

**C-7A Caribou Association
By-Laws**

Article 1. Preamble

The C-7A Caribou Association ("Association") is a veterans organization composed primarily of current and former members of the United States Air Force who were associated with the C-7A/B Caribou aircraft and who come together through communication and fellowship to remember their service to the United States of America and to honor the memory of those who were killed in such service during the war in Vietnam.

Article 2. Name

This Association shall be known as the "**C-7A Caribou Association**"

Article 3. Purposes

The Association is formed to:

- Foster fellowship among those who flew, maintained, or supported the C-7A/B Caribou
- Maintain interest in the C-7A/B Caribou and in its mission
- Maintain a roster of persons who may be eligible for membership
- Communicate with persons who may be eligible to join the Association
- Hold reunions of its members; and,
- Honor the memory of those who died in combat during C-7A Caribou operations in the Vietnam War.

Article 4. Membership

1. **Eligibility for Active Membership.** Persons eligible to be an Active Member are U.S. Air Force personnel or veterans who:

- Flew,
- Maintained, or
- Supported

the C-7A/B Caribou or the US Army CV-2.

a. **Active Members and Dues.** An "Active Member" is one who is eligible for membership and who has paid membership dues for the current calendar year. The Board of Directors ("The Board") or the active membership shall determine the amount required for dues, privileges or benefits of the Association.

b. **Active Member Rights and Privileges.** Only Active Members may vote or serve as an Officer or a Board Member. Active Members are entitled to receive the Association newsletter and such other membership benefits established by The Board or the Active Members.

c. **Honorary Lifetime Member.** The Board may designate an Active Member as an Honorary Lifetime Member ("HLM") for outstanding service to the Association. HLMs are accorded all the rights and privileges of active membership without the payment of dues.

d. **Roster of Possible Eligible Members.** The Board shall designate a person to maintain a roster of possible eligible members. The Board shall encourage contact with these persons to verify their status and encourage them to become Active Members of the Association.

2. **Other Categories of Relationship to the Association.** In addition to the categories described below, The Board is authorized to establish other non-voting categories of relationships to the Association under such terms, conditions, and benefits, as it deems appropriate.
 - a. An "**Associate Military Member**" is one who is a veteran of the United States Armed Forces who does not qualify for active membership and who pays dues for the current calendar year. An Associate Military Member is entitled to all benefits and privileges of membership except shall not be entitled to vote or serve as an Officer or a Board Member.
 - b. An "**Honorary Associate Member**" is a spouse of a deceased Active Member and shall be entitled to all benefits and privileges of membership as an Associate Military Member without the payment of dues.
 - c. "**Honorary Friends of the Association**" are relatives (other than a spouse) of a deceased Active Member who shall be entitled to such benefits and privileges as determined by The Board, without any payment, ~~[but who shall not be entitled to vote or serve as an Officer or Board Member]~~ but who shall not be members of the Association, and are not entitled to vote or serve as an Officer or Board Member².
 - d. "**Friends of the Association**" are those who apply to receive newsletters or other products offered by the Association under such payments or terms as The Board may set, set, but who shall not be members of the Association, and are not entitled to vote or serve as an Officer or Board Member².
3. **Meeting of Members.** ~~[An annual]~~¹ A meeting shall be held during a reunion for the purpose of reviewing the Association's financial status, plans, and actions, electing Officers and The Board Members, and conducting such other business that is properly brought before the meeting.
 - a. **Additional Meetings.** Additional meetings may be called by The Board or by the Active Members according to the procedure for amending the Association By-laws.
 - b. **Rules of Order for Meetings.** Meetings are to be conducted in accordance with the [C-7A Caribou Association Rules of Order](#), as modified by the Board or the Active Members. Minutes shall be taken and published.
4. **Quorum.** Ten per cent (10 %) of the Active Members present or represented by written proxy held by an active member at a meeting shall constitute a quorum. The affirmative vote of a majority of active members voting shall be an act of the Association. The Secretary shall publish the results of any vote.
5. **Voting by Mail.** A vote of the Active Members between meetings may be performed by mailing a ballot to the Active Members. The ballot shall have the issue to be voted upon with an explanation of the issue and the effects of the issue if it is passed. The affirmative vote of the majority of the votes cast shall constitute an act of the Association. The ballot shall specify the date on or before which the ballot has to be received by the Secretary in order for the ballot to be counted. The Secretary shall publish the results of any vote.

Article 5. Authority and Management

1. **Authority.** The Association shall be governed by its active membership unless delegated to The Association Officers or Board of Directors ("The Board") by these By-laws or the active membership.

2. **Management.** The Board and the Officers shall manage association business between meetings.
3. **Communications.** Board members and Officers may use any means of communication (including, but not limited to email) to conduct business or actions of the Board.
4. **Board Votes.** The Secretary shall record Board member's votes.

Article 6. Management Structure

1. **Board of Directors.** The Association shall have a Board of Directors.
 - a. **Election and Composition of the Board of Directors.** The Board shall be elected by the active membership at the same time as the election of the Association Officers. The Board shall be composed of seven active members. The Board shall be composed of the President, Vice-President, Secretary, Treasurer and three (3) Board Members-at-Large. The Board should reflect the general make-up of the active membership, but shall not be subject to any quota system².
 - b. **Number of Members of the Board of Directors.** The number of the members of The Board may be changed, from time to time, by the vote of the active membership. The Board may select an active Association member to fill a vacancy on The Board during its term.
 - c. **Chairman of the Board.** The Board shall elect a Chairman who shall serve during its term. The Chairman shall coordinate issues, activities, motions, and receive the Board member's votes.
 - d. **Authority of the Board of Directors.** In the absence of specific direction by the active membership or the By-laws, the Board may decide and carry out actions in accordance with these By-laws and the vote of the active membership.
 - e. **Actions by The Board.** Actions by The Board shall be by the affirmative vote of a majority of the Board members. Any Board action may be vetoed by a vote of a majority of the active membership at an Association meeting in which a quorum is present. Actions taken by The Board prior to any rescission or veto shall not affect third parties.
2. **Officers and Appointments.** The Association Officers are: President, Vice-President, Secretary, and Treasurer.
 - a. **Office Vacancy.** Should an Office become vacant, The Board may appoint an Active Member to fill that vacancy until the next election of Officers.
 - b. **Other Positions, Committees, and Offices.** The Board or the active membership may establish, for specific purposes, other positions, committees, and offices. Active Members shall fill these positions and shall serve under such terms and conditions as The Board deems appropriate.
3. **Terms of Office.** Association Officers and Board Members shall serve for one year or until a successor is elected. There is no limitation on successive terms.
4. **Nominating Committee.** A nominating Committee shall prepare a slate of qualified candidates for an election.
 - a. The Nominating Committee shall be appointed by the Board and shall consist of three active members who have previously served on the Board, but are not currently

serving on the Board. One of the committee members shall serve a two-year term and the remaining members shall serve a one year term. No member of the Nominating Committee shall serve consecutive terms.

- b.** The Nominating Committee shall produce a slate of candidates with not less than one name for each of the elected offices specified in these By-Laws.
- c.** The Nominating Committee shall be autonomous in its deliberations and the Board shall not alter, by adding to or substituting their judgment for, any nomination made or not made. The Nominating Committee shall determine the slate of candidates to be presented at the election being held and the Board shall not have the authority to alter the slate presented by the Nominating Committee.
- d.** The Nominating Committee shall make periodic progress reports to the Board and shall advise the Board monthly on whether or not it is on track to finish its work by a target date mutually agreed upon by the Nominating Committee and the Board at the time of its appointment. The Committee shall also present a formal report to the membership at the business meeting, prior to the election, certifying that the results are authentic, represent their work alone, and have not been altered in any way.
- e.** The Nominating Committee shall serve until the election is held for which they were appointed.²

Article 7. Adoption of and Amendments to By-laws

1. **Adoption.** The By-laws may be initially adopted by the vote of the active membership according to the procedures for membership voting.
2. **Amendments.** The By-laws may be amended by the vote of the active membership according to the procedures for membership voting. Only amendments proposed by the Board or submitted to the Association Secretary over the signatures of five percent (5%) of active members shall be submitted for vote. A ballot with an explanation of the effect of any amendment shall be submitted to active members for a vote.

Article 8. Dissolution

1. Funds and properties of every nature and kind shall be expended for the non-profit and exempt purposes of the Association as authorized by the By-Laws, Active Membership, or Board of Directors, through dissolution, from time to time.
2. Upon dissolution of this Association, in accordance with law, if any funds or property remain, the same shall be transferred to any other organization qualified and exempt under Sections 501(a) or 501(c)(3) of the United States Internal Revenue Code. The transferee organization shall share similar purposes as this Association, and such organizations shall include but not be limited to the Air Force Museum or the Air Force Association.
3. Any voluntary sale, lease, exchange, or other disposition of any major asset, such as real property or substantial movable assets or investments or substantially all the assets, of the Association shall be authorized in accordance with the By-Laws of the Association. The disposition of such assets shall be in accordance with the exempt purposes of this Association, its By-laws and its Articles of Incorporation.

¹ — Amended during the 2003 Business Meeting

² — Amended by mail vote after the 2007 Business Meeting