

# **BYLAWS**

## **Article I Name and Description of Corporation**

This organization shall be incorporated as a 501(c) (3) corporation and be known as the Desert Thunder Squadron (hereinafter referred to as the Corporation).

## **Article II Purpose**

The purpose of the Corporation is to continue to support and be a voice in the community with the knowledge gained as an Honorary Commander or as a retired and honorably discharged Air Force veteran, in order to support the men, women, families and mission of Davis-Monthan Air Force Base.

## **Article III Membership**

Section 1. Qualifications. The Membership of the Corporation shall be confined to former Honorary Commanders of the various Davis-Monthan AFB operational units who have evidenced their interest in the United States Air Force and in improving the community's relationship with Davis-Monthan Air Force Base and its personnel. It shall also include retired and honorably discharged Air Force Veterans. Other memberships may be considered from time to time upon the discretion of the Board of Directors.

Section 2. Election. Any former Honorary Commander of any operational squadron or other unit located at Davis-Monthan AFB or any Air Force Veteran who has retired and was honorably discharged from active duty shall be eligible for membership in the Desert Thunder Squadron. The name(s) of other proposed member(s) shall be forwarded to the Commander of the Board of Directors for consideration.

2.1 The Board of Directors, acting as a Nominating Committee, shall consider all new member proposals submitted to it in accordance with the foregoing paragraphs; shall consider any and all other qualified persons; and shall present to any regular or special meeting with at least ten (10) calendar days written notice, the nomination of new member(s).

2.2 Membership - the number of members in good standing shall not be limited.

Section 3. Attendance. During any two (2) consecutive years, members must attend 50% of membership meetings and events as determined by the Board of Directors and contribute at

least 10 hours of personal voluntary time to Corporation events. Unless excused by the Board of Directors, s/he shall be removed as a member if these requirements are not fulfilled.

Section 4. Dues. Members shall be assessed annual dues in an amount determined by the Board of Directors. Annual dues shall be payable annually, semiannually or quarterly. If any member shall fail to pay dues within ninety (120) days from the date of billing, that membership shall be forfeited.

Section 5. Quorum. At the required annual meeting of the members, those present, if more than thirty percent (30%) of the total active membership, shall constitute a quorum for all purposes. For any Board of Directors or standing committee meetings 50% of the members of the Board or committee shall constitute a quorum. If at any meeting a quorum is not present, a majority of the members present may adjourn the meeting until a quorum shall be present; at such time any business may be transacted at the meeting.

Section 6. Annual Meeting. A meeting of the members of the Corporation shall be held annually at a time and place selected by the Board of Directors for the purpose of electing Directors and for the transaction of other business brought before the meeting. Such meeting shall be designated by an affirmative majority vote at a meeting of the Board of Directors.

Section 7. Notice of Annual Meeting. Written notice of the Annual Meeting shall be mailed or emailed at least fifteen (15) calendar days prior to the meeting to each member at either his/her postal or email address as it appears on the record book of the Corporation. A failure to mail such notice, or any irregularity in such notice shall not affect the validity of any annual meeting, or any proceeding at any such meeting.

Section 8. Order of Business. The following shall be the order of business at all annual meetings of the members:

- A. Approval of the minutes of the preceding meeting and action thereon.
- B. Reports of the Officers
- C. Reports of the Committees
- D. Election of directors
- E. Unfinished business
- F. New business

Section 9. Regular Meetings. Regular meetings (in addition to the annual meeting) shall be held as needed during each year. Such times and places will be designated by the Board of Directors.

Section 10. Notice of Regular Meetings. Written notice of Regular Meetings, stating the day, hour and place thereof, and in general terms the business to be transacted, shall be mailed or emailed at least ten (10) calendar days prior to the meeting to each member at either his/her postal or email address as it appears on the record book of the Corporation.

Section 11. Other Meetings. Other meetings of the members of the Corporation may be held at such time and place as designated by the Commander of the Board or at least three (3) members of the Board.

Section 12. Notice of Other Meetings. Written notice of Other Meetings, stating the day, hour and place thereof, and in general terms the business to be transacted, shall be mailed or emailed at least ten (10) days prior to the meeting to each member at either his/her postal or email address as it appears on the record book of the Corporation.

#### **Article IV Board of Directors**

Section 1. Eligibility, Number of Directors and Terms. Only active members of the Corporation shall be eligible to be Directors. The Board of Directors shall consist of at least seven (7) members. Active members are those members who are current in any required dues or contributions and are engaged in the activities of the Corporation.

Members to be elected to the Board of Directors shall be chosen by the active membership at the annual meeting to succeed those directors whose terms are then expiring. The directors shall have staggered terms, terms to be three (3) years.

No Director who has completed six (6) consecutive years of service on the Board may be re-elected as a Director until expiration of one (1) year following completion of such service.

Section 2. Vacancies. In the case of any vacancy among the Directors through death, resignation, disqualification or other cause, an affirmative vote of a majority of the remaining Directors, even though less than a quorum, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant and until the election of his/her successor.

Section 3. Meetings of the Board of Directors. Meetings of the Board of Directors may be called by the Commander or any three (3) Directors. Such meetings shall be held at a time and place designated by the party or parties calling such meeting. Notice of each meeting shall be given to the Directors either in writing, at least five (5) calendar days prior to the meeting or by telecopy, telephone, email or orally in person at least twenty-four (24) hours prior to such meeting.

Section 4. Quorum. A majority of the members of the Board of Directors then serving shall constitute a quorum.

Section 5. Ex-Officio Board Member. A retiring Commander of the Corporation, if s/he is not continuing as a member of the Board of Directors, shall be an ex-officio member of the Board of Directors, shall be entitled to attend meetings of the Board of Directors and to participate in all discussions at such meetings, but as an ex-officio member, shall have no vote on matters coming before the Board.

## **Article V Officers**

Section 1. Officers. The officers of the Corporation shall consist of a Commander, Vice Commander, Secretary/Archivist and Treasurer, and such other officers as from time-to-time be chosen and appointed from and by the Board of Directors.

Section 2. Election. The above officers shall be elected annually from and by the Board of Directors at their first meeting following the annual meeting of the membership.

Section 3. Duties of the Commander. The Commander shall be the Chief Executive Officer of the Corporation, having general direction of all affairs subject to the control of the Board of Directors, and having authority to sign and execute, in the name of the Corporation, all contracts and other documents or instruments as authorized by the Board of Directors. The Commander, if present, shall preside at all meetings of the members or directors of the Corporation. The Commander is limited to two consecutive one-year terms of office.

Section 4. Duties of the Vice Commander. The Vice Commander shall perform such duties as may be assigned by the Board of Directors. In the case of the death, disability or absence of the Commander, the Vice Commander shall perform and be vested with all the duties and powers of the Commander.

Section 5. Duties of the Secretary/Archivist. The Secretary/Archivist shall keep a record of the minutes of the proceedings of all meetings of the membership and directors and shall give notice as required by these Bylaws of all such meetings. The Secretary/Archivist shall keep all historical records of the activities of the Corporation and its accomplishments through pictures, media coverage and other appropriate methods. The Secretary/Archivist shall have custody of all the books, records and papers of the Corporation, except such as shall be in charge of the Treasurer, or some other person authorized to have custody and possession thereof by a resolution of the Board of Directors.

Section 6. Duties of the Treasurer. The Treasurer shall keep accounts of all money of the Corporation, received or disbursed, and shall deposit all money and valuables in the name of and to the credit of the Corporation in such bank accounts and depositories as the Board of Directors shall designate.

Section 7. Officer Vacancy. In the event of death, disability or resignation of one or more of the Officers, the majority of the remaining Directors, although less than a quorum, shall fill the vacancies for the unexpired term.

## **Article VI Committees of the Board of Directors**

Section 1. Executive Committee. The Commander, Vice Commander and at least two (2) other board members shall constitute the Executive Committee and shall conduct such business

as it deems appropriate. This Committee will be elected by a majority of the entire Board of Directors at its first meeting following each annual meeting. Action of the Executive Committee must be ratified by the Board of Directors at its next regular meeting.

Section 2. Other Committees. Other Committees may be established by the Board of Directors as it deems appropriate.

## **Article VII Books, Accounts and Records**

The Corporation shall keep records of all meetings of members and Board of Directors; a complete list of members including addresses; and books containing a record of the affairs of the Corporation. These documents will be kept in a place designated by the Board of Directors and shall be open to the inspection by any member or Board member at all times during normal business hours. Should the Corporation designate an attorney or authorized agent for its behalf, said attorney or agent shall also have access to inspect the records of the Corporation during normal business hours.

## **Article VIII Contributions**

The Corporation may accept any designated contribution, bequest or device not inconsistent with its general tax-exempt purposes, its Articles of Incorporation and these Bylaws. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purposes or use. Further, Corporation shall retain complete control over all donated funds (including designated contributions) and shall exercise unlimited discretion as to their investment and ultimate use to ensure that such funds will be used to the best advantage in carrying out its tax-exempt purpose.

## **Article IX Investments**

The Board of Directors or the Executive Committee, shall have power to make investments of the funds of the Corporation and to change the same, and may from time-to-time sell any part of the securities of the Corporation or any rights or privileges that may accrue thereon. The Board of Directors or Executive Committee may delegate such powers to one or more officers of the Corporation. Any person(s) so designated by the Board of Directors or Executive Committee, shall have authority to execute the transfer and/or assignment of stocks or other securities in the name of the Corporation.

**Article X**  
**Indemnification of Officers, Directors and Employees**

The Corporation shall indemnify to the maximum extent permitted by Arizona Revised Statutes, as currently existing or as amended, any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding(s), whether civil, criminal, administrative or investigative, or any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that s/he is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director or Officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, and against judgments, fines and amounts paid in settlement to the extent permitted by law. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of any such action, suit or proceeding(s) to the extent permitted by law. The Corporation may, to the full extent permitted by law and authorized by the Directors, purchase and maintain insurance on behalf of any Officer or Director against liability asserted and incurred by any such person in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

**Article XI**  
**Amendment to the Bylaws**

Any of the articles in the Bylaws may be altered, amended or repealed by a majority vote of the members at the Corporation's annual meeting, regular meeting or special meeting called for that purpose at which a quorum is present.

Dated this 28th day of November 2023



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Mark C. Irvin  
Its: Commander



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Nancy Cole  
Its: Secretary