

**NORTON - MARCH  
AIRCREW ASSOCIATION**  
By-Laws - 17 March 2016



**Organized 20 June 2015  
Incorporated 5 October 2015**  
◀Replaces By-Laws 19 November 2015▶



BY-LAWS  
OF  
**NORTON-MARCH AIRCREW ASSOCIATION, INC.**

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**BY-LAWS  
OF  
NORTON-MARCH AIRCREW ASSOCIATION, INC.**

**ARTICLE 1 - REGISTERED OFFICE AND REGISTERED AGENT**

**1.01** The registered office of the corporation shall be the same as listed on the articles of incorporation and at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The complete Principal Office address is:

Norton-March Aircrew Association, Inc.  
30152 Via Amante  
Menifee, CA 92584

**1.02** The name and address of the Registered Agent for the corporation is as follows. The Registered Agent is:

Northwest Registered Agent, Inc.  
906 W. 2nd Ave., Suite 100  
Spokane, WA 99201

The Corporation may have other offices within or outside the State of incorporation at such place or places as the Board of Directors may from time to time determine.

**ARTICLE 2 - PURPOSES AND POWERS**

**2.01 Purpose**

The Norton-March Aircrew Association, Inc. (NMAA), a 501(c)3 charitable non-profit California Corporation and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Norton-March Aircrew Association, Inc.'s purpose is to provide charitable donations and/or assistance to various military and veteran organizations, or possibly needy individual veterans; continue fostering relationships among association members, as well as being a forum for discussion of common issues among alumni of the 445 Military Airlift Wing, 63 Military Airlift Wing both, (formerly at Norton AFB, CA), 452 Air Mobility Wing Alumni, 163 Air Attack Wing (formerly 163 Reconnaissance Wing, 163 Air Refueling Wing) Alumni and will offer a direct channel of communication between alumni and the 452nd Air Mobility Wing. The NMAA will initiate programs that meet the needs of alumni, assist in fund raising and recruitment and will respond to requests for assistance from the Wing(s).

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501 (c)(3) section of the internal revenue code and are operated exclusively for charitable purposes.

At times, per the discretion of the board of directors, we may provide internships / scholarships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact to bond with our military organization channels and alumni.

**2.02 Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities accomplish, foster, or attain such purposes. The powers of the corporation may include, but not

limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### **2.03 Nonprofit Status and Exempt Activities Limitation.**

(a) Nonprofit Legal Status. Norton-March Aircrew Association, Inc. is a California non-profit benefit corporation, recognized as tax exempt under the Section 501 (c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No Part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Norton-March Aircrew Association, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Norton-March Aircrew Association, Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Norton-March Aircrew Association, Inc, by one (1) or more of its managing body which verified petition shall contain such statements as reasonable indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of California.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Norton-March Aircrew Association, Inc, then the court shall direct the distribution of its assets lawfully available to the Treasurer of the State of California to be added to the general fund.

## **ARTICLE 3 - MEETINGS**

### **3.01 Annual Meetings**

The association shall hold at least one annual board meeting. The time and place will be decided by the Board of Directors and, and the place at which any such meeting shall be held shall be stated in the notice of the meeting to the general membership.

The officers shall meet at least twice a year. All members may attend and participate in any meetings held by the officers. Voting rights will be determined by type of active membership in force by the individual member.

### **3.02 Special Meetings**

Special meetings of the members for any purpose may be called at any time by the

President, Board of Directors, or the members of not less than twenty percent of all voting members entitled to vote at the meeting.

### **3.03 Notices:**

(a) Notice of the time and place of an annual meeting of members shall be given by delivering personally, by mailing a written or printed notice of the same, or email notification of at least ten days, and not more than fifty days, prior to the meeting, to each shareholder of record entitled to vote at such meeting. Membership committee will keep updated email contact information of the membership in order to ensure proper official email notification.

(b) At least ten days and not more than fifty days prior to the meeting, written, printed or email notice of each special meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally, or mailed to each shareholder of record entitled to vote at such meeting.

## **ARTICLE 4- MEMBERSHIP**

Memberships of the Association will be offered to all Alumni from those who served in the various Wings and bases indicated in Article 2; to all current military personnel, as well as to the public at large. Membership year details and pricing is as follows:

(a) The membership year runs from 1 Jan to 31 Dec. Dues which are \$25.00 per year or \$65.00 for three (3) years, are payable NLT 1 Feb. Lifetime Membership are \$250.00. Checks should be made payable to the "Norton-March Aircrew Association."

(b) Membership definitions are explained in Article 9 - Definitions.

## **ARTICLE 5 – OFFICERS AND DIRECTORS**

### **5.01 Officers**

The officers of the Norton-March Aircrew Association, Inc. (NMAA) shall be a CEO/President, Vice President, CFO/Treasurer, and Secretary. Officers shall serve a two-year term.

### **5.02 Board of Directors**

The Norton-March Aircrew Association, Inc. (NMAA) shall also include nine (9) directors, to be elected from the general membership by a majority vote of the general membership. They shall constitute the Board of Directors. The Board of Directors shall be elected to serve for a four (4) year term or a two (2) year term. Initially, three (3) of the directors shall be elected to serve one four (4) year-term, and six (6) directors for a two-year term. Thereafter, with six (6) directors elected at each bi-annual election, three (3) of those directors shall be elected to serve for a (4) four-year term, and the other three (3) directors shall be elected to serve for a two (2) year term. This will allow better continuity in the Director rotation, as well as allowing members to participate on the board who initially may only want to serve for a shorter term.

### **5.03 Governing Board**

These Officers and Directors form the governing body of the association. The governing body may designate other officer positions as needed. The governing body initiates and coordinates the activities of the association in accordance with the statement of Purpose in Article 2.01.

### **5.04 Ex-officio Members**

The 452 AMW Commander, senior enlisted advisor and one staff officer (appointed by the wing commander) shall serve as ex-officio members of the governing body.

### **5.05 Responsibilities**

Responsibilities of Officers/Committee Chairs  
(SEE ARTICLE 10)

## **ARTICLE 6 - NOMINATIONS AND ELECTIONS**

(a) Ninety (90) days prior to the annual meeting, the secretary will solicit, from the general membership, nominations for the election of Officers and Directors. Authorized nominations from the general membership should be received not later than 15 days prior to the Bi-annual elections in order for the Nomination Committee (see Article 6 [b]), in order to ensure compliance of eligibility. Bi-annual elections will be held at the annual meeting prior to the expiration of the terms of the current officers.

(b) The CEO/President of the Board will appoint a Nomination Committee of (3) three current Board Members (at each regular election period) to provide a vetting process of the nominations from the general membership received from the Secretary for Director positions. This is to ensure compliance of the nominee's authorization and membership in good standing, in accordance with Membership rules in Article 9.

(c) Should a vacancy occur in any officer position, the President shall appoint someone to fulfill the remainder of the unexpired term.

## **ARTICLE 7 - STANDING COMMITTEES**

(a) The association shall have standing committees on fundraising, events and activities, and communications. For Responsibilities: (SEE ARTICLE 10)

(b) The chairperson of each standing committee shall be appointed by the president. Committee members shall be appointed by the committee chairperson.

(c) Any member of the Association in good standing may serve on any committee. Appointment by the committee Chairperson becomes a member's authority to serve on a committee.

## **ARTICLE 8 - INTERPRETATIONS AND AMENDMENTS**

(a) Interpretational questions regarding these by-laws shall be resolved by a vote of agreement of at least three officers.

(b) All amendments to these by-laws must first be approved by a vote of approval of at least three officers and then approved by a simple majority of the association members present at the annual meeting.

## **ARTICLE 9 - DEFINITIONS**

(a) Alumni shall mean all former U.S. military and civilian personnel of the 445 Military Airlift Wing, 63 Military Airlift Wing, 163 Air Refueling Wing, 163 Reconnaissance Wing, 452 Bomb Wing, 452 Air Mobility Wing, and other tenant Aircrew Organizations.

(b) Founding Member shall mean those persons who were stationed at Norton AFB, March AFB, or March ARB, during their time of Service in the U.S. Military and/or U.S. Civil Service; and who joined the NMAA and paid dues any time during the year of its founding in 2015. A Founding Member shall be entitled to participate fully in the Affairs of the Association including holding office and voting privileges.

(c) Active Member shall mean those persons who were stationed at Norton AFB, March AFB, or March ARB, during their times of Service in the U.S. Military and/or U.S. Civil Service and who joined the NMAA and who's dues are current. An Active Member shall be entitled to participate fully in the Affairs of the Association including holding office and voting privileges.

(d) Dropped Member shall mean a member who has been dropped for non-payment of dues. A Dropped Member may be reinstated upon reapplication for membership.

(e) Associate Member shall mean those persons who find kinship with the Association and support its

goals and purpose. Associate Members shall be entitled to participate fully in the Affairs of the Association with the exception of holding office and voting privileges.

(f) **Honorary Life Member** shall mean those Widows(ers) of Founding, Active, and Associate members. There are no dues for this class. All Widows(ers) of our deceased fellow Aircrew & Support Staff Members who would be considered for an Active Membership will automatically be offered and considered an Honorary Life Member of NMAA at the time such person applies.

(g) **Honorary Member** shall mean those persons who find kinship with the Association and support its goals and purposes and who are approved as an Honorary Member by the majority of the Board of Directors. They will not be charged dues.

## **ARTICLE 10 – OFFICERS / COMMITTEE CHAIR DUTIES**

(a) **CEO/President:** The CEO/President presides over all Board meetings, and such other special meetings that are specified herein, and manages the NMAA Programs and Activities. The President will assign specific duties to Board members, as he/she deems appropriate. The president shall preside at all meetings of shareholders and directors, shall have general supervision of the affairs of the corporation, and shall perform all other duties as are incident to his office or are properly required of him by the Board of Directors.

(b) **Vice-President:** The Vice-President presides over all Board meetings, and such other special meetings in the absence of the President, will be responsible for the duties of the President in his absence.

(c) **Secretary:** The Secretary shall issue notices for all meetings, (except for notices for special meetings of shareholders and special meetings of the directors which are called by the requisite number of members or directors), prepare and maintain the minutes of all Board Meetings and the minutes of the Annual Business Meeting, as well as maintain the minutes of all committee meetings, keep the minutes of all meetings, have charge of the seal and the corporate books, make such reports and perform other duties as are incident to his/her office, or are properly required of him/her by the Board of Directors. The Secretary also is custodian of pertinent Association documents and the Association master file.

The Assistant Secretary, or Assistant Secretaries in the order designated by the Board of Directors, shall perform all of the duties of the Secretary during the absence or disability of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

(d) **CFO/Treasurer:** The CFO/Treasurer is responsible for the financial affairs of the Association. He/she deposits and disburses Association funds, as the Board of Officers directs. The CFO/Treasurer prepares and maintains adequate financial records; maintains and manages Association accounts in financial institutions; and files appropriate annual tax statements/forms. The CFO/Treasurer also provides quarterly financial reports, to the Officers and Board of Directors for approval at each Board meeting. Financial reports consist of an Income-Expense Statement and a Liquid Asset Statement. The CFO/Treasurer prints and publishes a financial report annually for the benefit of all the members in an annual issue of the NMAA Newsletter. The CFO/Treasurer will be responsible for checking/receiving correspondence from NMAA Post Office Box at March ARB in a timely manner, forwarding appropriate correspondence to the President, Depositing and accounting for monetary receipts, forwarding Membership Applications to Membership Chairperson, forwarding Store Purchases Orders to Store-Memorabilia Chairperson as appropriate.

(e) **Sergeant-At-Arms:** - The Sergeant-At-Arms is responsible for all sign in sheets and meeting setups, including refreshments, retrieving any materials the board may have left upon leaving meeting facility. The Sergeant at Arms, under the direction of the presiding officers, maintains order and decorum among the members and all persons present at a meeting and may even expel persons from the meeting. He acts

as doorkeeper and is responsible for admitting only eligible persons. He acts as usher or directs the ushers and is generally responsible for the comfort and convenience of the members attending the meeting. If needed, it is his/her duty to arrange the meeting equipment, such as chairs and tables.

(f) **Statutory Agent:** The Statutory Agent is to provide a legal address within California jurisdiction and is available during normal business hours to facilitate any legal service of process in the event of a legal action or lawsuit, be the recipient of any official documents from the State of California required each year for tax and legal purposes, to forward such documents and notices to the entity itself; notify NMAA if the state government filing status is in "Good Standing" or not.

(g) **Webmaster:** The Webmaster will maintain the NMAA Website, ensure the web servers in communication with our Domain Web server company operate accurately, generate and revise web pages, with approval of President, and in coordination with the Newsletter Editor/Historian, examine and analyze site traffic, create and modify appearance and setting of site layout and content on web pages, deal with and respond to email, keep files small so sites load faster, and test different browsers.

(h) **Membership Committee Chair:** The Membership Committee Chair will develop the membership eligibility and good standing status requirements for submission to the Board and Officers for approval, develop an application form embodying the eligibility requirements, process all membership applications, maintain a current membership roster, and distribute the roster to members annually. The Membership Committee will receive applications from the Treasurer, annotate information and add Member(s) to the Membership rolls, and forward to Secretary for approval.

(j) **Memorial Committee Chair:** The Memorial Committee Chair will develop and maintain an ongoing list of deceased members of Alumni brother members and non-members, be the official representative of the NMAA at Individual Memorial Services (when possible), and will reach out to Family Members to offer any support deemed appropriate by the board of directors. The committee will also reach out to our Fallen Alumni spouses (when appropriate) and share the NMAA goals and objectives and offer each one a NMAA Life Associate Membership, help them fill out a Membership Application Form and forward to the Membership Chair.

(k) **Reunion Committee Chair:** The Reunion Committee Chair will plan, organize and run a Bi-Annual Formal Reunion upon each bi-annual approval of the Board and Officers. The Reunion Committee will receive feedback of each event/reunion, provide a report after each reunion and make recommendations to the Board and Officers for any potential future changes. The Committee will put a plan together for each Bi-Annual Reunion and present it to the Board and Officers the year before the event for approval. The Reunion Committee will work with the March ARB Support Committee for any assistance that they may need to fulfill their functions.

(l) **Store-Fulfillment Committee Chair:** The Store-Fulfillment Committee Chair is responsible for receiving Store Order Forms from the Treasurer, and submitting to the appropriate distribution company for the order properly, keep up with latest possible products of interest that could contribute to the profits of NMAA, whether sold on the Website via the Internet, or at Social functions, as well as handling any complaints from Members. The Committee will report quarterly, on orders, as well as a Profit/Loss Sheet to Board and CFO/Treasurer. It will also be responsible for attendance at social functions in order to sell authorized NMAA products.

(m) **Humanitarian Committee Chair:** The Humanitarian Committee Chair is responsible for receiving requests of charity from the general membership or the community at large as well as provide suggested use of funds for charitable purposes in accordance with the use of our funds under our Purpose in Article 2.01. The Committee will report quarterly or at normal Board meetings to submit requests for approval. The Humanitarian Committee Chair will be responsible for assuring funds were received to the authorized recipient of any charitable funds.



**ARTICLE 11 – VACANCIES**

Vacancies in any office, arising from any cause, may be filled by the Board of Directors at any regular or special meeting of the Board.

**ARTICLE 12 – DEPOSITORIES**

The moneys of the corporation shall be deposited in the Bank of America or such bank or financial institution as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by the CFO/Treasurer or such persons and in such manner as may be determined by resolution of the Board of Directors.

**ARTICLE 13 – AMMENDMENTS**

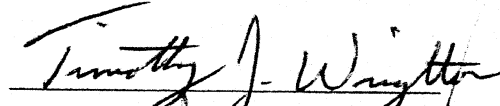
The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of this corporation. However any such alteration, amendment, or repeal of the Bylaws, may be changed or repealed by the holders of a majority of the membership entitled to vote at any shareholders meeting.

**CERTIFICATION OF BOARD OF DIRECTORS**

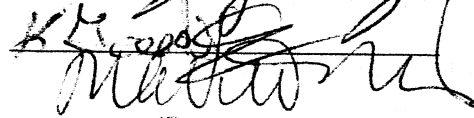
The undersigned hereby agree, acknowledge and certify to adopt these Bylaws.

Signed this 17th day of March, 2016.


Timothy J. Wrighton - CEO/President



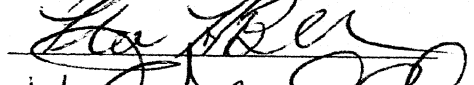
Kenneth H. Goode, Jr. - Vice President



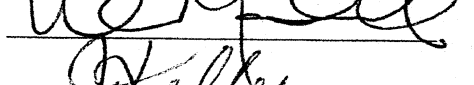
Majella A. Vito - Secretary



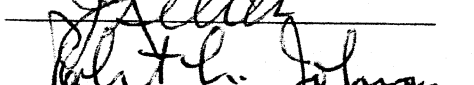
Michael Fortanas - CFO/Treasurer



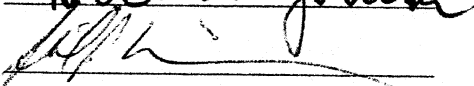
Thomas H. Block - Board Member



William C. Marshall - Board Member



Jo Keller - Board Member



Robert Johnson - Board Member

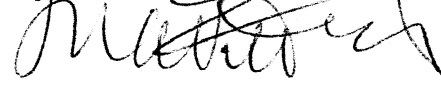


Al Williamson - Board Member

Upon motion made and seconded, the By-Laws were adopted.

Secretary of the Corporation:

Majella A. Vito



(Secretary)

Seal