

# TENNESSEE VALLEY CHAPTER BY-LAWS

## ARMY AVIATION ASSOCIATION OF AMERICA



## SECTION 1 – TITLE, PURPOSES, POWERS, AND INCORPORATION

1.1 – TITLE: The title of this chapter is “the Tennessee Valley Chapter of the Army Aviation Association of America”.

1.2 – PURPOSE: The purpose of the Tennessee Valley Chapter is to execute and implement the objectives of the National Association within the Chapter territory. This includes the Greater North Alabama, Southern Tennessee area, plus such nearby interested parties not otherwise affiliated with other organized efforts of AAAA in their Regional or National segments. The major emphasis of the Tennessee Valley Chapter will be to support of the Army Aviation Soldier, the Army Aviation community, the National Army Aviation Scholarship Foundation, and activities that further the interest of Army Aviation.

### 1.3 – POWERS:

1.31 – The Chapter, through its Executive Board, officers, committees and other duly authorized representatives, shall have the power to carry out the above stated purposes. It shall take necessary and appropriate action in connection therewith, in accordance with the laws under which the Chapter is organized.

1.32 – The Chapter shall have the power to purchase, lease, and rent or otherwise acquire real or other property to carry out the objectives of the Chapter and may dispose of said property.

1.33 – The Chapter shall have the power to hire and employ persons so as to accomplish the affairs of the Chapter. Such persons will be paid the prevailing sums in return for services

rendered.

1.34 – The Chapter shall have the power, through its Executive Board, to accept contributions or loans for any purpose. Such contributions will be properly received and accounted for and such loans will be accomplished at the prevailing interest rates.

1.4 – INCORPORATION: The Chapter is organized as an inclusive entity of the Army Aviation Association of America, Inc (AAAA).

1.5 – GENERAL: The Tennessee Valley Chapter shall be governed by the BY-LAWS of the National Association. The National BYLAWS are specifically supplemented herein by these Chapter BY-LAWS for those unique requirements determined necessary by the Executive Board of the Chapter. No supplement shall be in conflict with the National Association BY-LAWS. A copy of these Chapter BYLAWS, with any revisions thereto, shall be provided to the National Executive Director for information in this regard.

## SECTION 2 – MEMEBERSHIP

2.1 – CHAPTER MEMEBERSHIP: Membership in the Tennessee Valley Chapter will be obtained, structured, practiced, and terminated as stipulated in Section 2 of the national BY-LAWS. Chapter membership shall be constituted by those members accepted and placed on the rolls by the National Association and who remain in good standing.

2.2 – NON-CHAPTER MEMBERSHIP: It shall be the policy of the Tennessee Valley Chapter to encourage participation in Chapter activities by Association members visiting or present in the area although not otherwise affiliated with this

Chapter.

### SECTION 3 – GOVERNMENT

3.1 – GENERAL: Government of the Tennessee Valley Chapter will be administered by its Executive Board in accordance with the Nation Association and Chapter BY-LAWS.

3.2 – EXECUTIVE BOARD: The Chapter Executive Board shall consist of the following: President; Senior Vice President (NOTE: The TVC reserves the right for the Senior Vice President to be active duty military); Secretary; Treasurer; Vice President, Membership; Vice President, Government Affairs; Vice President, Publicity; Vice President, Programs; Vice President, Industrial/Civilian Affairs; Vice President, Enlisted Affairs; Vice President, Military Affairs (Including National Guard, Reserve and ROTC); Vice President, Civilian Retired Affairs; Vice President, Awards; Vice President, Scholarships; Vice President, Operations; Vice President, Joseph P. Cribbins' Aviation Product Symposium (APS); Vice President, Veteran's Affairs.

3.3 – DUTIES OF THE EXECUTIVE BOARD: Duties of the Chapter Executive Board are as set forth in the National Association BY-LAWS. The Board shall have control and management of the affairs and business of the Tennessee Valley Chapter.

3.4 – REQUIREMENTS FOR ELECTION TO CHAPTER OFFICE: The Executive Board members shall be elected from members of the active Army, National Guard, USAR establishments, their civilian members or any TVC AAAA Chapter member in good standing. Members may appointed as advisors to the

Board may be designated by the board and will be considered non-voting members.

3.41 – TERMS OF OFFICE: Terms of office shall be in accordance with paragraph 3.633 of the National BY-LAWS which state: *Chapter elective office: two (2) years*. One-half of the Chapter Executive Board will be elected each year for a two-year term to assure maximum continuity in conducting Chapter affairs. The President, Secretary, VP for Membership, VP for Programs, VP Scholarship, VP Government Affairs, VP Military (NG, Reserve & ROTC) and VP Operations will be elected in even-numbered years. The Senior VP, Treasurer, VP Publicity, VP Operations will be elected in even numbered years. The Senior VP, VP Publicity, VP Industry/Civilian Affairs, VP Enlisted Affairs, VP Awards and VP Retired Affairs will be elected in odd-numbered years.

#### 3.42 – DUTIES OF OFFICE:

3.421 – The duties of the President, Senior Vice President, Secretary, and Treasurer shall be as set forth in paragraphs 3.6431, 3.6432, 3.6433, and 3.6434 respectively of the Nation BY-LAWS.

3.422 – VP, MEMBERSHIP: Maintains a record of Chapter membership; analyses and reports membership trends to the Chapter Executive Board; receives notices from National Association as to members failing to renew and makes direct contact to encourage renewal. Establishes an active and continuing campaign to attract new members, both individual and corporate. Advises VP for Publicity on needs for publicity in support of membership drives. Through analysis of membership feedback, propose policies and procedures to assure healthy growth. Communicates with counterparts in other Chapters and Regions to

obtain ideas/material to improve membership status.

3.423 – VP, GOVERNMENT AFFAIRS –

Concerned with all Chapter activities which are pertinent to affairs of the government civilian community. Insure a harmonious relationship between government personnel and the Chapter. Proposes policies and programs designed to provide maximum exposure of Chapter activities to government personnel. Establishes an active and continuing campaign to attract new government members. Responsible for advising the Executive Board on government policies and procedures. Provides support to the VPs Programs, Publicity, and Membership.

3.424 – VP, PUBLICITY – Concerned with all Chapter activities which are pertinent to public interest. Concerned with all Chapter activities which are pertinent to public interest. Provides publicity in support of membership drives and other Chapter activities. Serves as the Chapter focal point for participation in National benefit activities, including the Army Aviation Scholarship Program. Proposes policies, procedures, and programs designed to provide maximum exposure of Chapter activities. Coordinates with other VPs for necessary support of approved program activities.

3.425 – VP, PROGRAMS – Establishes a dynamic and continuing program of activities, designed to meet Chapter objectives and serve the board interests of the entire membership. Responsible for all facility, equipment and special arrangements to conduct approved programs for both the Board and the membership. Coordinates with the Chapter Secretary to assure notices of meetings are circulated to the full membership in a timely

manner. Coordinates with the Treasurer in matters of program financing and obligations. Coordinates with VP for Publicity to assure appropriate media coverage of Chapter program activities.

3.426 – VP, INDUSTRY/ CIVILIAN AFFAIRS –

Concerned with all Chapter activities which are pertinent to affairs of industry and the civilian community. Arranges appropriate media coverage, in coordination with VP for Publicity, of all Chapter industrial and civilian programs and activities. Serves as the Chapter focal point for Chapter activities oriented to the aerospace industry to insure a harmonious relationship between industry and the Chapter. Proposes policies and programs designed to provide maximum exposure of Chapter activities to civilian personnel. Establishes an active and continuing campaign to attract new civilian members. Responsible for organizing and conducting meetings with the Senior Advisory Group made up of General Officer, Senior Executive Service, Command Sergeant Major, and Chief Warrant Officer 5 retirees in the Huntsville community to provide Grey Beard advice and counsel to the Chapter Executive Board. Maintains a membership in the Huntsville Aerospace Marketing Association, when possible, as a liaison for the Chapter. Responsible for advising the Executive Board on civilian policies and procedures. Provides support to the VPs Programs, Publicity, and Membership.

3.427 – VP, ENLISTED AFFAIRS – Proposes policies and programs designed to provide maximum exposure of Chapter activities to enlisted personnel. Establishes an active and continuing campaign to attract new enlisted military members. Serves as Chapter expert and spokesman for enlisted military issues.

Develops petitions as appropriate for Chapter Board approval and submission to the Nation Executive Board. Coordinates with VPs for Members, Publicity, Military Affairs and Programs for necessary support of approved program activities.

3.428 – VP, MILITARY AFFAIRS – (including NG, Reserve, & ROTC) – Proposes policies and programs designed to provide maximum exposure to Chapter activities to Active Officers and Warrant Officers, NG, Reserve, and ROTC personnel. Serves as Chapter expert and spokesman for the Flight Pay Insurance Plan for Officers and Warrant Officers. Establishes an active and continuing campaign to attract new NG, Reserve, and ROTC members. Develops petitions as appropriate for Chapter board approval and submission to the National Executive Board. Coordinates with VPs for Membership, Publicity, Programs and Enlisted Affairs for necessary support of approved program activities.

3.429 – VP, CIVILIAN RETIRED AFFAIRS – Serves as Chapter Expert and spokesman for retired civilian personnel. Works closely with VPs for Military Affairs and Industry/Civilian Affairs to ensure close follow-up after member's retirement. Makes direct contact with retirees to encourage active participation.

3.4210 – VP, AWARDS – Establish and maintain an awards board. Review nominations for Order of St. Michael awards bronze, silver and gold for correctness and completeness and board them in a timely manner. When necessary, provide guidance in proper award submission and guidelines. Respond to the nominator with results. Coordinate printing and signing by Chapter President of awards. Maintain records of awards and provide names to National for

publication on the website. Order new awards in a timely manner. Coordinate with nominator to the receipt of the award, AAAA board member/Chapter president awarding if the OSM and VP of awards reading the award. Work with National on screening process and final selection of the following: AAAA Army Aviation Logistics Support Unit of the Year Award, Army Aviation Materiel Readiness Award for Contributions by an Individual Member of Industry, Army Aviation Materiel Readiness Award for Contributions by an Industry Team, Group, or Special Unit Army Aviation Materiel Readiness Award for Contributions by a Small Business Organization, and the Army Aviation Materiel readiness Award for Contributions by a Major Contractor presented at the annual Joseph P. Cribbin's Aviation Product Symposium.

3.4211 – VP, SCHOLARSHIP – Concerned with all Chapter activities pertaining to scholarship policies and procedures. Monitors scholarship contributions and coordinates with the Chapter Treasurer regarding receipt and distribution of funds to the appropriate scholarship account. Maintains close communication with the Nation Scholarship Foundation to ensure compliance with Nation policies and procedures. Responsible for coordination with National for local chapter scholarship recipient.

3.4212 – VP, OPERATIONS – Maintains the Chapter BY-LAWS up to date and in concert with the National BY-LAWS. Coordinates and acts as chair for monthly Chapter Board meetings. Coordinates annual calendar with other professional organizations and local venues (government and social) for conflict resolution or collaboration. Coordinates with all the other Chapter VPs to ensure that all Chapter internal and external communications are consistent

with current written policy. Prepares, as necessary, written procedures to clarify any area of the Chapter operation for improved communication.

3.4213 - VP, JOSEPH P. CRIBBINS' AVIATION PRODUCT SYMPOSIUM (APS): This position is reserved for senior military or senior government civilian acquisition official and is nominated and voted on by the board as required. This position requires the incumbent to coordinate with senior military and civilian government officials, as well as their counter parts in industry. The VP reports directly to the President and performs the duties associated with chairing the committee responsible for coordinating all events and activities associated with the annual Cribbins' Symposium (also referred to as the Aviation Product Symposium, or APS). The Symposium is normally scheduled the same week as the Army's Worldwide Aviation Logistics Conference (WALC) in the early February time frame. The committee consists of volunteer board and at-large members. In the absence of the President, this VP has the authority over all aspects of the Symposium.

3.4214 - VP, VETERAN'S AFFAIRS: Responsible for interacting and representing Retired, Civilian and Veterans regarding individuals and other local organizations. Recommend and oversee programs of interest to Retired, Civilian and Veteran members.

3.4215 - VP, National Guard/Reserve Affairs: Acts as liaison between TVC AAAA and National Guard/Reserve aviation units within the chapter

region to disseminate information on chapter activities, provide feedback to the executive board regarding NG/Res issues, and enhance NG/Res participation in chapter activities. Supports collaboration among industry, government, and units involved with Army Aviation to support related aviation activities and provide representation at AAAA, NG and Reserve functions. As necessary, provide duties in support of chapter functions/programs. Reports directly to the TVC president and senior vice president.

3.4214 - BOARD At-Large Members - Attend Board meetings in a non-voting capacity to provide expert advice in the field for which they were selected. Coordinate and confer with experts in their specialty and provide analytical (consensus) advice on specific questions/problems referred by the Board.

3.5 GRIEVANCES - Actions taken by the Executive Board shall be subject to review and veto by the membership, provided a petition signed by 25% or more of the membership is submitted to the President. The president shall submit such petition to the general membership at the next scheduled meeting after receipt of the petition; whereupon the members shall determine disposition of the action by majority vote (based on total votes cast).

#### SECTION 4 - FINANCE

4.1 - ANNUAL DUES: The National Association shall establish the payable date and amount of the annual membership dues. Annual dues shall be paid directly to the National Association

and shall accompany the membership renewal form.

4.2 – CHAPTER REVENUE: While the basic sources of Chapter revenue shall be that portion of the annual dues refunded to the Chapter treasury by the Association, nothing contained in these BY-LAWS shall be so construed as to prevent the Chapter from supplementing its treasury by obtaining capital from sources other than the annual dues program.

4.3 – ANNUAL CHAPTER BUDGET: The Annual Chapter Budget, prepared by the Treasurer, shall establish the guidelines for the fiscal operations of the Chapter during the membership year. The Annual Chapter Budget shall only be in force when approved by the Executive Board.

4.4 – ACCOUNTING RECORDS: The Treasurer shall maintain a single entry accounting record for recording all financial transactions. Each entry on the record will include the date, description of the transaction, amount, and will show the resulting balance. Appropriate documentation will be maintained in support of each entry and other special accounts established and approved by the Executive Board. At the close of each month, the recorded balance will be reconciled with the bank statement and the checkbook balanced.

4.5 – DISBURSEMENTS: Each disbursement will require advance approval by two officers. The Treasurer and another designated officer will cosign each check. The checkbook balance will be reconciled monthly with the bank statement.

4.6 – OTHER ASSETS: A record will be maintained of other than cash assets (furniture, equipment, etc.), showing description, date of

acquisition and cost.

4.7 – FINANCIAL STATEMENT/AUDIT: The Treasurer will prepare monthly and annual financial statements for presentation to the membership. An audit committee, consisting of at least three disinterested members, shall be appointed by the Chapter President to conduct an audit of all records at the end of each fiscal year. The audit will be conducted within 30 days following the fiscal year end. The Audit Committee will report results of the audit to the membership.

4.8 – EXPENDITURE OF CHAPTER FUNDS: Chapter Funds shall only be obligated within the limitation established in the Annual Chapter Budget (Section 4.83 above). Individual expenditures shall be approved either by the Chapter President or the Vice President within whose purview the expenditure falls. All members are not to be personally liable if assets are insufficient to discharge all liabilities.

## SECTION 5 – MEETINGS

### 5.1 – CLASSES OF FORMAL MEETINGS:

Annual Meetings, Chapter Meetings, Executive Board Meetings, Special Meetings, Joint Meetings

(Note: Robert's Rules of Order shall be followed at all formal meetings.)

5.11 – ANNUAL MEETING: An Annual Meeting consisting of the Executive Board, all officers, and all members shall be held during the period September through December of each calendar year. This Annual Meeting is to provide a summary of all committee activities with reports concerning fiscal structure, membership and other related activities. The Annual Meeting

of the Chapter, convening as a body, shall be held at a site determined by the incoming Executive Board of the Chapter at their first regular meeting, and determination of a site is to be accomplished by September 15<sup>th</sup> of the year.

5.12 – CHAPTER MEETINGS: Chapter meetings shall be held at least four times a year.

5.13 – EXECUTIVE BOARD MEETINGS: Executive Board Meetings of the Chapter shall be held monthly at the call of the President. These meetings shall be held at sites selected by the President of the Board, in conjunction with the board members.

#### 5.14 – SPECIAL MEETINGS

5.141 – Special meetings of the Chapter activity meeting as a body or of the Executive Board of the Chapter meeting as a body may be called by the President of the Chapter following the written request for such a meeting by at least 25% of the membership of the Chapter or of the Executive Board of the Chapter. Special meetings shall be held at sites determined by the President of the Chapter.

5.142 – The special meetings shall be held within a four-week period following the receipt of the request by the President, with a notice of the special meeting to be sent at least three weeks prior to the date of the special meeting to all members of the Chapter. The notice shall state the time, date, place and nature of special business to be transacted at the special meeting.

5.143 – The President of the Chapter shall forward a duplicate copy of this notice to Association Headquarters at least two weeks

prior to the date of the special meeting.

5.144 – The Secretary of the Chapter shall keep the minutes of such special meeting, affixing or appending any proxies to the minutes.

5.2 – JOINT MEETINGS: Joint meetings with the officers and/or membership of other organizations, associations, etc., wherein such participation will be undertaken in the name of the Association, may be called by the President of the Chapter, subject to the approval of the Executive Board. A notice stating the time, place, and the nature of the proposed participation and the name of the Association shall be forwarded by the President of the Chapter to Association Headquarters at least five weeks prior to the date of the joint meeting. A notice of such joint meetings, if approved, shall be sent to all members of the Chapter at least three weeks prior to the date of such joint meeting by the Chapter. Joint meetings with other activities of the Association or with other organization, associations, societies, etc. shall be held at sites selected by the President of the Board, in conjunction with the board members.

5.3 – QUORUM: One third of the membership of the Executive Board or one third of the membership of the Chapter in person or by proxy in writing shall constitute a quorum for action.

#### 5.4 – PROXIES:

5.41 – Voting at any meeting may be accomplished by proxy. Said member holding such proxy provides written proof to the Secretary of the Chapter.

5.42 – A member shall not represent more than



one proxy member at any meeting.

5.43 – Any member of the Executive Board of the Chapter who plans to be out of the country for a period in excess of 90 days or during the time an Executive Board meeting is to be held may designate a proxy to vote in his stead. Said proxies will be filed with the Secretary.

#### 5.5 – MAIL VOTING:

5.51 – Voting on matters at or between meetings may be done by mail/email or confirmed by telegram. Proxy votes are suggested at meetings in the absence of Executive Board members, but it may happen that a member of the Board may not know the wishes of a member for whom he holds a proxy and will desire him vote on the subject by telegram, email or regular mail.

5.6 – TABULATION AND RECORDING OF A VOTE AT A MEETING: To be accepted, a vote on any issue presented at the Chapter meeting, other than a vote on an amendment to the BY-LAWS, must be made in person or by written proxy as stipulated above. Those members physically present at a meeting may indicate their vote by a show of hands or, if approved at a meeting, by a written ballot. The Secretary of the Chapter, with such assistance as may be requested, will count the votes, indicate the “for” and “against” number on the issue in the minutes, including such proxy votes as may apply to the issue, and indicate the number of person physically present who abstained from voting on that particular issue.

#### SECTION 6 – NOMINATIONS

6.1 – Nomination for all Chapter Offices shall be in accordance with Section 6 of the National BY-LAWS. SECTION 7 – ELECTIONS, APPOINTMENTS

#### & SUCCESSION

#### 7.1 – CHAPTER ELECTIONS

#### 7.11 – BALLOTING

7.111 – Upon the receipt of the slates on or before **June 15**, the VP, Operations will provide it to the Senior Vice President for approval and the VP, Operations will forward it to the membership of the Chapter on or before **June 25<sup>th</sup>** of each year.

7.112 – Voting members shall cast their votes for the elective offices of the Chapter activity of which they may be a part, and shall return their ballots to the VP, Operations on or before **July 10<sup>th</sup>** of each year. For purposes of computation, ballots submitted after **July 10<sup>th</sup>** shall be void. Any exception to this policy will be approved by the Senior Vice President and announced to the membership.

7.113 – The VP, Operations shall retain the ballots and shall safeguard them until the time to provide the results to the Senior Vice President for approval.

#### 7.12 – TABULATION

7.121 – When made: Tabulation of ballots for all elective offices shall be made on or before **July 15<sup>th</sup>** of each year. Unless the election process has been delayed or extended by the Senior Vice President for some reason.

7.122 – By Whom: The VP, Operations, with two other members of the Executive Board and such disinterested clerical help as may be employed to facilitate the tabulation, will convene at a site mutually convenient to those

designated to conduct the tabulation.

7.133 – VERIFICATION: Upon the completion of the tabulation of all ballots for elective office, the Senior Vice President and the designated Board members shall draft a list of the elected officers. The Senior Vice President and the designated board members shall each attest as to the correctness of the tabulation by affixing their signature on the original master copy of the list.

7.13 – SAFEKEEPING AND REEXAMINATION OF BALLOTS: Ballots and the attested master copy of elected officers shall be retained by the VP, Operations for one month and shall then be destroyed. Ballots and the attested master copy of elected officers may be examined by any member upon written request to the President during this one-month period.

7.14 – PROCEDURE IN CASE OF A TIE: In the event the two highest nominees for any office in any activity receive an equal number of votes for that office, the tie shall be resolved by a drawing made in the presence of any five members other than those members who are contesting for elective office. The Senior Vice President shall be responsible for enlisting the help of the five members and shall have each member attest to the validity of the drawing upon its completion.

#### 7.2 – ANNOUNCEMENT

7.21 – The list of elected officers shall be published and forwarded to each member of the Executive Board.

7.22 – The incumbent President shall, in person or in writing, immediately inform each newly elected officer of this election to office, and that

tenure of office shall commence 12:01 A.M., October 1<sup>st</sup>, and shall terminate at 12:00 P.M., September 30<sup>ist</sup> of the second year.

7.3 – SUCCESSION: The procedures of paragraph 7.3 of the National BY-LAWS shall apply.

#### SECTION 8 – COMMITTEES

8.1 – The executive board has approved the charter to create the Sunshine Committee. This committee's major role is to recognize and provide support for instances of hospitalization, or death, to members or a member's immediate family. Membership in the committee is voluntary and the chairman will be a non-voting member of the executive board. SECTION 9 – AMMENDMENTS

9.1 – INITIATION OF AMENDMENTS: Any member may propose an amendment to the BY-LAWS of the Chapter by securing the signature of 25 voting members on a petition in which the proposed amendment is set forth.

9.2 – APPROVAL AND ADOPTION: The Executive Board of the Chapter shall take the proposed amendment under consideration and, following a discussion of the proposed amendment by the Executive Board meeting in session, the proposed amendment shall be submitted to a vote of the full Executive Board. A quorum of the Executive Board shall be sufficient to carry the proposed amendment. A quorum consists of not less than one-third of the Executive Board. SECTION 10 – DISSOLUTION

10.1 – Upon the dissolution of the Tennessee Valley Chapter of the Army Aviation Association of America, the assets accruing to the Chapter shall not accrue to any individual officer or

member. The assets shall be transmitted to the National Scholarship Foundation of AAAA for

deposit into appropriate scholarship accounts after all outstanding obligations are satisfied.