

BYLAWS
OF THE
UNITED STATES AIR FORCE ACADEMY PARENTS' CLUB OF EASTERN MICHIGAN
Adopted by vote of members in good standing at the General Membership meeting on April 13, 2014

ARTICLE I
Name of the Organization

Section 1. **Name:** The name of this organization shall be the United States Air Force Academy Parents' Club of Eastern Michigan, Inc., also to be known as USAFA PC EMI for use of written materials, such as checks, and for ease for communications tools.

ARTICLE II
Offices

Section 1. **Location:** The principal office of the corporation in the State of Michigan shall be the current office of the registered agent. The corporation may have other such offices, within the state of Michigan, as the Board of Directors designate or as the business of the corporation may require.

Section 2. **Change:** The registered office of the corporation, required by the Michigan Nonprofit Corporation Act, may be, but need not be, identical with the principal office in the State of Michigan, and the Board of Directors may change the address of the registered office from time to time.

ARTICLE III
Purpose of the Corporation

Section 1. **Purpose:** The purposes for which the corporation is organized are:

- a. To educate current students, prospective students, their families and the general public concerning life as a cadet at the United States Air Force Academy, as well as post graduate careers and to provide a source of emotional support for such individuals and their families;
- b. To receive and manage contributions, donations and other funds in order to pursue the foregoing objectives which includes further charitable, educational, scientific or literary purposes;
- c. To do all such things as are incidental or conducive to the attainment of the foregoing purposes of the corporation including but not limited to:
 - i. Information, fellowship and guidance to parents, guardians and families of current cadets and prospective cadets;
 - ii. Assistance and support to the Academy and Liaison Officers to stimulate interest in the Academy and its program through publicity, education, promotion of Academy objectives, and volunteer community outreach as well as cooperation with Academy Administration and following guidelines, goals or requests set forth for parent associations by either the Academy directly or through the Academy Parents' Liaison;
 - iii. Assistance to the Cadets of the United States Air Force Academy through monetary, social or other means at and away from Academy grounds; and
 - iv. Assistance and support where and when appropriate to the Michigan AOG (Association of Graduates).

ARTICLE IV

Membership

- Section 1.** **Eligibility:** Membership in the Corporation shall be open to all persons interested and supportive of the purposes of this corporation. This shall include parents of current, past and future Air Force Academy Cadets as well as extended family members and other interested persons.
- Section 2.** **Membership Types:** The Board of Directors shall recommend membership types such as "Regular, Alumni and Family" as well as any other it deems suitable. Each type shall have a set membership dues payable annually or as the membership agrees upon.
- Section 3.** **Honorary membership:** An Honorary Membership type, having been established in years gone past, will be available to bestow upon special persons whom the corporation deems worthy of being honored in some way. This Membership type will have no dues owing, will be perpetual, and will in all other ways have regular membership attributes.
- Section 4.** **Voting:** Each membership in good standing is entitled to one (1) vote on issues brought before the body. These issues will include but are not limited to:
- a) Annual Elections of Officers;
 - b) Approval and amendments of Bylaws, as well as repeal of same;
 - c) Corporate status such as dissolution questions;
 - d) Corporation activities and commitment when general member involvement is needed.
- Section 5.** **Standing:** To be a member in good standing, one must not be delinquent in the payment of any financial obligations to the club.

ARTICLE V

Board of Directors

- Section 1.** **Number, Manner of Selection, Term of Office:** The Board of Directors (aka Executive Committee) shall consist of the elected Officers of the Air Force Academy Parents' Club of Eastern Michigan -President, Vice-President, Treasurer and Secretary. A total of four (4) positions shall make up the Board of Directors. These positions may be shared by couples rather than individuals. The elected officers shall be elected at the Annual Meeting.
- Section 2.** **Qualifications:** To be elected or appointed, or to continue to serve as an Officer or Director of this Corporation, one must be a member in good standing of the Air Force Academy Parents Club of Eastern Michigan.
- Section 3.** **Powers and Duties:** The Board of Directors shall have full charge of the property and business of the corporation with full power and authority to manage and conduct same, subject to the instructions of the voting membership.
- Section 4.** **Vacancies:** Any vacancy occurring in the Board of Directors, for any reason, may be filled until the next Annual Meeting by a majority vote of the remaining members of the Board of Directors. Absence of three (3) consecutive meetings, without approved excuse by the remaining Board members, constitutes a declared vacancy in any Board member position.
- Section 5.** **Voting:** Each Board position shall have only one (1) vote at Board meetings. If a position is held by a couple, that couple shall have one vote on any issue to come before the Board of Directors. All questions, except those regulated by statute or specifically provided for herein or in the Articles of Incorporation, shall be determined by a majority vote of the Board of Directors constituting a quorum.

Section 6. **Meetings:** The Board of Directors shall meet a minimum of three (3) times per year, and as often as deemed necessary to accomplish the objectives set forth by the Board at the direction of the corporation's membership.

Section 7. **Quorum:** A majority of the Board of Directors shall constitute a quorum for the purpose of conducting business, except in the case of amendments to the Bylaws, in which case two-thirds (2/3) of the Directors must be present.

Section 8. **Notice:** Notice of any meeting shall be given within a reasonable time by the President.

Section 9. **Compensation:** The Board of Directors serves as volunteers and therefore receives no compensation. Reimbursement of expenses is allowable with proper receipts and authorization for those expenses in advance. Expenses need not be reimbursed if not prior authorized by the Executive Committee and/or if the expenses are deemed inappropriate.

Section 10. **Rules of Procedure:** The Board of Directors shall fix its own Rules of Procedure.

ARTICLE VI **Officers**

Section 1. **Enumeration and Election of Officers:** The elected officers of the United States Air Force Academy Parents' Club of Eastern Michigan shall be a President, Vice President, Treasurer and Secretary (or co-positions) who shall be elected by the voting members at an annual meeting. Each elected officer shall hold office for one (1) year and may be re-elected to the same or another officer position during a pursuant election process.

Section 2. **Removal:** Any officer or agent may be removed by action of a majority of the Board of Directors whenever, in its judgment the best interests of the corporation will be served thereby.

Section 3. **President:** The President shall preside at all meetings of the corporation and of the Board of Directors. The President may sign deeds or contracts; he/ she may sign or endorse checks, drafts and notes. The President shall have such usual powers of supervision and management as may pertain to the office. The President shall represent the corporation publicly and in doing so will try at all times to promote the purposes of the Air Force Academy Parents' Club of Eastern Michigan and their mission.

Section 4. **Vice President:** The Vice President shall, in the absence, disability, refusal to act or death of the President, possess all the powers and perform all the duties of that office. The Vice President shall perform such other duties as the President and the Board of Directors may designate, including signing payments for the club, in the absence of the Treasurer or President.

Section 5. **Treasurer:** The Treasurer shall be in charge of all club funds, maintain financial records, keep banking/electronic accounts and disburse monies as directed by the board. These books and records will be property of the corporation. Additionally, the Treasurer will:

- a) be responsible for the annual completion of 501 (c) 3 federal & state compliance forms;
- b) report to the club members at membership meetings regarding the status of the club and provide a written report(s) to members in good standing;
- c) oversee as directed the Michigan All Academy Ball finances as the corporation non-profit status permits;
- d) submit the financial records for an annual review as well as prior to transferring the records to the incoming treasurer;
- e) for fundraising events, provide necessary forms to donors/contributors indicating that part of their donation which is tax deductible as well as verification and accounting of all donor/contributor funds to the corporation;

- Section 6.** **Secretary:** The Secretary shall take all meeting minutes and submit them to the Board of Directors for review within two weeks of a meeting. After approval of the minutes, the meeting record will be preserved. Additionally, the Secretary will:
- a) be in charge of distribution to Committee heads of club informational memos as directed by the Executive Committee;
 - b) provide reports of all Board of Director meetings and in particular, all actions taken by the Board, to the general membership at meetings. Reports will be provided in any format acceptable by the Board of Directors;
 - c) see that all meeting notices are given in accordance with these Bylaws or as required by law;
 - d) provide a record of proceedings at General membership meetings;
 - e) provide necessary forms to donors/contributors to document their tax deductible donations;
 - f) in general, perform all duties incident to the office of Secretary and other duties as may be assigned by the President or Board of Directors.
 - g) If the Secretary is absent from a meeting, the presiding officer shall designate someone in attendance to take minutes.

ARTICLE VII
Committees

Section 1. **Committee Formation:** The Executive Committee shall establish committees as necessary to carry out the ongoing activities needed to accomplish the stated purposes of the Air Force Academy Parents' Club of Eastern Michigan. Committee Chairs can volunteer or can be appointed by the Executive Committee on an as-needed basis, including re-appointment.

Section 2. **Standing Committees:** The Standing Committees will be Membership, Communications, Social and Alumni Committees.

Section 3. **Special Committees:** Other special committees may be established from time to time based on the needs of the corporation as determined by the Executive Committee. For instance, currently an Historical Committee, Fundraiser Committee, Nominating Committee and Special Events Committee, e.g., All Academy Holiday Ball, are considered Special Committees.

ARTICLE VIII
Fiscal Year

Section 1. **Fiscal Year:** The fiscal year for the corporation shall be June 1 to May 31 of the following year.

Section 2. **Review:** The Board of Directors will establish an annual review of the corporation financial books and a report containing a year-end balance sheet, as well as a statement of the source and application of funds will be generated no later than four (4) months after the end of the fiscal year. This report will be made available to all members in good standing at the next general membership meeting.

ARTICLE IX
Meetings

Section 1. **Membership Meetings:** Membership meetings are considered to be general meetings and are open to all Club members as well as guests. They will be held at least four (4) times in a year, during which the Executive Committee will update the members on a minimum of these items:

- a) Financial report
- b) Membership report
- c) Standing Committee updates

- d) Special committees/event updates
- e) Reports/ Updates the President has received from the Academy liaisons

Section 2. **Board Meetings:** The Board of Directors shall establish meeting times and places per Article V, Section 6.

ARTICLE X
Indemnification

Section 1. **Officers and Directors:**

A volunteer director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of the volunteer director's fiduciary duty, except for:

- a) liability for any breach of the volunteer director's duty of loyalty to the Corporation or its members;
- b) for acts or omissions not in good faith or that involves intentional misconduct or knowing violation of law;
- c) for a violation of Section 551 (1) of the Michigan Nonprofit Corporation Act;
- d) for any transaction from which the volunteer director derived an improper personal benefit;
- e) for any acts or omissions occurring before the date this document is approved;
- f) for any acts or omissions that are grossly negligent.

The Corporation hereby assumes all liability to any person other than the Corporation, if any, for all acts or omissions of a volunteer director occurring on or after the date these Bylaws are approved, incurred in the good faith performance of the director's duties as a volunteer director; provided, however, if applicable, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501 (c) (3) of the Code.

If the Michigan Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, then the liability of a director of the Corporation (in addition to the limitation, elimination and assumption of personal liability contained in these Bylaws) shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, except, if applicable, to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code.

ARTICLE XI
Dissolution

Section 1. **Dissolution:** In the event of the dissolution, winding up, or other liquidation of the corporation, after provision has been made for the payment of all of the liabilities of the corporation, all of the assets of the United States Air Force Academy Parents' Club of Eastern Michigan shall be disposed of exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law) and shall not be conveyed to any private individual, firm or organization, or corporation organized for profit, or to any member, contributor, private individual, Director or officer of this corporation. Any assets of the corporation not disposed of under the previous sentence shall be distributed for public purposes by a court having jurisdiction over this corporation.

ARTICLE XII
Amendments

Section 1. **Amendments:** These bylaws may be amended, added to, altered, or repealed when necessary by two-thirds (2/3) majority vote at a general membership meeting of the members, provided notice has been given in advance of such, including a detailed description of amendments needed; and provided that the amendments have previously been approved by a majority vote of the Board of Directors at a Board meeting at which 2/3 of the Directors were present. Proposed amendments must be submitted in writing to the Executive Committee and if approved, the Executive Committee will in turn provide the membership the option of accepting or declining proposed amendments.

ARTICLE
Certification

These bylaws were duly approved at a Membership Meeting of the members by two-thirds (2/3) majority vote on Sunday, April 13, 2014.

Secretary

Date