

# CONSTITUTION AND BY-LAWS

Approved by the Executive Council 06/19/2020  
AIR FORCE ASSOCIATION – MiG Alley Chapter #506

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## SUMMARY OF CHANGES

1. Added Summary of Changes to Constitution and By-Laws
2. Added statement about paying for any utilities or service utilized on base when unless billing is not possible to Article VI, Section 4, Para A, Sub-Para 7.
3. Reduced committee range of personnel and require at least 1 be voting members for Article X, Section 3, Para(s) B, C, D, E, and F.
4. Added Financial Committee details to Article X, Section 3, Para G.
5. Added Article XII: Conflict of Interest and assoaitoned sections.
6. Changed Parliamentary Authority to Article XIII.
7. Changed Ammendment of Constitution to Article XIV.
8. Changed Dissolution to Article XV.
9. Added Appendix A: Conflict of Interest or Duality Annual Statement
10. Added Appendix B: Conflict of Interest or Duality Disclosure Form
11. Added A. Specially Designated Nationals And Blocked Persons List (SDN)

# CONSTITUTION AND BY-LAWS

Approved by the Executive Council 5/15/2020  
AIR FORCE ASSOCIATION – MiG Alley Chapter #506

## ARTICLE I: NAME

The name of this Chapter shall be “Air Force Association – MiG Alley Chapter #506.”

## ARTICLE II: OBJECTIVES

The Air Force Association provides an organization through which we, as free people, may unite: to advocate for and support the men and women of the United States Air Force; to address the defense responsibilities of our nation imposed by the many advances in aerospace technology that have been and will continue to be made; to educate the members and the public at large as to what those men and women and technology contribute to the security of free people and the betterment of mankind; and to advocate and support military preparedness of the United States and its allies in order to adequately maintain the security of the United States and the free world.

## ARTICLE III: LIMITS

The Chapter shall be civilian and shall not be used for the dissemination of partisan principles nor for the promotion of the candidacy of any person seeking office or preferment nor for any other personal or commercial gain. The Chapter shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE IV: MEMBERSHIP

### Section 1. Eligibility.

Any person who supports the objectives of the Air Force Association or Chapter may become a member upon payment of appropriate dues and compliance with the limitations as set forth in this document and other governing documents.

### Section 2. Dues.

Annual dues for individual memberships are paid to the Air Force Association as required by the Association. Annual fees for community partnerships are paid to the Chapter as required. No other dues are required.

## **ARTICLE V: FINANCES**

### **Section 1. Financial Responsibility.**

The Executive Council shall be responsible for the financial affairs of the Chapter as administered by the Treasurer. The chapter shall be responsible for asset accountability, liability satisfaction, and responsible financial management. Officers of the chapter will be individually and collectively responsible for developing and maintaining policies to ensure asset accountability, liability satisfaction, and sound financial and operational management.

### **Section 2. Fiscal and Operating Years.**

The Fiscal Year of the Chapter shall be January 1 to December 31. The Operating Year shall be October 1 to September 30.

### **Section 3. Sources of Income.**

The chapter's primary sources of income will be from headquarters support payments, community partner memberships, sponsorships, donations, and proceeds from any fundraisers or similar activities.

#### **A. Specially Designated Nationals And Blocked Persons List (SDN)**

The Treasurer will validate that no community partner memberships, sponsorships, donations are accepted by individuals or organizations that are listed on the Office of Foreign Assets Control SDN list via their website at:

<https://www.treasury.gov/resource-center/sanctions/sdn-list/pages/default.aspx>

### **Section 4. Financial Statements.**

The Treasurer will maintain a monthly financial statement and present it for review at every monthly meeting.

### **Section 5. Financial Audit.**

The accounts of the Chapter shall be audited annually by a Certified Public Accounting firm which shall be recommended by the Finance Committee and approved by the Executive Council. Audit reports shall be provided to each member of the Executive Council.

### **Section 6. Proprietary Rights.**

Members of the chapter do not have proprietary rights in organization funds. Assets and income will also not accrue to individual members except through wages and salaries for employees or other payment for services rendered.

### **Section 7. Signing Checks.**

All checks will be co-signed by the Treasurer and one other elected officer.

## **ARTICLE VI: ORGANIZATION**

### **Section 1. Governance.**

The Chapter is governed by its general membership body, which passes its authority to an elected President for required actions. An Executive Council acts as an extension of the body, performing such business as required between meetings of the general membership.

## **Section 2. Limitations.**

Chapter members shall not enter into any agreements, leases, or other commitments the direct or indirect effect of which shall be legally to obligate or constrain the Association without the prior written approval of the Executive Council. They shall not engage in any activity contrary to, or inconsistent with, the objectives or policies of the Chapter.

## **Section 3. Region and Geographic Area.**

The Chapter is affiliated with the Asia-Pacific region and servicing a geographic area that covers the South Korean peninsula.

## **Section 4. Chapter.**

### **A. Charter.**

(1) The Chapter is a national military association operating on Osan Air Base, US Army Garrison - Humphreys, and Kunsan Air Base under the authority of Air Force Instruction 34-223, *Private Organizations* and Army Regulation 210-22: *Private Organizations on Department of the Army Installations* as required.

(2) The Chapter is a self-sustaining interest group operated by people outside the scope of any official position they may have with the Federal government, and it operates only with the written permission of the installation commander or his/her designee.

(3) Chapter governing documents shall not be inconsistent with the governing documents of the Air Force Association and its State Organization and shall be subject to periodic review by the Air Force Association staff.

(4) The Chapter is not a part of the Department of Defense or any of its components and it has no governmental status.

(5) The Chapter will neither propagate extremist activities nor advocate against others or the violent overthrow of the Government.

(6) The Chapter will hold harmless the installation and the Government (Department of the Army, Navy, Air Force etc.) of any liability for the actions or debts of the Chapter.

(7) The Chapter will reimburse the Government (Department of the Army, Navy, Air Force etc.) for utility expenses, unless usage is incidental (would cost more to bill and collect than it costs to provide the utility).

## **B. Membership.**

(1) A member of the Association shall be deemed to be a member of a particular Chapter by virtue of automatic affiliation or when the member applies for membership in that Chapter.

(2) Members may affiliate with a Chapter of their choice or choose not to affiliate with any Chapter. No person may be a member of more than one Chapter. No person may join a Chapter without first becoming a member of the Association.

(3) The Chapter may not discriminate in hiring practices or membership policies on the basis of age, race, religion, color, national origin, disability, ethnic group, or gender.

## **C. Voting.**

(1) All members have full voting rights. The President may not vote except in a tie or during an election of officers. A simple majority of eligible members present is required for passage of any matter voted upon except as otherwise specified in this Constitution and by-laws.

## **ARTICLE VII: CHAPTER OFFICERS**

### **Section 1. Elected Officers.**

**A. Officers and tenures of office.** The officers of the Chapter shall be a President, Vice President, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be combined into a single office named Secretary-Treasurer. Additional officers may be elected by the members by a majority vote at the bi-annual elections meeting or appointed by the President. The officers shall be elected at the bi-annual elections meeting and shall serve for a maximum tenure of six (6) months each and thereafter until their successors are elected. In the event that a quorum is not present for the election, the election will be conducted by correspondence or electronic communications.

**B. Eligibility.** All individual members and community partners in good standing of the chapter shall be eligible for election to any of the officer positions.

**C. Replacement of Officers.** Any officer may be removed from office by a majority vote of the Executive Council for improperly discharging duties and responsibilities, for actions that discredit the chapter or for actions that do not align with the officer/director code of ethics outlined in the Operations and Procedures Manual.

(1) If an Officer resigns, is removed, or otherwise leaves office before the expiration of his or her tenure, the vacancy will be filled for the remainder of the current six-month term under the provisions of Section 3 of this Article.



(2) At the end of the normal tenure of that office, the replacement officer may seek election to a full tenure in that same office.

(3) Alternatively, the replacement officer, at the end of that first term, may seek election to the full tenure of another office.

(4) Otherwise, without the approval of the General Membership, no officer shall consecutively serve more than two (2) full six-month tenures in office, as defined in paragraph A.

**D. Beginning of tenure.** Officers shall serve from the first day of the month following the adjournment of the election meeting at which they are elected or until their successors take office.

**E. Elections if an Election Meeting is Cancelled.** Should an election meeting be cancelled, elections shall be conducted as defined in Article VI of the Operations and Procedures Manual.

## **Section 2. Appointed Officers.**

The President may appoint additional Council members and such subordinate officers as deemed necessary upon approval of the Chapter Council. Appointed officers may be removed from office by the President or by majority vote of the Council.

**A. Recommended Officers.** Honorary Chairman, U.S. – Senior Advisor, Korea – Senior Advisor, Vice President of Membership, Vice President of Communications, Vice President of Aerospace Education, Vice President of Airmen and Family Programs, Vice President of Awards and Recognition, Vice President of Community Partnerships, Vice President – Government Relations, Vice President – Veterans Affairs, Vice President – Leadership Development.

## **Section 3. Vacancies.**

In case of a vacancy in the offices of either President, Vice President, Secretary, or Treasurer, the duties of the one shall be assumed by the other three remaining officers until such time as the Executive Council elects a replacement by majority vote, which may be achieved by correspondence or electronic communications.

# **ARTICLE VIII: DUTIES OF CHAPTER OFFICERS**

## **Section 1. President of the Chapter.**

The Chapter President shall: exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide; serve as the principal representative of the Chapter in all matters, particularly in the articulation of its established policies and objectives; guide the policy, philosophy, and overall direction of the Chapter within the mandates of the Constitution, the Operations and

Procedures Manual, Field Operations Guide, and the Executive Council; ensure that the will of the membership as a whole, within said mandates, is faithfully reflected in the management and operation of the Chapter; preside at the general membership and Executive Council meetings.

### **Section 2. Vice President of the Chapter.**

The Chapter Vice President shall: exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide; articulate the Chapter's established policies and objectives; preside at the general membership and Executive Council meetings in the absence of the President; and serve as Chairman of the Membership Committee in the absence of a Vice President of Membership.

### **Section 3. Secretary.**

The Secretary shall exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide, the President, or the Executive Council and ensure the preparation and timely dissemination of accurate and substantive records of the proceedings of the Chapter.

### **Section 4. Treasurer.**

The Treasurer shall: exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide; oversee the financial affairs of the Chapter subject to the approval of the Executive Council; and serve as Chairman of the Finance Committee.

### **Section 5. Honorary Chairman.**

The Honorary Chairman shall represent the chapter with host nation community groups.

### **Section 6. U.S. – Senior Advisor.**

The U.S. – Senior Advisor shall: exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide; serves as a mentor, provides continuity and advises on all matters related to the Chapter.

### **Section 7. Korea – Senior Advisor.**

The Korea – Senior Advisor shall: exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide; serves as a mentor, provides continuity and advises on all matters related to the Chapter.

### **Section 8. Vice President of Membership.**

The Vice President of Membership shall: exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide; oversee the membership recruitment affairs of the Chapter subject

to the approval of the Executive Council; and serve as Chairman of the Membership Committee.

**Section 9. Vice President of Communications.**

The Vice President of Communications shall: exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide; oversee the public affairs of the Chapter subject to the approval of the Executive Council; and serve as Chairman of the Publications Committee.

**Section 10. Vice President of Aerospace Education.**

The Vice President of Aerospace Education shall: exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide; oversee the educational affairs of the Chapter subject to the approval of the Executive Council; and serve as Chairman of the Aerospace Education Committee.

**Section 11. Vice President of Airmen and Family Programs.**

The Vice President of Airmen and Family Programs shall: exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide; oversee the financial affairs of the Chapter subject to the approval of the Executive Council; and serve as liaison to installation Airmen and Family Readiness Centers, Force Support Squadrons, and Morale, Welfare and Recreation functions.

**Section 12. Vice President of Awards and Recognition.**

The Vice President of Awards and Recognition shall: exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide; oversee the recognition programs of the Chapter subject to the approval of the Executive Council; and serve as Chairman of the Awards and Recognition Committee.

**Section 13. Vice President of Community Partnerships.**

The Vice President of Community Partnerships shall: exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide; oversee the community outreach affairs of the Chapter subject to the approval of the Executive Council; and serve as Chairman of the Development Committee.

**Section 14. Vice President of Government Relations.**

The Vice President of Government Relations shall: exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide; oversee the governmental affairs of the Chapter subject to the approval of the Executive Council.

### **Section 15. Vice President of Veterans Affairs.**

The Vice President of Veterans Affairs shall: exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide; oversee the veteran programs of the Chapter subject to the approval of the Executive Council.

### **Section 16. Vice President of Leadership Development.**

The Vice President of Leadership Development shall: exercise the powers and perform the duties assigned the office by the Constitution, the Operations and Procedures Manual and the Field Operations Guide; oversee the talent management of the Chapter subject to the approval of the Executive Council; and serve as Chairman of the Nominating Committee and Leadership Development Committee.

## **ARTICLE IX: EXECUTIVE COUNCIL**

### **Section 1. Membership.**

The President, between meetings, shall act through an Executive Council which shall consist of the President, the Secretary, the Treasurer, the Vice President of Membership, the Vice President of Communications, the Vice President of Aerospace Education, the Vice President of Airmen and Family Programs, the Vice President of Awards and Recognition, and the Vice President of Community Partnerships, Vice President of Government Relations, Vice President of Veterans Affairs, Vice President of Leadership Development. The Honorary Chairman, U.S. – Senior Advisor and Korea – Senior Advisor shall be a nonvoting member of the Executive Council.

### **Section 2. Meetings.**

The Committee shall meet at the call of the President, either Vice President, or any three (3) of its voting members.

### **Section 3. Voting.**

Decisions of the Committee shall be by a majority vote and shall be subject to amendment or ratification by the President. The Committee may act through a majority vote achieved by correspondence or electronic communications.

### **Section 4. Vacancies.**

Vacancies on the Committee shall be filled by the original appointing authority.

## **ARTICLE X: COUNCILS AND COMMITTEES**

### **Section 1. Empowered Councils and Standing Committees.**

Committees of the Chapter under the jurisdiction of the President shall be: Finance, Constitution (when formed), Publications, and Development. The Membership Committee shall be a

Committee of the Chapter under the jurisdiction of the Vice President, who will also have jurisdiction over the Field Council. The Vice President of Aerospace Education shall have jurisdiction over the Aerospace Education Council.

## **Section 2. Authorized Advisory Councils.**

The authorized Advisory Councils of the Chapter shall be: Civilian, Enlisted, Company Grade Officer and Veterans/Retiree.

## **Section 3. Membership.**

### **A. Empowered Councils and Standing Committees.**

The membership of committees and councils will be as determined by the appointing authority unless otherwise provided in the Constitution. All committees of the Chapter shall be chaired by a voting vice president.

### **B. Field Council (FC).**

The membership of MiG Alley Chapter Field Council shall consist of at least four (4) persons. These members shall be appointed by the Vice President in consultation with the President and confirmed by the Executive Council. The Vice President chairs the FC to guide overall direction and will be responsible for developing programs, policy, goals, and fiscal guidance for the Chapter's field activities. The FC will work closely with the Aerospace Education Council and other committees and may establish and populate subcommittees as appropriate.

### **C. Aerospace Education Council (AEC).**

The membership of the Aerospace Education Council shall consist of a Chairman and at least three (3) persons, one (1) of whom must be voting members of the Chapter. These members shall be appointed by the Vice President Aerospace Education in consultation with the President and confirmed by the Executive Council. The Vice President Aerospace Education chairs the AEC to guide overall direction and will be responsible for developing programs, policy, goals, and fiscal guidance for the Association's educational activities. The AEC will work closely with the Field Council and other committees to ensure the Chapter's educational programs are being aggressively executed in the field and may establish and populate subcommittees as appropriate.

### **D. Membership Committee.**

The membership of the Membership Committee shall consist of three (3) persons, one (1) of whom must be voting members of the Chapter. The Membership Committee shall work closely with the Finance Committee and Executive Council to acquire funds to support the Chapter's mission.

#### **E. Awards and Recognition Committee.**

The membership of the Awards and Recognition Committee shall consist of three (3) persons, one (1) of whom must be voting members of the Chapter. The Awards and Recognition Committee shall work closely with the Finance Committee, FC, AEC, and Executive Council to acquire funds to support the Chapter's mission.

#### **F. Development Committee.**

The membership of the Development Committee shall consist of a Chairman and at least three (1) persons, one (1) of whom must be voting member of the Chapter. The Development Committee shall work closely with the FC, AEC, and Executive Council to acquire funds to support the Chapter's mission.

#### **G. Finance Committee.**

The membership of the Finance Committee shall consist of a Chairman and at least two (2) persons, one (1) of whom must be voting members of the Chapter. The Finance Committee shall work closely with the FC, AEC, and Executive Council to provide financial oversight for the Chapter. Typical tasks include budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies.

### **Section 4. Meetings.**

Each committee or council shall hold meetings at such times and places as may be specified after due notice to its members by the appointing authority.

### **Section 5. Reports.**

Each committee or council shall provide a written record of its proceedings to the appointing authority, and a copy will be maintained by the Chapter Secretary.

### **Section 6. Responsibilities.**

Each committee or council shall be charged with the responsibilities assigned to it by the Operations and Procedures Manual and the appointing authority. Additionally, the Field Council (FC) provides a direct link between field leaders and the President on matters affecting field operations and shall be empowered to develop programs, policy recommendations, goals, and fiscal guidance for the Chapter's field activities in accordance with the Operations and Procedures Manual. The Aerospace Education Council (AEC) is charged with establishing excellence for the entire educational program of the Chapter and shall be empowered to develop programs, policy recommendations, goals, and fiscal guidance for the Chapter's educational activities in accordance with the Operations and Procedures Manual. The Development Committee is charged with reviewing and making recommendations concerning the philanthropic affairs of the Chapter in accordance with the Operations and Procedures Manual. The Finance Committee is charged with reviewing and making recommendations concerning the financial affairs of the Chapter in accordance with the Operations and Procedures Manual. Notwithstanding any duties delegated to the FC, AEC, or any committee, ultimate authority for policy decisions, oversight, and accomplishing the Chapter mission rests

with the President.

### **Section 7. Appropriations.**

No committee or council shall have authority to incur any indebtedness or pecuniary obligation for which the Chapter shall be responsible except when previously authorized by the appointing authority.

### **Section 8. Removal.**

A member of a committee or council may be removed by the appointing authority.

### **Section 9. Ad Hoc Committees or Councils.**

Committees or councils may be created for a specific purpose by the President or Executive Council. The creating authority shall determine the membership, responsibilities, and specify meetings for such committees or councils and may dissolve any committee or council when appropriate.

## **ARTICLE XI: DISCIPLINE**

### **Section 1. Chapter Charter Suspension.**

Any Chapter which violates the Constitution of the Air Force Association, reflects discredit upon the Air Force Association, or has been inactive may have its charter suspended or revoked. The Chapter recognize the authority of the installation Commander to revoke permission to operate on the installation at any time, and for any reason.

### **Section 2. Officers.**

Any Officer of the Chapter may be removed from office for inability to carry out the duties of the office, for misconduct, or any other action or behavior which reflects discredit on the Chapter or the Association.

### **Section 3. Members.**

Any member of the Association may be suspended or expelled for misconduct or any other action or behavior which reflects discredit on the Chapter or the Association.

### **Section 4. Procedures.**

The definitions, rules, and procedures governing charter revocation or suspension, removal from office of Chapter Officers and the suspension or expulsion of individual members shall be governed by the provisions of the Operations and Procedures Manual.

## **ARTICLE XII: CONFLICT OF INTEREST POLICY**

### **Section 1. Purpose.**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Air Force Association – MiG Alley Chapter #506) interest when it is contemplating entering

into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **Section 2. Definitions.**

### **A. Interested Person.**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

An Interested Person is any person who is or was in a position to exercise substantial influence over the business affairs of the Air Force Association – MiG Alley Chapter #506 at any time during a five-year period preceding the date of the transaction.

### **B. Financial Interest.**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- (2) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **Section 3. Procedures.**

### **A. Duty to Disclose.**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **B. Determining Whether a Conflict of Interest Exists.**



After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **C. Procedures for Addressing the Conflict of Interest.**

- (1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (2) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (3) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

### **D. Violations of the Conflicts of Interest Policy.**

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Section 4. Records of Proceedings.**

The minutes of the governing board and all committees with board delegated powers shall contain:

- (1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of

interest in fact existed.

- (2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation.**

- (1) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (3) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section 6. Annual Statements.**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (1) Has received a copy of the conflicts of interest policy,
- (2) Has read and understands the policy,
- (3) Has agreed to comply with the policy, and
- (4) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Section 7. Periodic Reviews.**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (1) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(2) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Section 8. Use of Outside Experts.**

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### **ARTICLE XIII: PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order Newly Revised* shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with the Constitution and any special rules of order the Chapter may adopt.

### **ARTICLE XIV: AMENDMENT OF CONSTITUTION**

This Constitution may be amended by a two-thirds (2/3) vote of the delegates at a general membership meeting or by a two-thirds (2/3) vote of the Executive Council provided, however, that any amendment adopted by the Executive Council shall be subject to amendment or ratification by a majority vote of the delegates at the following general membership meeting.

### **ARTICLE XV: DISSOLUTION**

#### **Section 1. General Provisions.**

In case of the dissolution of the chapter, a written notice will be given to the installation commander or designee. Whatever funds are contained in the Treasury at the time will be used to satisfy any outstanding debts, liabilities, or obligations. Any funds remaining after satisfaction of debts, liabilities, and obligations will be donated to a charity or organization to be determined by a majority vote of remaining members at the time of dissolution in a manner consistent with applicable regulations.

#### **Section 2. Grounds for Dissolution.**

The chapter may be dissolved by an affirmative vote of the members or by the direction of the installation commander or designee.

This charter was reviewed/renewed and became effective on 19 June 2020.  
(Supersedes version dated 23 August 2019)

These Bylaws are approved by a two-thirds vote.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Chapter President

Reviewed and Approved by the Air Force Associations – Region President.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Special Assistant for Pacific

Reviewed and Approved by the Air Force Associations – Field Operations.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
AFA Vice Chairman of the Board – Field Operations

# Appendix A: Conflict or Duality of Interest Annual Statement

\_\_\_\_\_ Calendar Year

For Directors, Officers, and Committee Members

Please provide all information requested, signed, dated, and returned by email to:  
[afa.migalley.chapter@gmail.com](mailto:afa.migalley.chapter@gmail.com)

I, \_\_\_\_\_, affirm that:

1. I have received and read a copy of the Conflict of Interest Policy;
2. I agree to comply with the policy;
3. I do not have any relevant relationships to disclose; or
4. I have a relevant relationship as described below, such that my participation in the Air Force Association - MiG Alley Chapter #506 could represent or be perceived to represent a conflict or duality of interest.

I therefore:

Have no relationships to disclose

Have a relationship with an Organization, which I have disclosed on the attached page (check all that apply for each Organization listed, and for Category #7, please identify position held/fiduciary role)

It is my understanding that this information will be retained in the files of the MiG Alley Chapter and will be available for review by members, prospective members, and others who inquire. I further understand that this information may be shared with the MiG Alley Chapter's legal counsel.

I acknowledge that it is my responsibility to ensure that my disclosure information is current and complete and to update my disclosure records throughout the year if my relevant relationships change.

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## Appendix B: Conflict or Duality of Interest Disclosure Form

Please note that in disclosing any of the following financial or commercial interests or other organizational relationships, you are to include:

- Yourself, spouse/partner, and dependents
- Any relationships during the past 12 months, whether or not they are still in existence.
- Any relationships with for-profit companies, nonprofit organizations, and/or governmental agencies that might be perceived by others as potentially influencing your objectivity in any Corporation activities in which you participate.

### Relationships to Be Disclosed

Category	Description
1	<b>Consulting fees/honoraria</b> including honoraria from a third party, gifts or in-kind compensation for consulting, lecturing, travel, scientific advisory board service, legal testimony or consultation, or other purpose.
2	<b>Speaker's bureau</b>
3	<b>Equity interests/stock options</b> (or entitlement to the same), including a non-publicly traded company.
4	<b>Equity interests</b> (or entitlement to the same) in a publicly traded and financially related company.
5	<b>Royalty income</b> or the right to receive future royalties.
6	<b>Non-royalty payments</b> or entitlements to payments in connection with the activity that are not directly related to the reasonable costs of that activity.
7	<b>Officer, trustee, director, or any other fiduciary role</b> , whether or not remuneration is received for service.
8	<b>Ownership/partnership/principal</b> excluding mutual diversified funds.
9	<b>Research grants</b> from a financially interested company.
10	<b>Fellowship support</b>
11	<b>Salary or position funding</b> (partial or full) or "in-kind" support of program.
12	<b>Intellectual property rights</b> including patent or other intellectual property in a for-profit corporation.
13	<b>Other financial benefit</b> (please specify):
14	<b>Other relationship</b> (please specify)

Category (See chart)	Name of Organization	None	Modest (< \$10,000)	Significant (> \$10,000)
1, 3	GSK (example)		X	
7	ABC Company – Director (example)	X		

**Important:** If you have multiple "modest" relationships with a single organization which, when cumulated, total more than \$10,000, please include under "significant" in the last column above.