

BY-LAWS OF RED HORSE AND PRIME BEEF ASSOCIATION

Adopted July 3, 2002

Revised August 12, 2003

Revised October 17, 2005

Revised September 23, 2013

Revised September 13, 2017

ARTICLE I - ORGANIZATION

- 1.1 **Name** The name of this Association shall be the “RED HORSE and Prime BEEF Association” (hereinafter referred to as RHPBA), a Federal not-for-profit, 501(c)19 Veterans organization.
- 1.2 **Location.** The registered office of the RHPBA shall be located in the city of BRISTOL, state of TENNESSEE.
- 1.3 **Other offices.** The RHPBA may also maintain other offices in other places as directed by the Board of Directors.
- 1.4 **Seal.** The RHPBA shall have a seal that shall consist of the device of a circle with the words “Corporate Seal 2002” in the center, surrounded by the words “RED HORSE and Prime BEEF Association,” arranged within the perimeter.
- 1.5 **Colors.** The colors of the RHPBA shall be Crimson red, ultramarine blue, and gold.

ARTICLE 2 – PURPOSE

- 2.1 To make RED HORSE and Prime BEEF a nationally known entity.
- 2.2 To maintain the camaraderie and patriotism of all former and current USAF Civil Engineers and Engineer units.
- 2.3 To assist our members in time of need where appropriate, financially and/or physically.
- 2.4 To provide educational scholarships to our members and their immediate families.
- 2.5 To hold biennial conventions and support regional gatherings (roundups). These will be open to all members, their families and guests.
- 2.6 To provide RHPBA resources to assist individual ACTIVE, AFRC and ANG units in meeting their goals and needs.
- 2.7 To perpetuate and maintain the integrity of RED HORSE and Prime BEEF units in their civil engineer support role of the United States Air Force.

- 2.8 To maintain liaison with ACTIVE, AFRC, ANG and retired components of the US Air Force RED HORSE and Prime BEEF units.
- 2.9 To loyally serve the USA and the USAF, and to do all else necessary to uphold and defend the Constitution of the United States of America.

ARTICLE 3 - MEMBERSHIP

- 3.1 Membership in the RHPBA shall be open to all military members who have or are serving in the USAF Civil Engineer field, which includes the ACTIVE, AFRC, and ANG units, or their predisor service; Aviation Engineer Force and SCARWAF Engineer Force.
- 3.2 Categories of membership and dues:
 - 3.2.A Regular membership dues are \$10.00 for the first year and \$20.00 for renewal of each subsequent year.
 - 3.2.B Active Duty membership (includes AFRC and ANG) \$10.00 for the first year and \$10.00 for renewal of each subsequent year.
 - 3.2.C Life membership: a one time dues payment based on time of application as follows: (age 18-44, \$250.00; age 45-55, \$215.00; age 56-65, \$180.00; age 66-above, \$125.00).
 - 3.2.D Affiliate or Life Affiliate membership applies to spouses, children, parents, or guardians of those persons, who are or where members or eligible for membership, shall be eligible. Dues will be equal to the sponsoring member.
 - 3.2.E Associate membership for those who were never assigned to a USAF Civil Engineer unit but associated themselves in some form or another in support of the USAF Civil Engineer mission. Membership may be opened to Civilians on a case by case basis.; \$20.00 for the first year and \$20.00 for each subsequent year.
 - 3.2.F Honorary membership is open to those individuals who have significantly contributed greatly to the support, objectives and the mission of the USAF Civil Engineers without payment of dues.
- 3.3 Dues in the RHPBA are current from January 1 of each year to December 31 of that same year, and are renewable on January 1 of the subsequent calendar year. Any dues received after 1 August of a given year will remain current for the next full calendar year.
- 3.4 Rights and privileges of members whose dues are paid and considered up to date.
 - 3.4.A All categories of membership have the right and privilege to attend all general membership biennial conventions and regional gatherings.
 - 3.4.B All categories of membership have the right and privilege to view the annual financial report prepared by the RHPBA Treasurer.
 - 3.4.C All categories of membership have the right and privilege to make recommendations, suggestions, or ideas to the RHPBA Board of Directors, orally, in writing, electronically, or by facsimile.

- 3.4.D All categories of membership have the right and privilege to display the RHPBA emblem logo and flag in an appropriate manner.
 - 3.4.E All categories of membership have the right and privilege to purchase any RHPBA item that is for sale in the RHPBA store.
 - 3.4.F All categories of membership (except honorary) have the right and privilege to serve on committees and other activities of the RHPBA.
 - 3.4.G All categories of membership (except honorary) have the right and privilege to cast one (1) vote per member, on any issue coming before the general membership as long as their dues are paid and current.
- 3.5 Rights and privileges of regular, active duty and life membership:
- 3.5.A Dues current regular, active duty and life members in good standing, may serve on the Board of Directors if properly nominated and elected by the general membership.
 - 3.5.B Dues current regular, active duty and life members in good standing, may serve in an officer position when nominated and elected by the Board of Directors.
 - 3.5.C Dues current regular, active duty and life members in good standing, may serve as chairs of standing and special committees as deemed necessary.
- 3.6 Membership in the RHPBA shall terminate when a member dies, resigns, is removed for cause, to include non payment of dues, or dissolution/liquidation of the RHPBA.
- 3.7 Any former member whose membership is terminated as stated in 3.6 above may have his or her membership reinstated as the Board of Directors may deem appropriate.
- 3.8 The Board of Directors through the Secretary of the RHPBA, may issue certificates, cards, or other evidence of membership in the RHPBA, and if issued, shall bear the appropriate signature(s) of any officer or office designated by the Board of Directors and bear the seal of the RHPBA.
- 3.9 The Board of Directors of the RHPBA may levy dues as determined by the Board. Other fees on members must be agreed upon by the general membership.
- 3.10 The RHPBA shall maintain a data base of all members with basic information to include but not limited to, current physical address, electronic address, phone numbers, and any other such demographic data as deemed necessary. This data shall be controlled and protected as privileged information.

ARTICLE 4 - ORGANIZATION

- 4.1 The RHPBA shall be managed by its Board of Directors (hereinafter referred to as the BoD). The presiding officer shall be the Association President.
- 4.2 The BoD of the RHPBA shall consists of NOT LESS than twelve (12) members. Participation on the board from the Active Duty, Air National Guard, AF Reserve, and AFCEC should be a goal.

- 4.2.A The number may be increased/decreased by the BoD as needed by a majority vote of the BoD.
 - 4.2.B The term for a member of the BoD shall be four (4) years, with half of the BoD members being elected at each biennial convention.
 - 4.2.C Directors shall be elected to hold office until the expiration of the term for which they were elected, and until their successor has been duly elected, or until death, resignation, or removal.
 - 4.2.D A director may resign from office at any time by delivering a written resignation to the BoD and unless specified in the written notice, the resignation shall take effect immediately.
 - 4.2.E A director may be removed by a majority of the BoD for cause at a regular or special meeting, in-person or virtual, called for that purpose.
 - 4.2.F A vacancy in the BoD may be filled by a majority vote of the BoD then in office.
 - 4.2.G The BoD shall elect from within its ranks a member to serve as the Association President by a majority vote at the biennial meeting.
 - 4.2.H The Association President shall preside over all BoD meetings.
 - 4.2.I The Association President shall be the Chief Executive Officer (CEO) of the RHPBA.
- 4.3 No member of the BoD of the RHPBA shall receive any salary, compensation or gratuity for any service rendered to the RHPBA in their capacity as a Director, except the BoD may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the RHPBA.
- 4.4 Meetings of the BoD shall be held anyplace the BoD may specify, so long as at least thirty (30) days notice is given, to enable a quorum to attend.
- 4.4.A The BoD shall meet at a minimum of two (2) times per calendar year.
 - 4.4.B A collaborative effort shall be made to meet electronically or telephonically to help reduce travel expenses whenever possible.
 - 4.4.C No notice shall be required for meetings of the BoD for which the time and place has been fixed in advance.
 - 4.4.D Special meetings may be called by or at the direction of the Association President, or by a majority of the BoD in office.
 - 4.4.E Notice of time and place of each special and regular meeting of the BoD shall be provided to each director of the RHPBA at least thirty (30) days for regular meetings and at least fifteen (15) days before the special meeting to enable a quorum to attend.
 - 4.4.F The order of the BoD business meetings will follow Roberts Rules of Order as much as possible
 - 4.4.G The format of all BoD business meetings shall be as follows:
 - A) Pledge of Allegence
 - B) Invocation

- C) Roll Call
- D) Reading of the previous meeting minutes
- E) Report of the Treasurer
- F) Reports of Committees
- G) Reports of Officers
- H) Action Items/Future Agenda Items
- I) New business
- J) Other business as necessary
- K) Date and time of the next BoD meeting
- L) Closing invocation
- M) Adjournment

- 4.5 Except as otherwise stated by these by-laws, a majority of the BoD shall constitute a quorum for the transaction of business or for any specific item of business.
- 4.6 A BoD member may vote either in person or by proxy, providing the person authorized with the proxy is in agreement to act on the absent member's behalf.
- 4.7 Any action required or permitted to be taken by the BoD, or any committee thereof may be taken without a meeting if all members of the BoD or committee consent in writing to adoption of a resolution authorizing the action. The resolution and the written consent shall be filed with the minutes of the proceedings.
- 4.8 Whenever a vacancy on the BoD shall prevent a quorum from being present, the quorum shall then consist of a majority of the Board members minus the vacancy.
- 4.9 The BoD shall designate, from their ranks, an executive committee and other standing committees. Such committees shall have all authority as the BoD shall delegate.
- 4.10 The executive committee of the BoD in conjunction with the Association President is authorized in the capacity of the executive committee to employ such secretarial help and other assistance as may be necessary and required to carry out the aims and goals of the RHPBA.

ARTICLE 5 - OFFICERS

- 5.1 The BoD of the RHPBA shall elect or appoint a President, a Vice President, a Secretary, a Treasurer, one or more assistant Secretaries or Treasurers, or other officers as the BoD may deem necessary. The President, Vice President, Secretary, Treasurer and Past President shall serve as the Association Executive Committee.
- 5.2 One person may hold more than one office in the RHPBA except for the office of President and Secretary.
- 5.3 Each officer shall hold office at the discretion and direction of the BoD.

- 5.4 An officer may be removed with cause by a majority vote of the BoD at a regular or special meeting called for that purpose.
- 5.5 The President shall be responsible for carrying out and implementing the policies and decisions of the BoD, have general supervision of the day to day affairs of the RHPBA and keep the BoD fully informed of the activities of the RHPBA.
- 5.5.A The President shall have the power to sign alone, unless the BoD shall specifically require an additional signature, on all contracts authorized whether generally or specifically by the BoD.
- 5.5.B In the absence or disability of the President of the RHPBA the Vice President shall perform all the duties of the President. The Vice President shall perform such duties as may be prescribed by the Association President.
- 5.5.C The Secretary, shall be a member of the BoD and attend all meetings of the Board and Executive committee, (or his/her official designee) and shall preserve in the books of the RHPBA the true minutes of the proceedings of all meetings. He or she shall keep in his or her custody the Seal of the RHPBA and shall have the authority to affix it to all instruments where it is required. He or she shall give all notices required by statute, these by-laws or resolution and shall perform any other duties as may be delegated by the BoD or by the Executive Committee.
- 5.5.D The Treasurer shall be a member of the BoD and shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the corporation. He or she shall have the care and custody of all funds and securities of the RHPBA, and shall or cause to be deposited said funds in the name and to the credit of the RHPBA in such bank accounts at such depositories as the BoD may from time to time determine. He or she shall disperse funds of the RHPBA as may be ordered by the President, taking proper vouchers for the disbursements and shall render to the President and BoD at the Annual Meeting of the BoD and whenever requested by them, an accounting of all Treasurer transactions and of financial condition of the RHPBA. If required by the BoD, he or she shall deliver to the President of the RHPBA, and shall keep in force a bond in form, amount and with surety of securities satisfactory to the BoD, conditioned for faithful performance of the duties of the office, and for restoration to the RHPBA in case of death, resignation, retirement or removal from office, all the books, papers, vouchers, money, and property of whatever kind in the possession or control of the Treasurer and belonging to the RHPBA.
- 5.5.E The Assistant Secretary, if appointed, in the absence or disability of the Secretary, shall perform the duties and exercise the power of the Secretary.
- 5.5.F The Assistant Treasurer, if appointed, in the absence or disability of the Treasurer, shall perform the duties and exercise the power of the Treasurer.

ARTICLE 6 - MISCELLANEOUS

- 6.1 The RHPBA shall keep at the principle office complete and accurate records, books, and accounts of the RHPBA, including a minute book which shall contain a copy of the Articles

of Incorporation/Certificate of Incorporation, a copy of these by-laws, a copy of the RHPBA Policies and Procedures, Minutes of meetings of the BoD, Minutes of meetings of all Committees, and a list of records containing the names, address and demographic data of all members of the RHPBA.

- 6.2 The RHPBA, by order of the BoD, shall authorize and support an official publication, (newsletter), published quarterly, (Jan, Apr, Jul, Oct) when possible, to be officially known as the “Charging Charlie Flier”, which shall carry all official notices of the RHPBA, to include the annual Treasurers report and keeping the active general membership informed of official RHPBA business. The President of the RHPBA shall appoint an Editor-in-Charge and shall have operational supervision.
- 6.3 The RHPBA shall continue to communicate with members via social media and future emerging technologies.
- 6.4 The fiscal year if not the calendar year of the RHPBA shall be fixed by the BoD from time to time, subject to applicable law.
- 6.5 These by-laws may be amended, altered, or repealed, and new by-laws approved by the BoD at a meeting of the general membership, called for the purpose of amending these by-laws provided that any notice of such meeting include the proposed amendment, alteration, or repeal of these by-laws.
- 6.6 The BoD may accept on behalf of the RHPBA any contribution, gift, bequest or device presented to the RHPBA.

ARTICLE 7 - CONTRACTS, CHECKS, BANK ACCOUNTS, AND INVESTMENTS

- 7.1 The BoD must approve such depositories as it shall deem proper for the funds of the RHPBA and shall determine who shall be authorized on the RHPBA’s behalf to sign bills, notes, receipts, acceptance, endorsements, checks, releases, contracts and documents.
- 7.2 The funds of the RHPBA may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, including stocks, bonds, or other securities, as the BoD may deem desirable.

ARTICLE 8 - INDEMNIFICATION

- 8.1 The RHPBA may, to the fullest extent now and hereafter permitted by law, indemnify any person threatened to be made a party to any action or proceedings by reason of the fact that he or she, his testator or intestate was a director, officer, employ or agent of the RHPBA, against judgments, fines, amount paid in settlement and reasonable expenses, including attorneys fees.

ARTICLE 9 - AMENDMENTS

9.1 These by-laws may be amended by the affirmative vote of the general membership, recommended by the BoD of the RHPBA at the biennial general membership convention.

ARTICLE 10 - DISSOLUTION

10.1 In the event the RHPBA must be dissolved, the assets, after all debts have been paid, shall be donated to one or more charitable organizations. The BoD present at the last meeting shall decide the recipients of said assets. Federal, State and Local laws and requirements shall be adhered to during dissolution proceedings.