

Adopted:
September 19, 2017

USAFA Class of 2021 Spirit Mission, Boosters
Association, Inc. BY-LAWS

ARTICLE I: NAME AND PURPOSE

Section 1. The legal name of this organization is the USAFA Class of 2021 Spirit Mission, Boosters Association, Inc., hereinafter referred to in these By-Laws as the Association.

Section 2. It shall be the purpose of the Association to encourage, maintain and further participation of parents/guardians throughout the U.S. and Overseas in active support of Spirit Missions supporting major milestones and any additional events/tasks in support of the USAFA Class of 2021.

Section 3. The Association shall be noncommercial, nonsectarian, and nonpartisan. It shall neither endorse a commercial enterprise nor a candidate. The name of the Association or the names of any members in their official capacities shall neither be used in any connection with a commercial concern nor with any partisan interest, or for any other purpose other than the regular work of the Association.

ARTICLE II: GENERAL

Section 1. The Association shall conduct its affairs so as to qualify for tax-exempt status under the Internal Revenue Code of the U. S. and laws of the State of Arizona and in such other jurisdictions, if any, where it has operations.

Section 2. The Association fiscal year shall begin on November 1st of one calendar year and end on October 31st of the succeeding calendar year.

Section 3. The Association's Board of Directors shall determine any question as to the proper interpretation of any of the provisions of these By-Laws.

ARTICLE III: MEMBERSHIP

Section 1. The Association shall have two types of membership: (1) General, (2) Associate.

Section 2. Each parent/guardian of a Cadet at USAFA, Class of 2021 during the

current fiscal year shall be a General Member. Each such parent/ guardian shall be entitled to all privileges of the Association including the right to vote at the Annual Association Meeting for the Board of Directors and to hold office as a member of the Board of Directors if elected. Vote to be held online as to accommodate all members. Section 3. An associate membership shall be accorded to all sponsors, purchasers of advertising, or donors of gifts. Associate Members may neither vote nor hold an office in the Association.

ARTICLE IV: GOVERNMENT

Section 1. The Association shall be managed by a Board of Directors, composed of no fewer than nine Directors, including the six Officers of the Association as set forth in Section 2 hereof. The remainder of the Board of Directors shall be comprised of Committee Chairpersons as set forth in Section 3 hereof. Duties and responsibilities of Directors are detailed in Article V of these By-Laws.

Section 2. The Officers of the Association shall consist of Co-Presidents, Treasurer, Secretary and co-VPs of Communications. The President(s) and VP(s) of Communications shall be elected during the Annual Association Meeting to serve for a term of one fiscal year, up to maximum of four consecutive terms, from among members in good standing within the Association and nominated in accordance with Article X of these By-Laws. The Treasurer and Secretary shall be elected during the Annual Association Meeting to serve for a term of two fiscal years, up to maximum of two consecutive terms, from among members in good standing within the Association and nominated in accordance with Article X of these By-Laws. Duties and responsibilities of the Officers are detailed in Article VI of these By-Laws. The Association Officers also comprise the Executive Committee as detailed in Article VII of these By-Laws.

Section 3. The Committee Chairpersons of the Association shall consist of a Design Chairperson(s), a Finance Chairperson(s), a Fundraising Chairperson, Membership Chairperson and a Volunteer Chairperson(s). Committee Chairpersons shall be elected during the Annual Association Meeting to serve for a term of one fiscal year, up to a maximum of four consecutive terms, from among Association General Members in good standing and nominated in accordance with Article X of these By-Laws. Duties and responsibilities of the Committee Chairs are detailed in Article VII of these By-Laws.

ARTICLE V: DUTIES AND RESPONSIBILITIES OF DIRECTORS

Section 1. Consistent with these By-Laws, the Board of Directors shall: (a) transact all Association business; (b) approve an annual financial plan; (c) constitute and appoint standing committees and define the powers and duties of the same as further detailed in Article VII, with the exception of the Executive Committee, which is comprised of the

elected Association Officers, and the Nominating Committee, which is to be selected as provided for in Article X; and (d) fill any vacancy in the membership of the Board of Directors to serve until the next Annual Association Meeting.

Section 2. The Board of Directors shall designate a "National" bank, in which Association funds shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds shall be executed.

Section 3. The Board of Directors shall hold monthly virtual meetings beginning in November and ending in October of each fiscal year with the Annual Association Meeting. The Co-Presidents may call a special meeting of the Board of Directors at any time and shall also do so on the request of any two Directors. Attendance shall be mandatory unless excused by a Co-President.

Section 4. Four Directors, including no fewer than two Officers, shall constitute a quorum. A simple majority shall approve all actions. The removal of a Director shall require a minimum of two-thirds of the Directors present from within an established quorum. The Director under consideration for removal shall be given an opportunity for an adequate hearing before the aforementioned vote is cast.

Section 5. If any Director fails to attend three consecutive regular meetings of the Board of Directors, or otherwise fails to perform any of their duties or obligations to the Association, the Board of Directors may remove that Officer or Committee Chairperson and fill the vacancy as provided in Article V, Section 1(d).

Section 6. In addition to the foregoing enumerated powers, the Board of Directors shall have such other powers, not prohibited by these By-Laws or by statute, necessary for the efficient operation and management of the Association.

Section 7. In any proceeding brought in the right of the Association or brought by or on behalf of members of the Association against a Director or Officer, unless the trier of fact in a court finds the Director or Officer engaged in willful misconduct or engaged in a knowing violation of criminal law, said Director or Officer shall not be liable for damages in such proceeding.

ARTICLE VI: OFFICERS

Section 1. Co-Presidents or President shall preside at all Board of Directors and Executive Committee meetings and have general supervision of the affairs of the Association. He or she will execute on behalf of the Association all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Association. He or she shall perform such other duties as customarily pertain to the office of President or may be directed to perform by the Board, including, for example, but not limited to: (a) appoint a chairperson and members of all special committees; (b) appoint a member to assume the duties of a vacant office or standing committee until a special election can be held under the provisions of Article V, Section 1(d); and (c) represent the Association at meetings of outside groups or individuals. The Co-Presidents will be responsible as the Board of Directors' primary liaison. The Co-Presidents shall chair the Executive Committee and serve as an ex officio member of all other committees except the Nominating Committee. Co-Presidents shall be responsible for coordinating, communicating and planning with the Association of Graduates ("AOG") in any manner necessary to the promote the shared interests of the Association, the Spirit Mission and our Cadets. The Co-Presidents will be designated on Spirit Mission 2021 banking account along with the Treasurer.

Section 2. The Treasurer shall collect, disburse and maintain custody of all funds, securities, valuable papers, and other non-equipment assets of the Association. The Treasurer shall provide and maintain full and complete records of all Association assets and liabilities, which will be made available to the Board of Directors on request. The Treasurer shall prepare and submit to the Board of Directors an annual financial plan no later than the September Board meeting. The Treasurer shall perform such other duties as customarily pertain to the Office of Treasurer. The Treasurer will file necessary Internal Revenue Service non-profit reports and will ensure that the bookkeeping system is operated in accordance with standard accepted accounting principles.

Section 3. The Secretary shall finalize agendas, record, prepare, and distribute meeting minutes, and maintain a complete file of all meeting minutes and post online via SM 2021 website. The Secretary will prepare and maintain the yearly schedule of events in coordination with Co-Presidents. The Secretary will also act as the Association's historian and maintain all non-financial historical records.

Section 4. The Co-VPs or VP of Communications shall actively set up, plan, promote and engage in the recruitment of new members to ensure a full membership (or delegate said responsibility to the Membership Chair). The VPs of Communications shall be responsible for internal and external print and electronic information distribution,

including the set up and maintenance of the Association's website, handbook, newsletter and schedules. The VPs of Communication shall also maintain the Facebook page, send correspondence on behalf of the Association and shall be responsible for all USAFA Class of 2021 Spirit Mission promotion and publicity.

ARTICLE VII: COMMITTEES

Section 1. The Executive Committee shall be comprised of the six Officers of the Board of Directors. This committee shall serve as the central planning group for the Association and as an advisory group to the Association President. Except for the power to amend these By-Laws, the Executive Committee shall have full authority to act for the Board of Directors in managing the affairs of the Association during the intervals between meetings of the Board of Directors. Except, the Executive Committee shall not engage in any single financial transaction exceeding \$500.00 without the prior approval of the Board of Directors obtained by a simple majority vote from an established quorum at any regularly scheduled meeting.

Section 2. The Design Committee shall develop and implement plans for each milestone in a timely manner, including the design of coins, creation of banners and planning of dinners. The Co-Chairpersons shall be responsible for designing the physical images for each of the Coins as currently recognized by the Board of Directors:

Recognition Coin, March 2018, Exemplar Coin, September 2018, and Commitment Coin, August 2020 and Graduation Coin, May 2021. At a minimum two designs shall be developed and those designs fielded amongst the General Membership. The Board of Directors will make the final decision for the design approximately 2 months in advance of the milestone to allow enough time for minting and delivery.

Section 3. The Finance Committee coordinates the organization's financial oversight responsibilities by recommending policy to the board, interpreting it for the organization members and monitoring its implementation. The committee also provides oversight of the organization's financial audit. The committee monitors the organization's financial records, reviews and oversees the creation of accurate, timely and meaningful financial statements to presented to the board, and reviews annual budget. Co-Chairpersons of the Finance Committee will coordinate directly with the Treasurer.

Section 4. The Fundraising Committee shall plan, organize and coordinate all fundraising activities and shall be composed of as many members as necessary to adequately oversee fundraising activities. In support of the Treasurer's development of the annual financial plan, he or she shall present an annual plan for fundraising to the Board of Directors no later than the August Board meeting. He or she will coordinate directly with the Treasurer.

Section 5. The Chairperson of the Membership shall maintain an accurate parent roster with the information, including phone numbers and email addresses for the parents/families of the USAFA 2021 Cadet class. In the absence of a Membership Chair, the above duties will default to VPs or VP of Communications.

Section 6. The Volunteer Committee shall be responsible for providing human resources to satisfy delivery of milestone items to be distributed to the Class of 2021 Cadets at the following milestones as recognized by the Board of Directors: Recognition Coin, March 2018, Exemplar Coin, September 2018, Commitment Coin, August 2020 and Graduation Coin, May 2021. He or she will be responsible for monitoring parent/guardian involvement to ensure an equitable distribution of workload.

ARTICLE VIII: MEETINGS

Section 1. The Board of Directors shall designate the date of the Annual Association Meeting. This meeting will normally be scheduled in September or October in conjunction with a monthly Board of Director's meeting or as a special meeting of the General Membership. The Annual Association Meeting shall be for the purpose of electing the Board of Directors for the following fiscal year, presenting committee reports, and for the transaction of such other business as may be brought before it.

Section 2. Notice of annual and monthly general meetings shall be delivered to all members by email or posted to the USAFA Class of 2021 Spirit Mission website at least 2 weeks prior thereto. The notice of the Annual Association Meeting shall include the names of the Board of Directors candidates nominated by the Nominating Committee along with brief candidate biographies. The notice of any special meeting shall state the purpose thereof.

Section 3. Only General Members present at any meeting are entitled to vote at that meeting. Proxy voting will not be permitted. However, two parents/guardians attending the same meeting on behalf of their Cadet could only cast one total vote between them on each issue. Virtual voting to take place and will close 5 days after any meeting requiring a vote.

Section 4. In addition to an established quorum of the Board of Directors, at any meeting of the Association membership, that portion represented in person shall constitute a quorum of membership for the transaction of all business.

Section 5. All meetings shall be conducted under Robert's Rules of Order.

ARTICLE XI:
NOMINATIONS

Section 1. There shall be a Nominating Committee composed of no fewer than three qualified and knowledgeable General Members of the Association. The Board of Directors shall designate committee members and the general membership shall appoint them no later than the August Board of Directors Meeting. Parents / guardians will be represented on the committee. The President of the Association is not eligible to be a part of the Nominating Committee. Self-nomination will be accepted via email or during an open, virtual meeting.

Section 2. The Nominating Committee shall solicit candidates for the Board of Directors from interested members of the Association in good standing. They will submit the slate of candidates with brief biographies to the General Membership for consideration no later than 14 calendar days before the Annual Association Meeting. Further nominations may be taken from the floor or proposed via write-in during the Annual Association Meeting.

ARTICLE X:
AMENDMENTS

Section 1. These By-Laws may be altered, amended or repealed, or new by-laws may be adopted by the vote of two-thirds of those members present at any regular or special meeting of the general membership, provided notice of such alteration, amendment, repeal or adoption of new by-laws be contained in the notice of such meeting.

Section 2. These By-Laws were approved and placed into effect on September 19, 2017.

Co-Presidents

Michelle Bugg
4564 E. Cloudburst Drive
Gilbert, AZ 85297
Michelle.bugg4@gmail.com

Audra Jensen
P.O. Box 1406
Ridgefield, WA 98642
Audra3141@gmail.com

Treasurer

Rusty Jewell
2255 Braeswood Park Drive, Unit 291
Houston, TX 77030
Rjewell3581@gmail.com

Secretary

Krista Galligani
91 Burnham Road
Andover, MA 01810
kgalligani@gmail.com

Co-VPs of Communications

DawnMarie Hayes
8673 Alexander Court
West Chester, OH 45069
Dawnmarie1@cinci.rr.com

Lynette Thacker
1026 36th Place
Forest Grove, OR 97116
lynettethacker@yahoo.com

Design Committee Co-Chairpersons

Eleanor Song Kim
50 Woodsong
Rancho Santa Margarita, CA 92688
2taxmom@gmail.com

Kimberly Marie Bowen
102 Anna Court
Middletown, NY 10941
Kbowen7505@aol.com

Finance Committee Co-Chairpersons

Nancy Peace Hopkins
3772 Ivey Lane SW
Lilburn, GA 30047
nancy@hopkinsandassociates.net

Barbara Didier Stager
8068 Bellflower Court
Niwot, CO 80503
Badstager@comcast.net

Fundraising Committee Chair

Janice M. Colon-Mahoney
391 South Main Street
Geneva, NY 14456
jagam@yahoo.com

Volunteer Committee Co-Chairs

Lynne Conroe
50 Janney Lane
Fredricksburg, VA 22406
Friends4lej@gmail.com

Melissa Gillen
6965 S. Ulster Circle
Centennial, CO 80112
Melissa.a.gillen@gmail.com