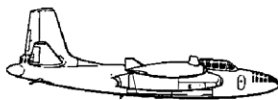
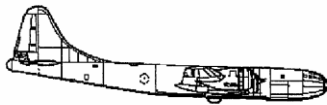


91st Strategic Reconnaissance Wing Association

By-Laws

10 September 2007



Organized 7 September 1995

Incorporated 27 March 1996

(Replaces By-Laws 7 September 1995)

91st SRWA By-laws - Appendix
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Definitions

Appointment = the request and voluntary acceptance of a task or position.

Board = Board of Directors

Member = Founding Members and/or Active Members

PUFL = Paid Up For Life

SAA = Sergeant-at-Arms

RC = Reunion Committee (Chairman = RCC)

MC = Membership Committee (Chairman = MCC)

NC = Nominating Committee (Chairman = NCC)

Members Generally Drawn From:

91st Strategic Reconnaissance Wing (1948-1957) (McGuire, Yakota, Barksdale and Lockbourne Air Force Bases)

91st Headquarters and Headquarters Sq, 91st Photo Recon Sq,
91st SRS, 322nd SRS, 323rd SRS, 324th SRS, 91st Air Refueling Sq,
16th Photo Recon Sq, 31st SRS, 6091st Recon Sq,
91st Field Maintenance Sq, 91st Periodic Maintenance Sq,
91st Armament & Electronics Maintenance Sq,
91st Reconnaissance Technical Sq, 91st Communications Sq,
91st Supply Sq, 91st Air Police Sq.

91st Strategic Reconnaissance Wing Association By-Laws



91st Strategic Reconnaissance Wing Association By-Laws as adopted 10 September 2007. (This document replaces the Constitution and By-Laws of September 7, 1995.)

ARTICLE 1

NAME, PURPOSE AND SCOPE

Section 1

The name of this organization is "91st Strategic Reconnaissance Wing Association" (91st SRWA).

The Association's motto is: **Patriotism-Pride-Brotherhood.**

Section 2 -

The purpose of 91st SRWA is to perpetuate the history and memory of the 91st Strategic Reconnaissance Wing (91st SRW) and to promote and strengthen a spirit of camaraderie among its members. To further these goals, an annual reunion will be held; a twice yearly newsletter will be published; a website will be maintained; and an archive of 91st SRW memorabilia will also be maintained. (The reunion during even numbered years shall be considered as the "official" reunion for elections, etc.; the reunion held during odd numbered years will be primarily to promote camaraderie.)

Section 3

The 91st SRWA is a nonprofit corporation, incorporated in the state of Ohio on the 27th day of March 1996.

(a) The attached incorporation documents are considered a part of these By-Laws and are maintained by the 91st SRWA Statutory Agent.

(b) Upon liquidation or dissolution of the corporation, after payment of all liabilities of the corporation or due provision therefore, all of the assets of the corporation shall be distributed to one or more similar organizations exempt from taxation under the provisions of section 501(c) (3) of the Internal Revenue Code. Priority will be given to The National Museum of the United States Air Force located at Wright-Patterson AFB, Ohio, organizations whose purpose and objectives are similar to those of the Association, or to another military museum designated by a majority vote of the Board.

(c) In addition to financial assets, all administrative records, all archival material and website data, are considered to be assets of the Association unless copyrighted by another party.

**ARTICLE II
MEMBERSHIP**

Section 1

There shall be four classes of membership: Founding, Active, Associate, and Honorary.

Section 2

Founding Member- Those persons who were assigned or attached to the 91st SRW between 10 November 1948 and 8 November 1957 and who joined the Association on or before 5 May 1996. Founding Members shall be entitled to participate fully in the affairs of the Association.

Section 3 (Amend #1) (Italic was removed and replaced)

Active Member - Those persons who were assigned or attached to the 91st SRW between 10 November 1948 and 8 November 1957 and who joined the Association after 5 May 1996. Active members shall be entitled to participate fully in the affairs of the Association.

Active Member - Those persons who were assigned or attached to the 91st SRW between 10 November 1948 and 8 November 1957 and those persons assigned or attached to subsequent Air Force units designated "91st." This includes, but is not limited to, the 91st Bombardment Wing (15 November 1962 - 25 June 1968), the 91st Space Wing (originally, Strategic Missile Wing and Missile Wing) (25 June 1968 - Still Active), 91st Air Refueling, 91st Intelligence Squadron, 6091st Reconnaissance Squadron, etc. Active members shall be entitled to participate fully in the affairs of the Association.

Section 4 (Amend #3) (Italic was removed and replaced)

Associate Member - Those persons who find a kinship with the Association and support its goals and purpose, but who were not members of the 91st SRW at any time. Associate members shall be entitled to participate fully in the affairs of the Association with the exceptions of holding elective office and having voting privileges.

Associate Member - Those persons who find a kinship with the Association and support its goals and purpose, but who were not members of the 91st SRW at any time. Associate members shall be entitled to participate fully in the affairs of the Association with the exceptions of holding elective office and having voting privileges. An Associate Member shall become an Active Member upon remitting dues for the second time; approximately two years after joining; they will gain all rights and privileges of the same. Those Associate Members already on the roles when this amendment is passed shall be designated Active Members on the date of passage.

Section 4a (Amend #4) (Adds 2 sentences)

Lifetime Associate Member - Shall be bestowed upon the surviving spouse of a Member. Others as deemed appropriate by Officers of the Board may also be made Lifetime Associate members. Lifetime Associate Members shall be entitled to participate fully in the affairs of the Association with the exceptions of holding elective office and having voting privileges; they have no requirement to pay dues.

Change Section 4a by adding the following to above:

Life Associates may become Active Members by applying to pay dues. A widow of a member paid-up-for-life immediately becomes a PUFL Active Member.

Section 5

Honorary Member - those persons, who have performed service for and in the best interests of 91st SRWA, and others, may be granted honorary membership by a two thirds vote of the Board. Honorary membership is conferred for life. Honorary Members shall be entitled to all the rights and privileges of Associate members; they have no requirement to pay dues.

Section 6

Members - Within this document the word "Members" includes both Founding Members and Active Members.

Section 7

Members and Associate Members that elect "Life Membership" will be identified on rosters, etc., by the use of "Life" and/or "PUFL" (paid up for life).

ARTICLE III

DUES

Section 1

The biannual dues of the 91st SRWA shall be \$30.00, payable in advance during the month of June of even numbered years; Members and Associate Members are delinquent as of July 1 in the same year if their dues remain unpaid. Dues of new members shall be prorated for the biannual period, but no less than \$15.00. New members joining between January 1 and June 30 of an even numbered year shall pay only the dues that will be due in June.

Section 2 (Optional Life Membership dues)

(Amend #1) (Underlined Italic was removed and replaced.)

Life Membership dues (nonrefundable) may be paid as an alternative, based on the following table, using age as of July 1 of the even numbered year in which dues is being paid:

Added:

56 - 60 @ \$350.00	
51 - 55 @ \$375.00	
46 - 50 @ \$400.00	
41 - 45 @ \$425.00	
36 - 40 @ \$450.00	
35 or younger @ \$500.00	
<u>65 or younger @ \$325.00</u>	
61 - 65 @ \$325.00	76 - 77 @ \$175.00
66 - 67 @ \$300.00	78 - 78 @ \$150.00
68 - 69 @ \$275.00	80 - 81 @ \$125.00
70 - 71 @ \$250.00	82 - 83 @ \$100.00
72 - 73 @ \$225.00	84 - 85 @ \$75.00

74 - 75 @ \$200.00

86 - 87 @ \$50.00

88 or older @ \$25.00

Section 3

A member or Associate Member who has paid dues for the current two year period shall be considered to be in good standing. Lifetime Associate Members and Honorary Members are always in good standing.

Section 4

(a) Applicants for membership and current members remitting dues shall complete a form designed by the Secretary for these purposes. The completed form and check payment will be sent to the Treasurer.

(b) The Treasurer will deposit the funds in the association's account and issue the member the appropriate membership card.

(c) The Treasurer will send a photocopy of the completed form to the Secretary annotated to show actions completed.

(d) The Secretary will update membership records appropriately.

ARTICLE IV

SUSPENSION OF MEMBERSHIP

Section 1

Any member may be dropped for good and sufficient cause as determined by the Board, after a notice and hearing.

Section 2

Members who fail to pay their dues within sixty days from the date such dues become due and payable shall be notified by the Secretary. If, after such notification, payment is not received within the succeeding thirty days they shall without further notice and without hearing forfeit all rights and privileges of membership in the Association. They shall be dropped from the Association membership roster after the Secretary has taken all reasonable measures to ensure the Member's intent to disassociate themselves. In no case, shall this be extended beyond the succeeding dues period.

Section 3

Any Member who has been dropped for nonpayment of dues may be reinstated upon reapplication for membership and payment of dues due at the time of reapplication plus the preceding period. To retain Founding Member status dues must be paid for all periods.

ARTICLE V

FISCAL YEAR AND BUSINESS MEETINGS

Section 1

The fiscal year for the Association shall be the calendar year.

Section 2

There shall be a Business Meeting of the Association held during the annual Reunion. This information shall be publicized in the Recon Recorder and on the 91st SRWA website.

(a) The purposes of the Business Meeting during odd numbered years are for determining the location of the reunion to be held two years hence, for recommending reunion locations three years hence, for counting the votes for or against accepting amendments to the By-Laws, for considering new business brought before the Association, and for performing other tasks mandated by these By-Laws.

(b) The purposes of the Business Meeting during even numbered years are the same as Section 2(a) and; for the floor nomination of Members for an elective position in the Association, and; for counting the votes for the election of the Board. (Nominations and elections are covered in Article VIII.)

Section 3

Special meetings of the Board may be called by the President, or a majority of the Board to dispose of emergency situations or problems. A Member in good standing, upon written notice to the Secretary, may request the Board consider a meeting for a specific subject. In the latter case, a majority vote of the Board must concur with the call for a meeting. Special Meetings will be conducted via a series of telephone calls and/or written communication, with the President serving as the focal point.

Section 4

In the absence of both the President and the Vice-President, the presiding officer shall be the Secretary; in the absence of the Secretary, the Treasurer shall preside; in the absence of the Treasurer, the Archivist; and then the Chaplain; in the absence of these officers, the Directors present shall elect a temporary presiding officer.

Section 5

The President may appoint a Member in good standing as Sergeant-at-Arms (SAA). The SAA's duty shall be to enforce Robert's Rules of Order at any Board meeting, at the annual Business Meeting, and at other special meetings as may be called. The SAA serves at the pleasure of the President and is not a member of the Board.

ARTICLE VI

GOVERNMENT

Section 1

The government of 91st SRWA shall rest in the hands of six Officers and five Directors. The Officers of 91st SRWA shall be the President, Vice-President, Secretary, Treasurer, Chaplain, and Archivist. These Officers and Directors constitute the Board of Directors (Board) of the Association. The members of the Board, singly or as a whole, shall be referred to as the "Board" or "Board Member(s)" in these By-Laws.

Section 2

Each member of the Board shall be elected for a term of two years. Their term will begin at the end of the even numbered year's Business Meeting and will end at the end of the next even numbered year Business Meeting. When an appointment is made to fill a vacancy the term will expire at the end of the next even numbered year's business meeting.

Section 3

Each member of the Board must be a Member in good standing. No person may occupy more than one position on the Board at the same time. Board members may be appointed to temporarily perform the duties of a vacant position. (See Article IX.)

Section 4

The President may from time to time make such appointments as may be necessary for the conduct of the Association's activities. These appointments must be approved by a majority of the Board, as noted in these By-Laws.

ARTICLE VII

STANDING COMMITTEES

Section 1

Reunion Committee (RC):

The Association membership will set the city for holding reunions during the annual meetings. The President, with the approval of a majority of the Board, will appoint a Member as Reunion Committee Chairman (RCC) for each planned reunion. The RCC is responsible for planning and implementing such tasks as may be necessary for the reunion's success. By mutual agreement with the RCC, the President will appoint additional Members in good standing to the RC. All members of the RC serve at the pleasure of the President. There will usually be two active RCs because of the time needed to set up and implement a reunion.

- (a) The RC shall set the dates and reunion site.
- (b) The RCC may sign those contracts binding on the corporation, which are required to accomplish the designated tasks.
- (c) The RCC shall submit periodic reports as directed by the Board and shall inform the President of any extraordinary events in a timely manner.
- (d) The RCC may be removed from office only for malfeasance or nonperformance.
- (e) The RCC is not a member of the Board, nor are any members appointed to assist him. (This does not preclude Board members from serving in these capacities.)
- (f) Committee members shall not be reimbursed for personal expenses such as travel, meals, etc., but only for expenses directly attributed to the Reunion itself. The Board shall determine which expenses are reimbursable and to what extent.

Section 2

Membership Committee (MC):

The President, with the approval of a majority of the Board, will appoint a Member as Membership Committee Chairman (MCC). The MCC shall serve at the pleasure of the President. By mutual agreement, the President and the MCC may appoint additional Members to the Committee.

(a) The MCC is not a member of the Board, nor are any members appointed to assist him. (This does not preclude Board members from serving in these capacities.)

(b) The primary function of the MC is to locate former members of the 91st SRW. Once located, such people should be contacted by the MCC or Secretary and made aware of the 91st SRWA and its purpose, publication, website, annual reunions, etc.

ARTICLE VIII (Amend #2) (Underlined Italic was removed and replaced.) Deletes all references to proxies within the By-laws.

VOTING

All Members in good standing are eligible to vote on all issues. Voting for Candidates for the Board; for future cities for reunions; and on changes to the By-Laws, shall all take place during scheduled Business meetings. Members present at the Business Meeting shall present their own ballots, and any proxy ballots assigned to them, to the Secretary. The Secretary will tally the votes of the Members present, of proxies that they may represent, and of paper ballots received by him by the specified due date. All ballots must be verified by the Secretary and the Board as to eligibility and the final ballot count. The Members who are voting proxies must specify in writing the Members whom they represent. The Secretary shall retain all ballots and voting information for a period of one year.

All Members in good standing are eligible to vote on all issues. Voting for Candidates for the Board; for future cities for reunions; and on changes to the By-Laws, shall all take place during scheduled Business meetings. Members present at the Business Meeting shall present their own ballots to the Secretary or by a show of hands. The Secretary will tally the votes of the Members present and of paper ballots received by him by the specified due date. All ballots must be verified by the Secretary and the Board as to eligibility and the final ballot count. The Secretary shall retain all ballots and voting information for a period of one year.

Section 1 - Election of Officers and Directors

The President, with the approval of a majority of the Board, will appoint a Member as Nominating Committee Chairman (NCC). By mutual agreement, the President and the NCC may appoint additional Members in good standing to the Committee. All members of the NC shall serve at the pleasure of the President. The NC shall prepare a slate of candidates for election to the Board during the next scheduled election.

(a) The NCC is not a member of the Board, nor is any Members appointed to assist him. (This does not preclude Board members from serving in these capacities.)

(b) The NCC will present the list of candidates to the Board no later than 1 November preceding the election. The NC shall specify at least one name for every position on the Board.

(c) Robert's Rules of Order, Newly Revised, Chapter XIV, Nominations and Elections, shall govern the NC. If there is disagreement between Robert's Rules and these By-Laws, the By-Laws shall take precedence.

(d) The following information shall be set up on a ballot by the Secretary which will be used for mail-in voting and at the Business Meeting. The ballot will be made a part of the Recon Recorder and will be posted on the Website. It will include:

(1) The Nominations Committee's list of candidates for all the various positions on the Board.

(2) Space to "write-in" names not on the slate.

(Amend #2) (3) & (4) deleted

(3) Provision for designation of a Member to act as a proxy.

(4) Provision so that a member may designate a Board position (e.g., Archivist) in lieu of a named individual as his proxy.

(5) If provided by the candidate, a biography or statement, not to exceed two hundred words, may accompany the ballot.

(6) The return due date for paper ballots and notification of a proxy shall be clearly stated on the ballot.

(e) The ballot will be provided to the membership in the January issue of the Recon Recorder preceding the election. It shall be posted on the Association website in the same form.

Procedure: Members not attending the Business meeting may appoint a proxy to vote for them or may use the ballot in the Recon Recorder or on the website as a paper ballot, which must be mailed to the Secretary so that he will receive it at least two weeks before the Business Meeting. Before selecting a proxy the Member must ascertain that the proposed proxy is eligible and is attending the Business Meeting. Members shall also communicate with their proxy about how he shall vote. It is not necessary for a Member to specify to their proxy how he should vote on all or any issues; the Member may simply instruct the proxy to vote as he (the proxy) sees fit. The designation of a proxy may be withdrawn by the Member by notifying the Secretary of this at least two weeks before the Business Meeting or in person at the meeting before the election process begins. A Member acting as a proxy for another Member retains his own right to vote.

Procedure: Members not attending the Business meeting may use the ballot in the Recon Recorder or on the website as a paper ballot, which must be mailed to the Secretary so that he will receive it at least two weeks before the Business Meeting.

Section 2 - By-law Amendments

The notification and voting on amendments to the By-Laws shall follow the same general procedure as elections. Published in ballot form in the Recon Recorder and on the Website, submitted to the Secretary, and tallied at the Business Meeting.

Section 3 - Reunion locations (Amend #3) (Underlined Italic was removed and replaced.)

The Members shall recommend possible cities and dates (if appropriate) for a reunion three years hence during the Business Meeting. The notification and voting on reunion cities shall then follow the same general procedure as elections. Published in ballot form in the Recon Recorder and on the Website, submitted to the Secretary, and tallied at the next Business Meeting.

Reunion location voting be limited to those attending the reunion when the vote is taken.

Section 4 - Results

(a) A simple majority of those voting shall suffice to win a Board Member election or a reunion site election.

(1) If the result of the vote on any position is less than a majority, a second vote will be taken considering the top two candidates. If there is a tie after the second vote, the President, with two other Board members as witnesses, shall toss a fair coin to determine the winner.

(2) In the case of three or more contenders for reunion sites, a plurality vote shall be considered the winner. If there is a tie, a coin toss will be used.

(b) A two thirds majority of those voting are required for approval of an amendment to the By-Laws.

Section 5 - Mitigation

Since it is possible that any of the information discussed in this Article, e.g., the slate of nominated candidates for the Board, the question of the time and place of future reunions, and amendments to these By-Laws, may be added, deleted, or changed at any time before and during the annual Business Meeting, there is no possible way to guarantee that Members who do not attend the Business Meeting will be voting using the final information available at the time the ballots are cast.

Deleted: The use of a proxy mitigates this procedural shortcoming.

Delete all other references to proxies within the By-laws.

ARTICLE IX

DUTIES OF OFFICERS AND DIRECTORS

Section 1

The President shall be the chief executive officer of and spokesman for the Association. The President has the responsibility for the conduct of the Association and is responsible for the enforcement of the Association's By-Laws.

The President shall preside at all meetings of the Association.

The President shall call all meetings of the Board. The President shall approve all single disbursements of funds exceeding \$1,000, and shall keep a record of all such approvals.

(a) In the event of a vacancy in the office of President, the Vice-President shall assume the office and title of President during the unexpired term, e.g., until the next even numbered year Business Meeting. In this case, the new President shall appoint, with the majority approval of the Board, a Member in good standing to be the Vice-President of the Association until the next election of Board Members.

(b) The Vice-President must be kept informed by the President of any and all matters which the VP should be aware of in case the President cannot or will not perform his duties.

(c) While the Association is incorporated in Ohio, the President shall appoint an Ohio resident as Statutory Agent. Due to the

unique duties of the Statutory Agent, this appointment shall be continuous unless the Member resigns or is removed by the Board.

(d) In the event the Treasurer's position becomes vacant, or the Treasurer cannot perform his duties, no matter what the reason therefore, the President shall appoint the Statutory Agent as Acting Treasurer. He shall retain these additional duties until the Treasurer can again perform his duties, or until the Board appoints a new Treasurer. See Section 4 for additional details.

Section 2

The Vice-President, when called upon by the President, shall perform such duties as delegated by the President. The duties delegated shall be in compliance with the By-Laws of the Association. In the absence of the President, the Vice-President shall preside at all meetings of the Association. The Vice-President shall familiarize himself with the workings of the Association and prepare himself for assuming the Presidency and duties of the President in his absence.

Section 3

The Secretary shall perform duties delegated or prescribed by the President. The duties delegated shall be in compliance with the By-Laws of the Association.

(a) The Secretary shall keep an accurate count of the Members and collect other pertinent information about the membership.

(b) The Secretary shall notify each Member of his dues liability at least thirty days prior to the due date by publishing such notice in the January issue of the Recon Recorder in even numbered years.

(c) The Secretary shall keep Members apprised of significant and important issues. He will use e-mail; the Association's website; or, if important in his judgment, by U.S. Mail.

(d) The Secretary shall keep and preserve the non-financial records of the Association. This includes all records produced by the Standing Committees, all information about proposed amendments to the By-Laws, and all voting materials used at the Business Meetings.

(e) The Secretary shall verify and complete the ballots by using the information given to him by the NCC, and shall include information about any proposed amendments to the By-Laws.

(f) The Secretary shall oversee the voting at the annual Business Meeting.

(g) The Secretary shall record the minutes of all meetings of the Association. He shall distribute uncertified copies of the minutes to all Officers and Directors not later than sixty days after the meeting for which the minutes were written.

(h) The Secretary shall provide prospective Members with information about the Association.

(i) The Secretary shall set up procedures in order for the Board to hold an electronic meeting, which shall be interpreted to

mean a meeting in which all communication among the Board Members shall be by means of e-mail and/or telephone. The Secretary shall coordinate such meetings, keep minutes of the meeting, and save all relevant records. Such meetings will typically address only one issue, of significant import to the Association, in which a speedy resolution is of the utmost importance.

(j) The Secretary shall be the Editor of the Recon Recorder.

Section 4

The Treasurer shall be responsible for the custody of the Association's funds and their proper disbursement under the rules prescribed in these By-Laws. The Treasurer shall be the only disbursing Officer of the Association.

(a) The Treasurer shall present a quarterly report of receipts and expenditures to the Board Members, at the annual Business Meeting, and to Members in good standing at their request.

(b) The Treasurer shall establish interest bearing accounts (checking, savings, CD, or similar) in one or more financial institutions. Specific approval by the Board is not necessary, but the Board, by majority vote, may direct the Treasurer to use another institution(s) for specific accounts.

(c) All sums of money received by the Association shall be sent to the Treasurer in a timely manner. The Treasurer shall also deposit all received monies in a timely manner.

(d) The Treasurer shall immediately notify the Board if projected accounts payable exceeds the funds available.

(e) All requests by Members for money to be paid by the Association must have the written or verbal approval of the President if the request exceeds \$1,000.

(f) The Treasurer shall withdraw funds from the Association's accounts to pay all legitimate and necessary expenses incurred by the Association providing that:

(1) An expense voucher is submitted along with receipts for already incurred expenses, and,

(2) If the amount of the expense is over \$1,000, the voucher must be signed or verbally approved by the President.

(g) Any request for funds to be disbursed in advance for expected future expenses must be accompanied by a written explanation of such need and must be signed or verbally approved by the President as well as the requester. A detailed account of how this money was spent, along with all receipts, must be sent to the Treasurer as soon as possible. All unspent money must be returned to the Treasurer. The Treasurer shall check this report for consistency and account for all the money disbursed.

(h) The Treasurer shall pay all the Association's bills by check and will keep a record of all such expenditures.

(i) The Treasurer shall never issue or provide a "blank" check for any reason.

(j) The Treasurer shall provide upon the request of the Board, all books, vouchers, and related documents for inspection and verification.

(k) The Treasurer must maintain a current list of signatories for the Association's checking account (specifically, the signatures of the current President, Vice-President, Secretary, Treasurer and Statutory Agent).

(l) The title to CD's and other such instruments shall be set up so that the above named Signatories can get access to these instruments if the Treasurer should be incapacitated.

(m) In event the Treasurer cannot or will not perform his duties, the President, or in his absence the Vice-President, shall call for an immediate meeting of the Board, for the sole purpose of appointing a new Treasurer who will serve until the next election of Board members or until the original Treasurer is again able to perform his duties.

(n) Until such time as a new Treasurer is decided upon, the President shall appoint the Statutory Agent as Acting Treasurer, as a temporary measure to avoid financial problems for the Association. While acting in this capacity, he must adhere to all the Treasurer's duties as specified in these By-Laws.

Section 5

It shall be the duty of the Chaplain to open all meetings of the Association with an invocation for Divine Blessing upon the Association. The Chaplain shall also deliver a suitable eulogy before the Association during the annual banquet to mark the passing of Members of the Association. The Chaplain shall send get well wishes, sympathy cards or letters of condolences, as appropriate.

Section 6

The Archivist shall collect and file 91st SRW memorabilia and encourage the membership to share private collections and mementos.

(a) The Archivist will present for display appropriate memorabilia at the Association's reunions.

(b) The Archivist shall provide appropriate items to the Webmaster for the website.

Section 7

The five Directors shall oversee the activities of the Association's Officers, shall offer advice and consent on all Presidential appointments, as mentioned in these By-Laws, and shall do any tasks assigned to them by the Board. The Directors shall initiate discussions and corrective actions they deem necessary on issues concerning Association activities that are or might be in conflict with these By-Laws.

(a) The Directors shall investigate and report on any petition from a Member in good standing that specifies that some particular Member or Members of the Association are involved in activities not allowed by these By-Laws or are not performing activities stipulated to be done by these By-Laws.

(b) A simple majority vote of the Directors is required to issue nonbinding corrective action when performing the aforementioned duties. Board action is required to take binding action.

Article X

CONDUCT OF BOARD BUSINESS

Section 1

All Board Members of the Association shall serve until their successors have been elected or appointed as specified herein, or until the Officer or Director resigns his position. No Board member shall serve after the next election without being elected or reelected.

Section 2

Vacancies on the Board of the Association occurring between election Businesses Meetings shall be filled by appointment by the President of a Member, subject to the approval of the Board. This section does not apply to the Treasurer, who shall be replaced according to the procedure in Article IX, Section 4.

Section 3

Any Board member failing to attend four consecutive Board meetings may be dropped from the Board at the fourth meeting missed by majority vote of Board Members present, even if reelected at the Business Meeting. The President will appoint a new Board member from the Members in good standing, who will serve until the next election.

Section 4

There shall be at least one meeting of the Board annually, to be held at the time and place of the Reunion.

Section 5

Notice of a scheduled meeting of the Board shall be given to all Directors and Officers by the President or Secretary at least fifteen days before the meeting date. This may be a line entry on the reunion activities schedule.

Section 6

When a special meeting of the Board is imperative, the Secretary, at the direction of the President, shall institute an electronic meeting of the Board. If the Secretary is unable to do this for any reason, the President shall institute such a meeting. The Secretary (or President) will record minutes of the meeting and save all pertinent records. A copy of the minutes of such a meeting will be made available to the

membership as soon as possible, using the Association's publication and website.

ARTICLE XI

APPOINTMENT OF A QUARTERMASTER, STATUTORY AGENT, AND WEBMASTER

The President shall appoint a Quartermaster, a Statutory Agent, and a Webmaster, with the approval of a majority of the Directors. Each shall be a Member in good standing. They shall serve at the pleasure of the President.

(a) The duties of the Quartermaster are limited to procuring, storing, maintaining, transporting, and vending articles of clothing and other Association memorabilia.

(b) The duties of the Statutory Agent are to ensure the Corporation documents are submitted and maintained to the satisfaction of the State of Ohio. He will ensure the continual recognition of the 91st SRW Association as "Not for Profit."

(c) The duties of the Webmaster are limited to designing and maintaining the 91SRWA website, and reviewing and posting articles of interest, photographs and other Association items of interest (e.g. ballots).

(d) These three positions are in direct support of the Association and are not "Board" positions. However, this does not preclude a Board member from also serving in one of these positions.

ARTICLE XII

RESIGNATION OF OFFICERS, DIRECTORS, AND APPOINTEES

Section 1

The resignation of any Officer, Director, or Appointee, when delivered in writing to the President or Secretary shall become effective immediately or a date specified in the letter, but not later than the next election.

Section 2

The President shall appoint, as he sees fit, a Member to fill out the term of vacant positions. These appointments must be approved by a majority of the Board. The appointee shall be a Member in good standing.

ARTICLE XIII

COMPENSATION OF OFFICERS, DIRECTORS, AND APPOINTEES

All Officers, Directors and Appointees shall serve without compensation.

ARTICLE XIV

DISMISSAL OF A BOARD MEMBER

Section 1

A Board Member convicted of a felony shall be dismissed immediately and automatically from the Board.

Section 2

A Board Member may be considered for dismissal for misfeasance, malfeasance, or nonfeasance in regard to his duties as described in the By-Laws. In such a case, all Board Members must be given a written description of the problem, signed by the Member or Board Members bringing the complaint. Precise definitions are:

Misfeasance = Acting improperly or illegally in performing an action that is in itself lawful.

Malfeasance = Wrong or illegal conduct, or an unlawful act.

Nonfeasance = Failure to do something that is legally obligatory.

(a) If a simple majority of the Board does not agree with the complaint, then the complaint shall be dropped. Otherwise, the Member against whom the complaint has been lodged must then be given notice of intent to dismiss, including the specific charges against him.

(b) If he so chooses, a meeting of the Board will be called, with the sole purpose to allow him to justify his actions to the Board Members. If this procedure does not resolve the problem to the satisfaction of all the Board Members, then a vote will be taken by the Board Members on the question of dismissal. Two thirds majority (8 members) of the entire Board must vote in favor of dismissal in order to dismiss the Board Member. Failing that, the Member will retain his position on the Board and the complaint will be dropped.

(c) If the Member does not wish to justify his actions before the Board, he will be dismissed forthwith.

ARTICLE XV

LIABILITY

Section 1

No Officer, Director, or Appointee shall be personally responsible or personally liable for acts of commission or omission hereunder, but shall be liable only for actual malfeasance, meaning and intending hereby that no Officer, Director, or Appointee shall be responsible or liable for any honest errors of judgment on his part, but only for his own and corrupt breaches of trust.

Section 2

The 91st SRWA shall hold harmless, indemnify, and defend any 91st SRWA Officer, Director, or Appointee for any and all claims, demands, costs, expenses, or suits for damages from any activity or act of or performed by such Officer, Director, or Appointee performed in the furtherance of the aims of this Association.

ARTICLE XVI

QUORUM

Ten percent of the Members in good standing shall constitute a quorum for the annual Business Meeting of the Association. Six Board members shall constitute a quorum for a meeting of the Board, as long as the President or the Vice-President is one of them.

ARTICLE XVII

ORDER OF BUSINESS

All Business Meetings of this Association shall be conducted in accordance with "Robert's Rules of Order, Newly Revised", except where said rules may be in conflict with these By-Laws.

ARTICLE XVIII

PUBLICATIONS

(a) The Recon Recorder shall be the official newsletter of the Association, to normally be published by the Secretary in January and July of every year.

(b) A 91SRWA website established by the Webmaster shall be the official website of the Association, and shall be available continuously, except for short periods of time needed for computer hardware and software maintenance.

ARTICLE XIX

GUESTS

Section 1

Any person of good character with a genuine interest in the 91st SRWA may be a guest of a Member in good standing at the annual Reunion. The foregoing requirements for guests may be waived by the President for good reason.

Section 2

A guest may participate in all activities of 91st SRWA, except that a guest is not eligible to vote in any election and is not eligible to attend any Business Meeting.

ARTICLE XX

AMENDMENTS

Section 1

A proposed amendment to the Bylaws shall be submitted in writing to the Board. It shall be submitted in time for its inclusion in at least one issue of the Recon Recorder before the next annual Business Meeting. It shall also be put on the Association's website as soon as possible.

(a) Prescreening of proposed amendments shall be done by the Board, for editing and evaluation of the proposed amendment. A four fifths (9 members) majority vote of the Board is required to disqualify a proposed amendment.

(b) The considered opinion(s) of the Board Members shall be sent along with the notice of a pending amendment to the By-Laws to the Secretary for publication to the membership.

(c) The Secretary must prepare a ballot to be included in the Association's publications so the membership can vote for or against approval of the amendment.

(d) A two thirds majority vote of those Members voting shall be required for acceptance of the amendment.

(e) The date of approval must be permanently attached to all amendments to these By-Laws.

(f) An eligible voting member may use a proxy or return a paper ballot, as described in Article VIII.

Section 2

Once the Secretary and the Board verify the vote at the Business Meeting, the approved amendments go into effect immediately.

**ARTICLE XXI
SIGNIFICANT CHANGE OF PURPOSE**

Any significant departure from the purpose of the Association as stated in Article 1, Section 2, shall require the agreement of two thirds of the Board. Assuming that this happens, the change of purpose shall be fully described and then proposed as an amendment to the By-Laws. If the membership approves the amendment, then and only then shall the purpose of the Association be changed.

**ARTICLE XXII
ADOPTION OF THE BY-LAWS**

These new By-Laws, replacing the Constitution and By-Laws of September 7, 1995, shall take effect and be in force upon their adoption by a two thirds majority of the voting Board members and by a two thirds majority of the voting Members in good standing.

Adopted this 10th day of September, 2007.

Adoption certified by:

President, 91SRWA

Paul F. Kardian

Secretary, 91SRWA

James F. Bard, Jr.

A copy of these By-Laws will be provided to Board Members, Committee Chairs, Quartermaster, Webmaster and the Statutory Agent and to any Member upon request to the Secretary.

Amendments:

Amendment #1 - Expands membership to all subsequent 91st units and revises the Paid-Up-For-Life schedule to reflect younger age groups.

Amendment #2 - Deletes use of proxy voting.

Amendment #3 - Eliminates mail-in ballots for reunion locations.

Amendment #4 - Redefines Life Associates and Members.

91st Strategic Reconnaissance Wing Association
Amendment #1 to
By-Laws, 10 September 2007

Article II
Membership
Section 3

As now reads:

Active Member - Those persons who were assigned or attached to the 91st SRW between 10 November 1948 and 8 November 1957 and who joined the Association after 5 May 1996. Active members shall be entitled to participate fully in the affairs of the Association.

Change to read:

Active Member - Those persons who were assigned or attached to the 91st SRW between 10 November 1948 and 8 November 1957 and those persons assigned or attached to subsequent Air Force units designated "91st." This includes, but is not limited to, the 91st Bombardment Wing (15 November 1962 - 25 June 1968), the 91st Space Wing (originally, Strategic Missile Wing and Missile Wing) (25 June 1968 - Still Active), 91st Air Refueling, 91st Intelligence Squadron, 6091st Reconnaissance Squadron, etc. Active members shall be entitled to participate fully in the affairs of the Association.

Article III

Dues

Section 1, 3, 4 (No Change)

Section 2 (Optional Life Membership dues)

Change: "65 or younger @ \$325.00" to read "61 - 65 @ \$325.00"

Add: "56 - 60 @ \$350.00"

"51 - 55 @ \$375.00"

"46 - 50 @ \$400.00"

"41 - 45 @ \$425.00"

"36 - 40 @ \$450.00"

"35 or younger @ \$500.00"

**91st Strategic Reconnaissance Wing Association
Amendment #2 to
By-Laws, 10 September 2007**

ARTICLE VIII

VOTING

As now reads:

All Members in good standing are eligible to vote on all issues. Voting for Candidates for the Board; for future cities for reunions; and on changes to the By-Laws, shall all take place during scheduled Business meetings. Members present at the Business Meeting shall present their own ballots, and any proxy ballots assigned to them, to the Secretary. The Secretary will tally the votes of the Members present, of proxies that they may represent, and of paper ballots received by him by the specified due date. All ballots must be verified by the Secretary and the Board as to eligibility and the final ballot count. The Members who are voting proxies must specify in writing the Members whom they represent. The Secretary shall retain all ballots and voting information for a period of one year.

Change to read:

All Members in good standing are eligible to vote on all issues. Voting for Candidates for the Board; for future cities for reunions; and on changes to the By-Laws, shall all take place during scheduled Business meetings. Members present at the Business Meeting shall present their own ballots to the Secretary or by a show of hands. The Secretary will tally the votes of the Members present and of paper ballots received by him by the specified due date. All ballots must be verified by the Secretary and the Board as to eligibility and the final ballot count. The Secretary shall retain all ballots and voting information for a period of one year.

Section 1 (d) - Election of Officers and Directors

As now reads:

- (3) Provision for designation of a Member to act as a proxy.
- (4) Provision so that a member may designate a Board position (e.g., Archivist) in lieu of a named individual as his proxy.

Change to read:

- (3) Deleted
- (4) Deleted

Section 1

As now reads:

Procedure: Members not attending the Business meeting may appoint a proxy to vote for them or may use the ballot in the Recon Recorder or on the website as a paper ballot, which must be mailed to the Secretary so that he will receive it at least two weeks before the Business Meeting. Before selecting a proxy the Member must ascertain that the proposed proxy is eligible and is attending the Business Meeting. Members shall also communicate with their proxy about how he shall vote. It is not necessary for a Member to specify to their proxy how he should vote on all or any issues; the Member may simply instruct the proxy to vote as he (the proxy) sees fit. The designation of a proxy may be withdrawn by the Member by notifying the Secretary of this at least two weeks before the Business Meeting or in person at the meeting before the election process begins. A Member acting as a proxy for another Member retains his own right to vote.

Change to read:

Procedure: Members not attending the Business meeting may use the ballot in the Recon Recorder or on the website as a paper ballot, which must be mailed to the Secretary so that he will receive it at least two weeks before the Business Meeting.

Section 5 - Mitigation - The last sentence as now reads: The use of a proxy mitigates this procedural shortcoming.

Change to read:

Last sentence deleted.

Delete all other references to proxies within the By-laws.

**91st Strategic Reconnaissance Wing Association
Amendment #3 to
By-Laws, 10 September 2007**

A motion that reunion location voting be limited to those attending the reunion when the vote is taken was passed at the Membership meeting of 27 August 2012.

Appropriate paragraph(s) will be amended.

**91st Strategic Reconnaissance Wing Association
Proposed Amendment #4 to
By-Laws, 10 September 2007**

IAW Article XX, Amendments, the following proposed amendment is submitted to the Membership. Enter your vote and signature, and return this ballot to the Secretary to arrive at least two weeks prior to the 2016 meeting.

ARTICLE II, MEMBERSHIP, Section 4

As now reads:

Associate Member - Those persons who find a kinship with the Association and support its goals and purpose, but who were not members of the 91st SRW at any time. Associate members shall be entitled to participate fully in the affairs of the Association with the exceptions of holding elective office and having voting privileges.

Change Section 4 by adding to above:

An Associate Member shall become an Active Member two years after joining; they will gain all rights and privileges of the same. Those Associate Members already on the rolls when this amendment is passed shall be designated Active Members on the date of passage.

Section 4a

Lifetime Associate Member - Shall be bestowed upon the surviving spouse of a Member. Others as deemed appropriate by Officers of the Board may also be made Lifetime Associate members. Lifetime Associate Members shall be entitled to participate fully in the affairs of the Association with the exceptions of holding elective office and having voting privileges; they have no requirement to pay dues.

Change Section 4a by adding to above:

Life Associates may become Active Members by applying to pay dues. A widow of a member paid-up-for-life immediately becomes a PUFL Active Member.