian of pertinent Association documents and the Association master file.

The Assistant Secretary, or Assistant Secretaries in the order designated by the Board of Directors, shall perform all of the duties of the Secretary during the absence or disability of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

(d) **CFO/Treasurer:** The CFO/Treasurer is responsible for the financial affairs of the Association; deposits and disburses Association funds, as the Board of Officers directs. The CFO/Treasurer prepares and maintains adequate financial records; maintains and manages Association accounts in financial institutions; and files appropriate annual Federal Income Tax returns. The CFO/Treasurer also provides quarterly financial reports, in writing, to the Board of Officers for approval at each Board meeting. Financial reports consist of an Income-Expense Statement and a Liquid Asset Statement. The CFO/Treasurer prints and publishes a financial report annually for the benefit of all the members in an annual issue of the NMAA Newsletter. The CFO/Treasurer will be responsible for checking / receiving correspondence from NMAA P.O. Box at March ARB in a timely manner, forwarding appropriate correspondence to the President, Depositing and accounting for monetary receipts, forwarding Membership Applications to Membership Chairman, forwarding Store Purchases Orders to Store-Memorabilia Chairman as appropriate.

(e) **Sergeant-At-Arms:** - The Sergeant-At-Arms is responsible for all sign in sheets and meeting setups, including refreshments, retrieving any materials board may have left upon leaving meeting facility. The Sergeant at Arms, under the direction of the presiding officers, maintains order and decorum among the members and all persons present at a meeting and may even expel persons from the meeting. He acts as doorkeeper and is responsible for admitting only eligible persons. He acts as usher or directs the ushers and is generally responsible for the comfort and convenience of the members attending the meeting. (If needed) it is his duty to arrange the meeting equipment, such as chairs and tables.

(f) **Statutory Agent:** The Statutory Agent is to provide a legal address within his California jurisdiction and is available during normal business hours to facilitate any legal service of process in the event of a legal action or lawsuit, be the recipient of any official documents from the State of California required each year for tax and legal purposes, to forward these suit documents and notices to the entity itself; notify NMAA if the state government filing status is in "Good Standing" or not.

(g) **Webmaster:** The Webmaster is responsible for maintaining the Website, ensure the web servers in communication with our Domain Web server company are operating accurately, generate and revise web pages, with approval of President, and in coordination with the Newsletter Editor/Historian, examine and analyze site traffic, create and modify appearance and setting of site, lay out content on web pages, deal with and respond to email, test websites to see if there are any parts that are difficult to use, keep files small so sites load faster, test different browsers

(h) **Membership Committee Chair:** The Membership Committee Chair will develop the membership eligibility and good standing status requirements for submission to the Board of Officers for approval. The Membership Committee will develop an application form embodying the eligibility requirements, will process all membership applications, maintain a current membership roster, and distribute Roster to Members Annually. The Membership Committee will receive Applications from the Treasurer, annotate information and add Member to the Membership rolls, and forward to Secretary for approval.

(i) **Memorial Committee Chair:** The Memorial Committee Chair will develop and maintain an ongoing list of deceased members of Alumni brother members and non-members. Them Memorial Committee will be the NMAA official representatives at Individual Memorial Services (when possible), and will reach out to Family Members to offer any support deemed appropriate. The committee will reach out to our Fallen Alumni spouses (when appropriate) and share the NMAA goals and objectives and offer each one a NMAA Life Associate Membership, help them fill out a Membership Application Form and forward to the Membership Chair.

(k) **Reunion Committee Chair:** The Reunion Committee Chair will plan, organize and run a Bi-Annual Formal Reunion upon each bi-annual approval of the Board of Governors. The Reunion Committee will receive feedback of each event/reunion, provide a report after each reunion and make recommendations to the Governing Board for any potential future changes. They will put a plan together for each Bi-Annual Reunion and present it to the Governing Board the year before the event for approval. The Reunion Committee will work with the March ARB Support Committee for any assistance that they may need to fulfill their functions.

(l) **Store-Fulfillment Committee Chair:** The Store-Fulfillment Committee Chair is responsible for receiving Store Order Forms from the Treasurer, and submitting to the appropriate distribution company for the order properly. The committee will keep up with latest possible products of interest that could contribute to the profits of NMAA, whether sold on the Website via the Internet, or at Social functions, as well as handling any complaints from Members. The Committee will report Quarterly, on Orders, as well as a Profit/Loss Sheet to Board. It will also be responsible for attendance as social functions in order to sell authorized NMAA products.

ARTICLE 12 – VACANCIES

Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

ARTICLE 13 – DEPOSITORIES

The moneys of the corporation shall be deposited in the name of the corporation in such bank or financial institution as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

ARTICLE 14 – AMMENDMENTS

The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of this corporation. However any such alteration, amendment, or repeal of the Bylaws, may be changed or repealed by the holders of a majority of the membership entitled to vote at any shareholders meeting.

CERTIFICATION OF BOARD OF DIRECTORS

The undersigned hereby agree, acknowledge and certify to adopt these Bylaws.

Signed this 19th day of November, 2015.

Timothy J. Wrighton - CEO/President _____

Kenneth H. Goode, Jr, - Vice President _____

Majella A. Vito - Secretary _____

Michael Fortanas - CFO/Treasurer _____

Thomas H. Block - Board Member _____

William C. Marshall - Board Member _____

Jo Keller - Board Member _____

Robert Johnson - Board Member _____

Al Williamson - Board Member _____

Upon motion made and seconded, the By-Laws were adopted.

Secretary of the Corporation:

Majella A. Vito

(Secretary)

Seal