

# THE 457<sup>th</sup> BOMB GROUP ASSOCIATION

## - BYLAWS -

### Preamble

The Principal Office of the Association is fixed and is located at 226 Main Street North, Carthage, TN 37030. The Board of Directors has full power and authority to change the location of said Principal Office.

### Article I. NAME

The name of this organization shall be: The 457<sup>th</sup> Bomb Group Association, and hereafter will be referred to as the Association.

### Article II. PURPOSE

The purposes of the Association shall be:

- A. The preservation of the historical significance of the 457<sup>th</sup> Bombardment Group (H), United States Army Air Corps, stationed at Glatton Airfield (Station 130), England, during the period January 1944 to June 1945.
- B. Pursuant to the Purpose listed in A above, encourage and actively participate in the development and maintenance of a written and pictorial history of the 457<sup>th</sup> Bombardment Group (H), and to arrange distribution of such materials to repositories that are accessible to the membership and other interested parties.
- C. The continuation of the spirit of friendship and camaraderie that first came into being among the veterans as a result of their military service in the 457<sup>th</sup> Bombardment Group (H) during World War II.

### Article III. MEMBERSHIP

- A. MEMBERS – Those persons intending to abide by and contribute to the objectives of the Association shall be Members upon payment of annual dues. Members in good standing shall be those whose dues are fully paid for the current calendar year. There shall be no other restrictions placed on becoming a member of the Association. Each Member is entitled to one vote.
- B. MEMBERSHIP DUES – Dues for Association membership shall be established and adjusted as deemed necessary by the Board of Directors.

### Article IV. OFFICERS AND THEIR DUTIES

#### A. OFFICERS

The officers of this Association shall be: President, Vice-President, Secretary and Treasurer. These officers shall be elected by majority vote of the Members present at a general membership meeting for a term of two (2) years. The President and Secretary shall be elected in even-numbered years and the Vice President and Treasurer shall be elected in odd-numbered years. An individual may be nominated, elected to and hold only one Association office at any given time. The retiring President shall serve as the Immediate Past President in an advisory capacity as a member of the Board of Directors.

#### B. DUTIES OF OFFICERS

##### 1. President

In addition to the normal duties of a President and duties specifically mentioned elsewhere in this document, it shall be the duty of the President to:

- a. Ensure observance of these Bylaws and the Operating Procedures of the Association.
- b. Call meetings of the Association membership or of the Board of Directors whenever a special need arises for fulfillment of the Association's purposes.
- c. Preside at meetings of the Association general membership and of the Board of Directors.
- d. Solicit agenda items for the Board of Director meetings and any other Association meetings.
- e. Appoint *ad hoc* committees as is necessary to facilitate the business of the Association.
- f. Be an *ex officio* member of all Association committees.
- h. In cooperation with the Treasurer, by the end of each fiscal year prepare and submit to the Board of Directors, for its approval, a budget for the following fiscal year.
- i. Be a signatory on all bank accounts holding the Association's funds.

## 2. VICE-PRESIDENT

It shall be the duty of the Vice-President to assume all normal duties of a Vice-President including, but not limited to, assisting the President in carrying out the business of the Association, and assuming the duties of the President in the absence of that individual.

## 3. SECRETARY

In addition to the duties normally associated with this office, it shall be the duty of the Secretary to:

- a. Serve as the recording and corresponding secretary of the Association.
- b. Serve as the custodian of all committee records, except those specifically assigned to others by the President or these Bylaws or the Association's Operating Procedures.
- c. Maintain, and have available at the annual meeting, a current list of all Board representatives, existing committees and their membership.
- d. Maintain records in which these Bylaws and the associated Operating Procedures, any special rules of order, standing rules, written policies and procedures, and minutes are entered, with any amendments to these documents properly recorded. The current record book(s) shall be available at the annual meeting and at each Board of Directors meeting. Copies of these documents shall be made available to any member, upon request, at a nominal copying charge.
- e. Assist the President in the preparation of the agenda for Board of Directors meetings and any other Association meetings.
- f. Provide, or cause to be provided, minutes of each Board of Directors meeting and general membership meeting to Board members within two weeks of the meeting.
- g. Be a signatory on all bank accounts holding the Association's funds.

## 4. TREASURER

In addition to the duties normally associated with this office, it shall be the duty of the Treasurer to:

- a. Keep, account for, deposit and disburse the Association's funds, as approved by the Board of Directors.
- b. Be a signatory on all bank accounts holding the Association's funds.
- c. In cooperation with the President, by the end of each fiscal year prepare and submit to the Board of Directors, for its approval, a budget for the following fiscal year.
- d. Monitor all expenditures and make a report of the Association's finances to the Board of Directors and the Association membership at each of its meetings.

## 5. IMMEDIATE PAST PRESIDENT

At the conclusion of his/her term of office, the President shall become the Immediate Past President and shall continue service as a voting member of the Board of Directors in an advisory capacity until the conclusion of the succeeding President's term in office.

## 6. *EX OFFICIO* MEMBERS

Because of their importance to the operation of the Association, the following individuals shall serve on the Board of Directors in an *ex officio* capacity, with no vote: The Newsletter Editor, the Webmaster for the Association's website, any appointed Legal Advisor (who may also act as recording secretary if requested), and any Board designated US-based or European-based Group Historians.

### C. TERM OF OFFICE

The term of office shall be two (2) years, and officers shall be elected by majority vote of the Members attending a regularly scheduled general membership meeting. Officers shall assume their responsibilities at the conclusion of the general membership meeting following their election. There is no limit to the number of consecutive terms an officer may serve.

### D. VACANCY OF OFFICE

An officer may resign at any time by providing written notification to the President. If the resignation is for the office of President, written notification shall be provided to the Secretary. A vacancy occurring in an elected office of the Association shall be filled for the remainder of the term by appointment by the President, with the approval of a majority of the Board of Directors. A vacancy in the office of the President shall be filled by the Vice-President. In the event that an officer becomes remiss in the performance of his/her duties, which could include but not be limited to allowing membership to lapse, absence at three consecutive board meeting, or an inability to perform assigned tasks, after proper notification of the officer involved and an opportunity to present to the Board an explanation of his/her actions, the officer may be relieved of his/her duties by a two-thirds majority vote of the Board of Directors, who shall then provide the officer with written notice of this action.

## **Article V. BOARD OF DIRECTORS**

### A. COMPOSITION

The Board of Directors shall consist of the four officers and the Immediate Past President, plus four (4) additional Members in good standing who shall serve as Directors. Directors shall serve terms of four (4) years with the option of being re-elected, but no Director shall serve more than two (2) full consecutive terms.

### B. RESPONSIBILITIES

The responsibilities of the Board of Directors are to:

1. Oversee and be responsible for the administration and conduct of the business affairs of the Association, including establishing dates and sites of annual general membership meetings.
2. Actively promote and uphold the purposes, objectives and policies of this Association, as stated in Article II of this document and in the Operating Procedures.
3. Work toward increasing and maintaining memberships, and developing and maintaining the various programs for the Association membership.
4. In cooperation with the President, establish written operating policies and procedures governing Association activities and programs.
4. Monitor the annual budget of the Association, as submitted by the President and the Treasurer.
6. Delegate to committee members such duties as directed by the President and/or the Board of Directors.
7. Establish membership fees or any such form of dues for membership.
8. In carrying out their overall supervisory responsibility, the Association officers and/or Board of Directors may request advice and reports from outside entities and organizations.

### C. AUTHORITY

The Board of Directors shall be fully empowered to expedite such administrative affairs as may require action between the annual meetings of the Association.

## D. MEETINGS

### 1. Board of Directors Meetings

The Board of Directors shall meet in open session during the annual general membership meetings of the Association, and on such other occasions as called by the President. The Secretary will notify, or cause to be notified, all Board members of regularly scheduled meetings at least one (1) month prior to any such in person meeting or two (2) weeks prior to a meeting held by electronic means.

### 2. Special Meetings

The President may call special meetings of the Board of Directors, to be held in person or by electronic means. Notice of such meetings and the reasons therefore shall be transmitted to the members of the Board by the Secretary at least one (1) month prior to any such in person meeting or one (2) weeks prior to a meeting held by electronic means.

### 3. Minutes

Minutes of all Board of Directors meetings shall be furnished to the members of the Board within fourteen (14) days of said meetings.

### 4. Quorum

A majority of the voting members of the Board of Directors shall constitute a quorum for the legal transaction of Association business.

### 5. Voting

Each Board member is limited to one (1) vote. Unless otherwise stated in this document, a simple majority is all that is necessary to conduct business requiring a vote.

## E. VACANCY OF OFFICE

A Director may resign at any time by providing written notification to the President. A vacancy occurring in a Director position shall be filled for the remainder of the term by appointment by the President, with the approval of a majority of the Board of Directors. In the event that a Director becomes remiss in the performance of his/her duties, which could include but not be limited to allowing membership to lapse, absence at three consecutive board meetings, or an inability to perform assigned tasks, after proper notification of the Director involved and an opportunity to present to the Board an explanation of his/her actions, the Director may be relieved of his/her duties by a two-thirds majority vote of the Board of Directors, who shall then provide the Director with written notice of this action.

## **Article VI. NOMINATIONS AND ELECTIONS**

The four (4) Directors, each serving terms of four (4) years, shall be apportioned so that the term of one (1) Director expires each year. The election of the Board of Directors and any expiring officer positions shall be conducted in the following manner.

### A. The President shall three months prior to the next scheduled annual general membership meeting:

1. Appoint, or cause to be appointed, a Nominating Committee of three to five Members in good standing (at least one of which shall be a Board member whose term is not expiring) to propose nominations for the Board or any officer position to be filled at the upcoming annual general membership meeting;
2. establish the schedule of closing dates regarding the nominating and election process; and
3. notify the general membership of the names of the appointed committee, closing dates, and call for general nominations.

- B. Only current Members in good standing shall be eligible to be nominated to Board membership or officer positions.
- C. A nomination may be made by the Nominating Committee for any Member who meets the eligibility requirements, or may be submitted by any Member to the Nominating Committee:
  - 1. A nomination may be made by a Member on his or her own behalf;
  - 2. a nomination may be made for another Member only with the nominee's consent;
  - 3. nominations originating outside the Nominating Committee do not require a second;
  - 4. nominations may be made by Members from the floor during the general membership meeting; and
  - 5. members of the Nominating Committee are not precluded from being nominated for a position.
- D. Each Member is entitled to one (1) vote.
- E. Voting shall be by written secret ballot. An official ballot shall be distributed, or caused to be distributed, by the Secretary to each eligible voting Member at the general membership meeting; however, when a position is uncontested the membership may select a proper alternative, such as a voice vote by acclamation.
- F. Counting of the ballots shall be conducted at the general membership meeting by non-nominated members of the Nominating Committee and/or the Board of Directors.
- G. The nominee receiving the largest number of votes shall be elected. In the event of a tie, a new ballot, involving only those tied for a position, shall be distributed by the Secretary to the general membership with appropriate instructions.
- H. Notification of ballot results shall be made by the President to the general membership at the annual meeting, through publication in the Association newsletter, and on the Association website. Newly elected Board members and officers shall begin their term of office at the conclusion of the Association's general membership meeting.

## **Article VII. ASSOCIATION MEETINGS**

### **A. MEETINGS**

- 1. Annual Meetings. At such time and place as designated by the Board of Directors there shall be an annual meeting of the membership of the Association for the purpose of setting or reviewing the activities, policies and procedures of the Association. A preliminary notice of the date and site of the annual meeting shall be sent to the Association members at least 60 days prior to the annual meeting date.
- 2. Special Meetings. Special meetings of the Association membership may be called as deemed necessary by the President or a majority of the Board of Directors.

### **B. NOTIFICATION OF MEETINGS**

Final written notification of the annual meeting, or the only notification of any special meetings or membership recourse meetings, shall be distributed to each Member in good standing thirty (30) days in advance to the listed address of record via surface mail, email and/or notification published in the Association's newsletter and website. An agenda for the meeting shall be included in the notification.

### **C. AUTHORITY**

At regular meetings any business of the Association may be transacted. At special meetings of the Association only that business for which the meeting was called will be transacted.

#### D. QUORUM

For official transaction of Association business at annual or special meetings, a minimum of ten (10) percent of the Members in good standing or twenty (20) Members in good standing (whichever is the lesser number) must be present to constitute a quorum, of which a minimum of two (2) must be officers.

#### E. VOTING

Each Member in good standing is limited to one (1) vote. A simple majority is all that is necessary to conduct business requiring a vote. A secret written ballot may be called for by a simple majority with a show of hands, except as otherwise specified in this document.

### **Article VIII. STANDING COMMITTEES**

The Standing Committees and *ad hoc* committees necessary to facilitate the business of the Association shall be appointed as necessary by the President in cooperation with the Board of Directors. The structure and operation of such committees are as follows:

#### A. CHAIR

The Chair of each standing or *ad hoc* committee shall be a Member in good standing appointed on an annual basis by the President, with approval of the Board of Directors.

#### B. MEMBERS

Each standing or *ad hoc* committee shall be comprised of two (2) to four (4) additional Members in good standing who are appointed by the Chairs of the respective committees, with the approval of the Board of Directors.

#### C. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of these committees shall be to assist Board of Directors in the carrying out of their duties. By the end of the third quarter of each fiscal year the chair of each standing or *ad hoc* committee shall inform the Treasurer of their committee's proposed budget for the following fiscal year, if Association funds are to be used.

### **Article IX. PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order are the general rules of order, except where they may conflict with the provisions of this document or the Association's Operating Procedures, and in such cases this document or the Association's Operating Procedures shall prevail.

### **Article X. SAVING CLAUSE**

Failure of literal or complete compliance with provisions of this document or the Association Operating Procedures in respect to dates and times of notice or the sending or receipt of the same, or errors in phraseology of notices or proposals, which in the judgement of the members present at any meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board, officers or members at any such meetings.

### **Article XI. NON-DISCRIMINATION CLAUSE**

Membership in this Association or its Board of Directors or its officers shall be without regard to age, sex, ethnic origin or disability.

## **Article XII. AMENDMENTS**

This document can be amended only at the annual meeting of the Association, provided that the proposed amendment has been submitted in writing to the Secretary sixty (60) days prior the date of the annual meeting. The Secretary shall submit such proposed amendments to an *ad hoc* committee on constitutional amendments appointed by the President and approved by the Board of Directors. This committee shall review all proposed amendments and ensure that they are distributed to the membership, with the committee's recommendation for approval or rejection, no later than thirty (30) days prior the annual meeting. An affirmative vote by two-thirds of the Association's Members in good standing in attendance shall be necessary to amend this constitution.

edz 7 October 2022 Draft 1  
edz 29 January 2023 Draft 2  
edz 10 August 2023 Draft 3

Adopted by the membership –