

**7th AIR COMMANDO SOCIETY
CONSTITUTION-BYLAWS
[A Florida State Non-Profit Corporation]**

**7TH AIR COMMANDO SOCIETY Approved by members at 2018 Reunion
BYLAWS**

PREAMBLE

The 7th Air Commando Society is formed to preserve the history, traditions, achievements and memories of the brave men and women of the FIGHTING SEVENTH. Desiring to preserve the proud traditions of this unique organization of service to our country, we as brothers do bind ourselves together in camaraderie, love and respect.

We do now hereby form the 7th Air Commando Society.

ARTICLE I

Name of the Society

The name of the organization is the "7th Air Commando Society." Also referred to as the 7 ACS.

ARTICLE II

Purposes of the Society

The purposes of the Society are to perpetuate the proud tradition of the 7th Air Commando Squadron/7th Special Operations Squadron, promote Air Commando camaraderie, and to Preserve the history of the 7 ACS/SOS.

Additional purposes are:

1. to promote the social welfare and common good of the community; and
2. to carry on programs to perpetuate the memory of our deceased brothers and veterans, and
3. the members of the Armed Forces; and
4. to conduct programs for charitable, literary, or educational purposes; and
5. to conduct, sponsor, or participate in activities of a patriotic nature; and
6. to provide social and recreational activities for the members.

ARTICLE III

Membership

The membership shall be as follows:

1. Regular Members: Regular membership in the Society shall be comprised of veterans who have been assigned to the 7 ACS/SOS. In addition to the above, the Board of Directors or the members may establish admission eligibility for others. In all cases of doubt regarding eligibility, the Board may resolve the issues.
2. Associate Members: Persons who were attached to or augmented the 7ACS/SOS.

3. Honorary Members: The Board or the membership may confer Honorary Membership upon persons who have rendered significant service and support to the aims and purposes of the 7th Air Commando Society.
4. Regular and Associate Members shall pay dues as established from time to time. Regular members may hold office as provided, and vote on all matters taken to the ballot. Any member may serve on committees.
5. Membership may be denied or revoked upon determination of misconduct bringing discredit to the Society, disloyalty to the United States, or conviction of a felony. Members remain in good standing by timely payment of dues as established. Members shall be in arrears after a period of delinquency established by the Board. Delinquent members may be reinstated after payment of past dues.
6. Voting. All members who are current in their dues payment (regular and associate) and honorary are eligible to vote during business meetings or any call for a vote of the general membership.

ARTICLE IV

Organization

1. **Board of Directors:** There shall be a Board of Directors to oversee and administer the affairs of the Society. The Board shall minimally consist of a President, a Vice President, a Secretary and a Treasurer. There shall be five Directors. The members shall from time to time seat the Association's officers through election. The terms of the first panel of officers shall be staggered to provide future overlap with incoming office holders.
2. The Society would be better served if Board members reside within reasonable commuting distance from the Association's office address of record.
3. Board meetings shall be convened from time to time as the Board may decide. Two-thirds of the Board in agreement may call special meetings to address issues announced in prior notice. There shall be a Board meeting in conjunction with any general membership business meetings as convened from time to time. Conduct of the meetings may be informal or formal. In cases where procedural matters are at issue, the President may appoint a parliamentarian or use handbooks commonly addressing such procedures.
4. The term of office for the President, Vice President shall be 3 years or until replaced. The term for Director, Treasurer, and Secretary shall be three years, or until replaced.
5. The President shall fill vacant positions by appointment. Appointments shall be until the next occasion for voting, whereby the vacated office shall be filled by election. If the office of President becomes vacant, the Board shall appoint a replacement until the next occasion of voting, whereby the members shall elect the successor.
6. **Directors Emeritus:** Directors Emeritus may be designated by two-thirds vote of the Board of Directors or two-thirds vote of the members during a membership meeting. Directors Emeritus are designated as such for life as non-voting board members whose counsel and advice is deemed important to the Society.
6. **Committees.** The Board and the President may appoint committees or individuals to accomplish particular tasks of the Society. Committee and individuals serve at the pleasure of the appointing authority, or under specified terms.
7. **Duties of the President:** He shall be the Chief Executive Officer for the Society. He shall chair the meetings of the membership and the Board. He shall assure the recording of activities of the Board and the Society. He shall appoint replacements for vacancies on the Board. He and/or the Board may appoint Committees and chairs as appropriate.

8. **Duties of the Vice President:** He shall serve in the capacity of the President in his absence. He accomplishes tasks assigned by the President or the Board.

9. **Treasurer:** The Treasurer keeps the financial records of the Society. He provides reports as directed by the Board according to standard and regular practices. He shall attend to tax records and filings as required by law. He advises the Board on best investments and accounting of interest-bearing accounts. He follows the Board's instructions regarding investments and disbursements.

10. **Secretary:** The Secretary maintains the administrative records of the Society. He records and publishes minutes of meetings and discussions. He is responsible for proper filing of documents, minutes and papers, and receives incoming correspondence, which he appropriately arranges for response. He receives instructions from the Board regarding the scope of his duties.

11. **Directors:** The Directors shall attend meetings as convened. The administration of the Society's affairs are their major concern. A majority of the Board present at meetings shall constitute a quorum. Votes cast by Board members electronically or telephonically shall be valid after proper and due notice concerning the issue to be decided.

12. There shall be no personal or individual liability of any character of any officer for any debts, obligations, or torts of the Corporation. No officer shall be liable to any person for any act or negligence or default on the part of any one or more of the other officers, in the absence of specific knowledge on the part of the officer, of the negligence or default of any one or more on the other officers.

ARTICLE V

Dues and Assets

Payment of dues shall be set from time to time by the general membership. None of the assets or gains of the Society shall inure to the benefit of any individual members or officer. Upon dissolution of the Society pursuant to the provisions of the State of Florida Statutes, and after the discharge of all liabilities and obligations of the Society, any remaining assets shall be distributed to one or more not for profit organizations provided for under Florida statutes or the IRS rules or laws.

ARTICLE VI

General Membership Meetings and Reunions

The membership may decide from time to time the times, dates, and places for general membership business meetings, conventions, memorial ceremonies and reunions.

ARTICLE VII

Newsletter

The Society may from time to time publish a Newsletter or issue correspondence.

ARTICLE VIII

Amendments to Bylaws

The Board or the membership may amend these Bylaws by two-thirds vote of those casting ballots. The Bylaws must comport to requirements of the laws, the IRS rules, and the Articles of Incorporation, and construed in light of these documents.