

NORTON-MARCH AIRCREW ASSOCIATION, INC. dba

NORTON-MARCH ALUMNI ASSOCIATION

By-Laws - 22 June 2019



By-Laws

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

Articles' Contents

| <u>ARTICLE #</u> | <u>DESCRIPTION</u> | <u>PAGE NO.</u> |
|------------------|---|-----------------|
| Article 1 | Registered Office & Agent ----- | 1 |
| Article 2 | Purposes and Powers ----- | 1-2 |
| -- 2.01 | Purpose ----- | 1 |
| -- 2.02 | Powers ----- | 2 |
| -- 2.03 | Nonprofit Status & Exempt ----- | 2 |
| Article 3 | Meetings ----- | 2 |
| -- 3.01 | Annual Meetings ----- | 2-3 |
| -- 3.02 | Special Meetings ----- | 3 |
| -- 3.03 | Notices ----- | 3 |
| Article 4 | Membership ----- | 3 |
| Article 5 | Officers and Directors ----- | 3 |
| -- 5.01 | Officers ----- | 3 |
| -- 5.02 | Board of Directors ----- | 3 |
| -- 5.03 | Governing Board ----- | 3 |
| -- 5.04 | Ex-officio Members ----- | 3 |
| -- 5.05 | Responsibilities ----- | 4 |
| Article 6 | Nominations & Elections ----- | 4 |
| Article 7 | Standing Committees ----- | 4 |
| Article 8 | Interpretations & Amendments ----- | 4 |
| Article 9 | Definitions ----- | 4-5 |
| Article 10 | Officers / Committee Chair Duties | 5-7 |
| | (a). CEO / President ----- | 5 |
| | (b). Vice President ----- | 5 |
| | (c). Secretary ----- | 5 |
| | (d). CFO / Treasurer ----- | 5-6 |
| | (e). Sergeant-At-Arms ----- | 6 |
| | (f). Statutory Agent ----- | 6 |
| | (g). CIO / Communications Committee Chair ----- | 6 |
| | (h). Webmaster ----- | 6 |
| | (j). CRO / Membership Committee Chair ----- | 6-7 |
| | (k). Memorial Committee Chair ----- | 7 |
| | (l). Reunion Committee Chair ----- | 7 |
| | (m). Store-Fulfillment Chair ----- | 7 |
| | (n). Charity / Humanitarian Committee Chair ----- | 7 |
| Article 11 | Vacancies | 7 |
| Article 12 | Depositories | 7 |
| Article 13 | Amendments | 8 |
| | Certification of Board of Directors | 8 |



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

ARTICLE 1 - REGISTERED OFFICE AND REGISTERED AGENT

1.01 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 principle office address is:

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

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.

1.02 The name and address of the Registered Agent for the corporation is as follows.

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

ARTICLE 2 - PURPOSES AND POWERS

2.1 Purpose

The Norton-March Aircrew Association, Inc. , dba Norton-March Alumni Association (NMAA), a 501(c)3 charitable non-profit California Corporation and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Norton-March Aircrew Association, Inc., dba Norton-March Alumni Association's purpose is to provide charitable donations and/or assistance to various military and veteran organizations, or possibly needy individual veterans; continue fostering relationships among association members, as well as being a forum for discussion of common issues among alumni of: 445 Military Airlift Wing, 63 Military Airlift Wing both, (formerly at Norton AFB, CA), 452 Air Mobility Wing, 163 Air Attack Wing (formerly 163 Reconnaissance Wing, 163 Air Refueling Wing), 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 current operating Wing(s).

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which may or may not fall under the 501 (c)(3) section of the internal revenue code and are operated exclusively for charitable purposes.

At times, per the discretion of the board of directors, we may provide internships/scholarships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact to bond with our military organization channels and alumni.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities accomplish, foster, or attain such purposes. The powers of the corporation may include, but not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Norton-March Aircrew Association, Inc., dba Norton-March Alumni Association is a California non-profit benefit corporation, recognized as tax exempt under the Section 501 (c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Norton-March Aircrew Association, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Norton-March Aircrew Association, Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Norton-March Aircrew Association, Inc, by one (1) or more of its managing body which verified petition shall contain such statements as reasonable indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of California.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Norton-March Aircrew Association, Inc, then the court shall direct the distribution of its assets lawfully available to the Treasurer of the State of California to be added to the general fund.

ARTICLE 3 - MEETINGS

3.01 Annual Meetings

NMAA shall hold at least one annual and one semi-annual Board meeting. All members may attend and participate in either meeting. The time and place will be decided by the Board of Directors. Voting rights will be determined by type of active membership in force by the individual member.

3.02 Special Meetings

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

3.03 Notices:

(a) Notice of the time and place of an annual meeting of the Board shall be given by delivering personally, by mailing a written or printed notice of the same, or email notification of at least sixty (60) days, prior to the meeting, to each (active) member of record entitled to vote at such meeting. Membership committee will keep updated email contact information of the membership in order to ensure proper official email notification.

(b) Special Meetings of the Board shall be given as much prior notice as practical based on the purpose of the meeting. The notice can be written, printed or an email notice of each special meeting, as well as the purpose or purposes for which the meeting is called. It shall be delivered personally, mailed, or e-mailed to each Board Member.

ARTICLE 4- MEMBERSHIP

Memberships of the Association will be offered to all Alumni from those who served in the various Wings and bases indicated in Article 2; 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. \$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 Alumni Association."

(b) Membership definitions are explained in Article 9 - Definitions.

ARTICLE 5 – OFFICERS AND DIRECTORS

5.01 Officers

The officers of the Norton-March Aircrew Association, Inc., dba Norton-March Alumni Association (NMAA) shall be a CEO/President, COO/Vice-President, CFO/Treasurer, and Secretary. Officers shall serve a two-year term.

5.02 Board of Directors

The Norton-March Aircrew Association, Inc., dba Norton-March Alumni Association (NMAA) shall also include up to nine (9) directors, with a minimum of five (5) directors, to be elected from the general membership by a majority of members casting ballots. They shall constitute the Board of Directors. The Board of Directors shall be elected to a two (2) year term.

5.03 Governing Board

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 2.01.

5.04 Ex-officio Members

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.

5.05 Responsibilities

Committees will provide minutes of all meetings to the Secretary.

Responsibilities of Officers/Committee Chairs
(SEE ARTICLE 10)

ARTICLE 6 - NOMINATIONS AND ELECTIONS

(a) Ninety (90) days prior to the annual meeting, the secretary will solicit, from the general membership, nominations for the election of Directors. Authorized nominations from the general membership should be received not later than 15 days prior to the Bi-annual elections in order for the Nomination Committee (see Article 6 [b]), in order to ensure compliance of eligibility. Bi-annual elections will be held at the annual meeting prior to the expiration of the terms of the current officers.

(b) The CEO/President will appoint a Nomination Committee of (3) three current Board Members (at each regular election period) to provide a vetting process of the nominations from the general membership received from the Secretary for Director positions. This is to ensure compliance of the nominee's authorization and membership in good standing, in accordance with Membership rules in Article 9.

ARTICLE 7 - STANDING COMMITTEES

(a) The association shall have standing committees on fundraising, events and activities, and communications. For Responsibilities: (SEE ARTICLE 5 & 10)

(b) The chairperson of each standing committee shall be appointed by the President/CEO. 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 Committee Chairperson becomes a member's authority to serve on a committee.

ARTICLE 8 - 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 the Board of Directors and then approved by a simple majority of the association members present at the annual meeting.

ARTICLE 9 - 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 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. A Founding Member 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. 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. A Dropped Member 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 an Honorary Life Member of NMAA at the time such person applies.

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

ARTICLE 10 – OFFICERS / COMMITTEE CHAIR DUTIES

(a) **CEO/President:** The Chief Executive Officer/President presides over all Board meetings, and such other special meetings that are specified herein, and manages the NMAA Programs and Activities. The CEO/President will assign specific duties to Board members, as he/she deems appropriate. The CEO/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. The CEO/President will preside directly over the Corporate Secretary, COO/Vice-President, CFO/Treasurer, CIO/Communications Chair, CRO/Membership Chair, Memorial Chair and Sgt-at-Arms (at meetings). The CEO/President will also assign all Committee Chair positions.

(b) **COO/Vice-President:** The Chief Operating Officer/Vice-President presides over all Board meetings, and such other special meetings in the absence of the CEO/President, will be responsible for the duties of the CEO/President in his/her absence. The COO/Vice-President will preside directly over the following Committee Chairs: March ARB Support, Charity-Humanitarian, Store Fulfillment, Fund Raising-Air Show, and Bi-Annual Reunion. The COO/Vice-President will report to and update the CEO/President quarterly on the committee's meetings and efforts in meeting the objectives of NMAA as set forth by CEO/President and/or Board of Directors.

(c) **Secretary:** The Secretary shall issue notices for all meetings, (except for notices for special meetings of shareholders which are called by the CEO/President, Board of Directors or the requisite number of members), prepare and maintain the minutes of all board meetings and the minutes of all committee meetings, have charge of the seal and the corporate books, make such reports and perform other duties as are incident to his/her office, or are properly required of him/her 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 Chief Financial Officer/Treasurer is responsible for the financial affairs of the Association. He/she deposits and disburses Association funds, as the Board of Directors or CEO/President directs. The CFO/Treasurer prepares and maintains adequate financial records;

maintains and manages Association accounts in financial institutions; and files appropriate annual tax statements/forms. The CFO/Treasurer also provides quarterly financial reports, to the Officers and Board of Directors 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 Post Office Box at March ARB in a timely manner, forwarding appropriate correspondence to the CEO/President, depositing and accounting for monetary receipts, forwarding membership applications to Membership Committee Chairperson, forwarding store purchases orders to Store-Fulfillment Committee Chairperson 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 the 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 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/her duty to arrange the meeting equipment, such as chairs, tables and audio/video equipment.

(f) **Statutory Agent:** The Statutory Agent is to provide a legal address within 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 such documents and notices to the entity itself; notify NMAA if the state government filing status is in "Good Standing" or not.

(g) **CIO/Communications Committee Chair:** The Chief Information Officer/Communications Chair is responsible for the communication efforts of NMAA upon conference and approval of the CEO/President. This includes maintaining the main NMAA website, the commercial store website, social media efforts, the Tail Flash Newsletter, e-mail efforts, communicating with the 452AMW/PA office, and other base organizations and public news media outlets as appropriate. The Communications Committee will report quarterly on its efforts as well as reports or updates to the CEO/President, and/or Board of Directors. It is recommended that a member of the committee attend all major NMAA functions so as to write up and communicate through the different approved media to members. The Communications Committee is also responsible for creating, and maintaining any current NMAA History and Fact Sheets approved and released to the public.

(h) **Webmaster:** The NMAA assigned Webmaster will maintain the NMAA website, ensure the web servers in communication with our domain web server company operate accurately, generate and revise web pages, with direction of the Communications Committee Chair upon approval of the CEO/President, and in coordination with the Newsletter Editor/Historian, examine and analyze site traffic, create and modify appearance and setting of site layout and content on web pages, deal with and respond to email, keep files small so sites load faster, and test different browsers. The NMAA assigned Webmaster will maintain the NMAA commercial website in order to increase members participation at events, to allow NMAA members and the public to purchase memberships, and pay their renewal dues, pay for authorized events, i.e. the Bi-Annual Reunion, memorabilia items, and other approved products. This is accomplished in coordination with the CFO/Treasurer, CRO/Membership Committee Chair, Store-Fulfillment Committee Chair, Bi-Annual Reunion Committee Chair and other appropriate officers or committee chairs.

(j) **CRO/Membership Committee Chair:** The Chief Recruiting Officer/Membership Committee Chair will develop the membership eligibility and good standing status requirements for submission to the Board and Officers for approval, develop an application form embodying the eligibility requirements, process all membership applications, maintain a current membership roster, and distribute the roster to members annually. The Membership Committee will receive

applications from the CFO/Treasurer, approve applications meeting guidelines in accordance with Article 4 and 9, annotate information and add member(s) to the membership rolls. The Membership Committee is responsible for contacting prospective members and visiting on base organizations in coordination with the Communication Committee Chair in order to provide information on NMAA and solicit memberships.

(k) Memorial Committee Chair: The Memorial Committee Chair will develop and maintain an ongoing list of deceased members of alumni brother and sister members and non-members, arrange the NMAA's representation at individual memorial services (when possible), and will reach out to family members to offer any support deemed appropriate by the board of directors. The committee will also reach out to our Fallen Alumni spouses (when appropriate) and share the NMAA goals and objectives and offer each one a NMAA Honorary Life Membership, help them fill out a membership application form and forward to the Membership Committee Chair. The Memorial Committee when it becomes aware of any illness/sickness of any NMAA Member, reach out to that member, and seek out any needs or assistance they may need, and offer any possible support from NMAA.

(l) Reunion Committee Chair: The Reunion Committee Chair will plan, organize and run a Bi-Annual Formal Reunion upon each bi-annual approval of the COO/Vice-President and/or Board of Directors. The Reunion Committee will receive feedback after each event/reunion, provide a report and make recommendations to the COO/Vice-President and/or Board of Directors for any potential future changes. The Committee will put a plan together for each Bi-Annual Reunion and present it to the COO/Vice-President and/or 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.

(m) Store-Fulfillment Committee Chair: The Store-Fulfillment Committee Chair is responsible for receiving store order forms from the Treasurer, and/or NMAA Webmaster, and submitting to the appropriate distribution company, keep up with latest products of interest that could contribute to the funds of NMAA, whether sold on the Commercial 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 COO/Vice-President, Board of Directors and CFO/Treasurer. It will also be responsible for attendance at social functions in order to sell authorized NMAA products.

(n) Charity/Humanitarian Committee Chair: The Charity/Humanitarian Committee Chair is responsible for receiving requests of charity from the general membership, the community at large, March ARB organizations, as well as provide suggested use of funds for charitable purposes in accordance with the use of our funds under our purpose in Article 2.01. The Committee will report quarterly to the COO/Vice-President and/or at normal Board meetings to submit requests for approval. The Charity/Humanitarian Committee Chair will be responsible for assuring funds were disbursed to the authorized recipient of any charitable funds.

ARTICLE 11 – VACANCIES

Should a vacancy occur in any officer position, the President shall appoint a replacement to fulfill the remainder of the unexpired term. Should a vacancy occur in the CEO/President position or a member of the Board of Directors, it will be filled by the Board of Directors at any regular or special meeting of the Board. 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 12 – DEPOSITORIES

The moneys of the corporation shall be deposited in the Bank of America or 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 the CFO/Treasurer or such persons and in such manner as may be determined by resolution of the Board of Directors.

ARTICLE 13 – 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 22nd day of June, 2019.

Kevin Lacy - CEO/President _____

Thomas H. Block - COO/Vice-President _____

Majella A. Vito - Secretary _____

Kenneth H. Goode, Jr, - CFO/Treasurer _____

Robert Johnson - Board Member _____

Rex Lucas - Board Member _____

William C. Marshall - Board Member _____

Thomas C. Weaver - Board Member _____

Al Williamson - Board Member _____

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



Secretary of the Corporation:

Majella A. Vito

(Secretary)