

[attach 8/15/46]

THE AIR POWER LEAGUE
Room 1203
Empire State Building
New York 1, N. Y.

Notice of Annual Meeting of Members
September 18, 1946

Notice is hereby given that the Annual Meeting of Members of The Air Power League will be held at the office of the League, Room 1203, Empire State Building, 550 Fifth Avenue, Borough of Manhattan, City and State of New York, on Wednesday, September 18, 1946, at 12 o'clock noon (Eastern Daylight Saving Time) for the following purposes:

1. To consider the report of the President on the activities and financial condition of the League.
2. To consider and take action upon the amendment of the Constitution and By-Laws of the League so that they shall thereafter respectively be in the forms attached.
3. In the event that the Constitution and By-Laws be amended, as proposed, to elect nine members of the Executive Board of Managers and National Governors to hold office in accordance with the By-Laws, as amended.
4. In the event that the By-Laws are not amended, to elect Directors in accordance with the present By-Laws.
5. To transact such other business as may properly come before the Meeting or any adjournment thereof.

By order of the Board of Directors.

CHARLES D. FRAZER,
Secretary.

Dated, New York, N. Y.
August 15, 1946.

THE AIR POWER LEAGUE
Room 1203
Empire State Building
350 Fifth Avenue
New York 1, N. Y.

August 15, 1946.

To All Members of the League:

Attached hereto is a formal notice of the Annual Meeting of Members of the League to be held on September 18, 1946 at the office of the League in the Empire State Building, New York City. It is hoped that as many Members of the League as possible will be present at the Annual Meeting and that those Members who cannot be present will sign and return the proxy which is attached to the Notice of the Meeting so that the presence of a quorum may be assured. A return envelope requiring no postage is enclosed for your convenience.

For the benefit of the Members who cannot be present in person, this opportunity is taken to outline the development of the League during the past year.

Since its incorporation on March 12, 1945, the programs of the League have been the subject of continued discussion and revision by the League. The size of its objectives and the novelty of the problems made it inevitable that changes in its programs should occur. A brief discussion of some of the main programs follows:

Air Power Clubs: This program involved the organization in many states of local air power clubs not directly connected with the League, but to be affiliated with it. It was intended that these clubs, established in communities throughout the nation, would constitute focal points where you men interested in aviation could increase their knowledge of the subject, and that the program would bring together the young men of the air with the older business leaders of the community and so spread a sounder knowledge of aviation.

Originally it was thought that substantial appropriations would have to be made for this program, but after the organization of some forty-two clubs and a reasonable trial period, the probable expenses of the program were found not to be commensurate with the results obtained and the program was therefore abandoned, and the responsibility of the League for the clubs was liquidated.

Educational program on Behalf of Co-equal Status of Air, Land and Sea Forces: Having in mind the disastrous results which followed from the divided and subordinated command of aviation after World War I, the League was compelled to declare its adherence to the principle of co-equal

status of the air arm. The League through radio programs, publication and distribution of literature and fostering of speakers did much to educate the public with respect to this important subject which is involved in the current consideration of the single department for national defense.

Survey (a) to determine the needs of industry and the Armed Services for technicians, and (b) university and educational training programs in existence to meet these needs: Consideration of this program was placed in the hands of Mr. Charles F. Kettering, Vice President and Director of Research for General Motors Corporation and a Director of the League. It can confidently be said that no person is better qualified than Mr. Kettering both by experience and character to carry out this survey and the League has appropriated for this purpose the sum of \$20,000 to compile this highly important data. Armed with it universities and other highly educational institutions will be apprized of the deficiencies in their combined programs and of the failure to train technicians in the manner required by industry and the armed services. Where such deficiencies are shown the League proposes, to the extent of its ability, to remedy or assist in remedying the defects.

The benefits to industry, to the armed services, to the educational institutions and to the nation as a whole are obvious.

This over-all study could not and would not be undertaken by a single organization or institution covered by the survey. It must be done by some impartial agency with the over-all interest of the nation at heart. It is expected that the appropriations for this program will exceed by many times the original appropriation.

Scholarship and Fellowship Program: Based on the above survey the League itself will award scholarships and fellowships to promising individuals for education and research in fields where the greatest need appears.

This program will be one of the largest undertaken by the League and will be limited only by the funds available for this purpose. It is contemplated that, among others, many veterans from all branches of the service will benefit from these scholarships and fellowships and the objectives of the League to improve and develop the capabilities of many individuals will be achieved thereby.

Monitoring of Education of Veterans and Regular Officers on Detached Service: This program is closely related to the scholarship and fellowship program. As to veterans they will pay for their own education with personal funds or funds obtained under the G. I. Bill of Rights. The League selects veterans, based on previous education, civilian and military experience and demonstrated ability and intelligence. Such veterans are placed in post-graduate courses considered suitable to individual needs and the progress of the veteran is monitored with a view to insuring that training is in all respects the best that can be afforded. Upon completion of instruction the League takes steps to place the veteran in a laboratory, industrial or business establishment where his talents can be used to best advantage. Also the League is undertaking to place young Army officer specialists, and Navy specialists to the extent that they may desire, in industry or laboratories where their specialties can be practiced and their

talents developed. Such officers would be on detached service during their period with industry or in the laboratory and would return to the service after such period. These educational programs, if they can be carried out, will provide the United States each year with several hundred top notch, highly trained aeronautical specialists. As a result of this program military and civilian aviation developments will be more closely coordinated.

Speakers Bureau: The League now serves and anticipates serving to a greater degree as an agency to provide authoritative speakers for business, civic, women's and other groups on matters involving air power.

Film Library: The League now maintains and anticipates maintaining an expanded educational film library of educational pictures produced by governmental agencies and private industries, on matters involving air power. In this connection the League itself has already produced what has been received as a noteworthy educational film on air power.

Magazine: In addition to the above plans are now being formulated for the publication of an authoritative, educational magazine on air power. It is expected that this magazine will be the principle vehicle for disseminating educational information on highly important problems of air power.

All of the above, in addition to other programs under consideration, occupy and will occupy to an increasing extent the preponderant part of the League's attention and funds.

The matters which will come before the Annual Meeting of Members for consideration and action are set forth in the attached notice. The first item of business involves certain amendments of the Constitution and By-Laws of the League. The principal changes are the creation of a Board of Governors and an Executive Board of Managers to serve as the legal managing board of the League.

As presently constituted the Board of Directors of the League is made up of a nation-wide representation of prominent men who are deeply conscious of the importance to the nation of the League's objectives. While every member of the Board has been ready to help when called upon, the prominence and the national distribution of the Directors has made it difficult to obtain quorums for meetings of the Board. This has resulted in the Executive Committee of the Board having to assume too large a measure of responsibility for the management of the League. The matters of policy upon which decisions must be made are so important, and the planned expenditures now involve such substantial amounts, as to require action by a body legally charged with the management of the League.

To meet this situation and at the same time to retain the advantage imparted by strength of a nation-wide representation of prominent men it is recommended that the Constitution and By-Laws of the League should be amended to provide, (a) that an Executive Board of Managers composed of not less than seven nor more than fifteen individuals be elected by the Members to form the board legally chargeable with responsibility for the

management of the affairs and funds of the League and (b), that a body of Governors be created to consist of not more than 36 National Governors to be elected by the Members, and a varying number of Representative Governors to be elected by the Executive Board of Managers as representatives of affiliated organizations.

Governors would have complete visatorial powers over all the affairs of the League and would be charged with the duty of advising the Executive Board of Managers and the Members on matters of policy and management. While their advice would not of itself constitute legal action, it is anticipated that this enlarged body would play a vital part in making policy and guiding the management of the League, thereby enabling the League to retain the benefits derived from its present directorate, but at the same time vesting ultimate legal authority in a smaller group of which a quorum can be convened whenever the interests of the League require that action be taken.

Other changes include (a) deletion from the Constitution of reference to local chapters of the League (b) expanding the provisions with respect to affiliates (Article IX Constitution) and (c) providing that the office of Executive Vice President and Secretary be appointive by action and during the pleasure of the Executive Board of Managers, rather than elective by the Board and (d) relaxing the provisions of the By-Laws with respect to the nomination of Managers and Governors.

At the annual meeting the following will be nominated as members of the Executive Board of Managers.

Lawrence D. Bell
John E. Bierwirth
Philip A. Carroll
Ralph S. Damon
F. Trubee Davison

Edward V. Rickenbacker
John Dwight Sullivan
A. J. Weatherhead, Jr.
Charles E. Wilson

and the following will be nominated as National Governors.

Amon G. Carter
John L. Collyer
Gardner Cowles, Jr.
Donald D. Davis
Clark Gable
William Randolph Hearst, Jr.
Charles S. Jones
W. Alton Jones
Charles F. Kettering
J. H. Kindelberger

P. W. Litchfield
Merrill C. Meigs
C. C. Moseley
Irving S. Olds
Oliver L. Parks
Wayne W. Parrish
Frank F. Russell
Sumner Sewall
Clyde W. Vandeburg
Theodore P. Wright

Yours sincerely,

F. Trubee Davison

President

[attach 8/15/46]

PROPOSED AMENDED
CONSTITUTION and BY-LAWS
of
THE AIR POWER LEAGUE
To Be Acted Upon At
ANNUAL MEETING OF MEMBERS
September 18, 1946

CONSTITUTION
of
THE AIR POWER LEAGUE

ARTICLE I

NATURE

As provided in the Certificate of Incorporation by which The Air Power League was incorporated in the District of Columbia, the League shall be entirely non-partisan and no part of its net earnings shall inure to the benefit of any private member or individual.

ARTICLE II

POLICY

The major policy objectives of the League shall be,—

- (1) To promote wide and continued interest in, and study of, the influence of air power in world affairs;
- (2) To develop public comprehension of the important role of United States Air Power in establishing and preserving world peace;
- (3) To foster a broad understanding of the importance to national security of adequate United States Air Power;
- (4) To emphasize and stimulate progress in all fields of importance to the maintenance of the Air Power requisite for the Nation's security and its part in the preservation of world peace; and
- (5) To encourage research, experimental and developmental activities in fields of importance to military and naval aviation of the United States.

ARTICLE III

SEAL

The seal of the League shall be circular and shall show an ascending eagle with wings spread, beak parted and talons tensed, against a background of clouds, and shall have the name of the League inscribed around and within the lower half of the perimeter.

The seal may be affixed by impression or attachment. It may be reproduced on publications and stationery of the League and may be used in reproduction by affiliated organizations when and as authorized by the Executive Board of Managers.

ARTICLE IV

GUIDANCE AND DIRECTION

The direction, control and management of the property and affairs of the League shall be vested in an Executive Board of Managers consisting of not less than seven nor more than fifteen Members of the League, the number of Managers and the manner of their election to be provided in the By-laws. All powers and duties vested in the Board of Directors contemplated by the Certificate of Incorporation shall be and become vested in the Executive Board of Managers and all powers, whether or not expressly given to this Board, shall be exercised by it or, subject to the By-laws and to the extent permitted by law may be delegated to a Committee, Officer, or Agent.

There shall also be an advisory Board of Governors consisting of two groups, one of "National Governors" to be elected by the Members and the other of "Representative Governors" to be elected from organizations affiliated with the League, the number of Governors and the manner of their election to be provided in the By-laws.

The Governors of the League shall have complete visatorial powers over all affairs of the League. They shall also act in

an advisory and consultative capacity to the Executive Board of Managers on all phases of the activities of the League, and their recommendations as to policy or management may be addressed either to the Board or directly to the Members.

ARTICLE V

OFFICERS

The President shall, subject to the Executive Board of Managers and to the By-laws, have general direction of the affairs and projects of the League.

The League shall have such other officers with such duties and authority as may be provided in the By-laws or determined by the Executive Board of Managers.

ARTICLE VI

REPORTS

The President, on behalf of the Executive Board of Managers, shall render to the Members an annual report of the activities of the League and of its fiscal affairs. Other reports to the Members or to the public may be made from time to time as determined by the Board or by the President.

ARTICLE VII

MEMBERS

Membership in the League shall be restricted to citizens of the United States of good repute of either sex, except that members of any of its Armed Services, while on active duty, may not be elected to membership and, if already Members, shall be precluded from exercising any right or privilege as such.

Classes of membership, admission to membership, termination of membership and dues, privileges and voting and other

rights of Members shall be provided in the By-laws or as determined, from time to time, by the Executive Board of Managers.

ARTICLE VIII

MEETINGS

The Annual Meeting of the Members of the League shall be held in the year 1946 and in subsequent years on such day and at such time and place as the Executive Board of Managers may determine.

Notice of the Annual Meeting and of all Special Meetings shall be given to all Members in the manner provided in the By-laws.

ARTICLE IX

AFFILIATES

The League may grant affiliation to suitable organizations upon such terms and conditions as the Executive Board of Managers may deem advisable and may extend to any affiliate such benefits and privileges as the Managers may, in each instance, from time to time, deem advisable and in furtherance of the policy objective of the League.

The League may encourage the organization and development of prospective affiliates and give such financial assistance either by way of loan or grant as may be approved by the Board.

ARTICLE X

PUBLICATIONS

In furtherance of its policy objectives, the League may publish a magazine or other periodical and circulate the same, with or without charge, to Members of the League and, if deemed advisable, to the public as well. The League may also publish and circulate such other literature as the Executive Board of Managers may, from time to time,

deem advisable and in furtherance of the policy objectives of the League.

Profit realized on publications shall be treated as general funds of the League available for the furtherance of its policy objectives, and any loss on publications, as well as the cost of any yielding no revenue, shall be a general expense of the League.

ARTICLE XI

SPEAKERS

The League may provide speakers on subjects germane to its policy objectives and arrange for their appearances at meetings of any kind, public or private, whether or not sponsored by the League or in any way identified with it, and may compensate such speakers and pay expenses incident to their appearances.

ARTICLE XII

SCHOLARSHIPS

The League may establish or provide scholarships in such amounts and at such colleges, universities or scientific or technical schools as the Executive Board of Managers may deem advisable to stimulate training or research in the field of aviation.

ARTICLE XIII

AWARDS

The League may annually award "The Air Power League Trophy" to the individual selected by the Executive Board of Managers to have made, during the preceding year, the most significant contribution to the cause of military or naval aviation in the United States.

Other trophies and awards in fields germane to the policy objectives of the League may be made, from time to time, by the Board in its discretion.

ARTICLE XIV

AIR POWER DAY

The League may sponsor and seek national observance and celebration of an annual "Air Power Day" and may sponsor, assist and participate in the observance and celebration thereof in such manner as the Executive Board of Managers may deem advisable.

ARTICLE XV

FLYING EXHIBITIONS

The League may sponsor, assist and participate in such flying exhibitions as the Executive Board of Managers may deem advisable and in furtherance of its policy objectives.

ARTICLE XVI

MUSEUM

The League may establish, maintain, assist or sponsor a national museum devoted to air exhibits and other displays calculated to further its policy objectives.

ARTICLE XVII

LIBRARY

The League may assemble a library of publications and information germane to its policy objectives, may cause studies to be made thereof and may make the same available to its Members, to interested organizations and to the public generally.

ARTICLE XVIII

CO-OPERATION

The League may sponsor, endorse, advise, generally cooperate with and financially assist other organizations as the Executive Board of Managers may, from time to time, deem advisable and in furtherance of the policy objectives of the League.

ARTICLE XIX

GENERAL

The League may engage in any other activities deemed by the Executive Board of Managers to be advisable and in furtherance of its policy objectives and, as the development of the League warrants, may embark upon additional projects to that end.

ARTICLE XX

AMENDMENTS

This Constitution may be amended, enlarged or repealed by vote of a majority of the Members present in person or by duly authorized proxy at any meeting of the Members, annual or special, the notice of which shall have included notice of the proposed amendment, enlargement or repeal, but only if such majority shall consist of not less than ten per cent. of all the Members.

This Constitution, including any part adopted, amended or enlarged by the subscribers to the Certificate of Incorporation of the League or by its Members, may also be amended, enlarged or repealed by the Executive Board of Managers, at any meeting of the Board, the notice of which shall have included notice of the proposed amendment, enlargement or repeal.

ARTICLE V

OTHER COMMITTEES

The Executive Board of Managers may, from time to time, appoint committees for any purpose and may delegate to any such committee or to any officer or officers such powers as the Board may deem expedient, including power to take all such action and all such other powers and discretion as are expressly appointed to the Board by law or by the Constitution or by these By-Laws, and may authorize such committee to sub-delegate such powers or any of them.

ARTICLE VI

OFFICERS AND AGENTS

SECTION 1. Officers: The elected officers of the League shall be a Chairman of the Board and a President, who shall be chosen from the Managers, one or more Vice-Presidents and a Treasurer, all of whom shall be elected by the Executive Board of Managers. The Board may also appoint an Executive Vice-President, a Secretary, one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers and agents as, from time to time, may appear to be necessary or advisable in the conduct of the affairs of the League. So far as practicable, all elected officers shall be elected promptly after the Annual Meeting of the Members in each year and shall hold office until immediately after the next succeeding Annual Meeting of the Members and until their respective successors are chosen. All appointive officers shall hold office during the pleasure of the Board.

SECTION 2. Chairman of the Board: The Chairman of the Board shall preside, when present, at all meetings of members of the League, of the Governors and of the Executive Board of Managers and he shall serve in a consultative capacity to the officers of the League.

SECTION 3. President: The President shall be the chief executive officer of the League, shall have general and active control of its affairs and projects, and may exercise all powers usually appertaining to the chief executive officer of a corporation.

SECTION 4. Vice-Presidents: The several Vice-Presidents shall perform all such duties and services as shall be assigned to or required of them, from time to time, by the Executive Board of Managers or the President, respectively, and, unless their authority be expressly limited, shall act in the order of their election in the place of the President, exercising all his powers and performing his duties during his absence or disability.

SECTION 5. Treasurer: The Treasurer shall have the care and custody of all moneys, funds and securities of the League and shall deposit or cause to be deposited all funds of the League in and with authorized depositories of the League. He shall keep all books of account relating to the affairs of the League and shall render a statement of the League's financial condition whenever requested so to do by the Executive Board of Managers or the President. In the absence of the Treasurer, the Executive Board of Managers shall appoint an Assistant Treasurer to perform his duties.

SECTION 6. Executive Vice-President: The Executive Vice-President shall, subject to the Executive Board of Managers and the President, have complete charge of the day-to-day affairs of the League and the furtherance of the projects adopted by the League.

SECTION 7. Secretary: The Secretary shall attend to the giving of notice of all meetings of Members, Governors and of the Executive Board of Managers and shall keep and attest true records of all proceedings thereat. He shall have charge of the seal of the League and shall generally perform all the duties usually appertaining to the office of Secretary of a corporation. In the absence of the

Secretary, an Assistant Secretary or Secretary, pro tempore, shall perform his duties.

SECTION 8. Compensation: No elected officer shall receive any compensation as such.

SECTION 9. Vacancies: If any vacancy occurs in any office, the Executive Board of Managers may elect or appoint a successor to fill such vacancy.

ARTICLE VII

MISCELLANEOUS

SECTION 1. Signature on Negotiable Instruments: All bills, checks or other instruments for the payment of money shall be signed by the President alone, or by the Treasurer alone, or in such other manner as the Executive Board of Managers may, from time to time prescribe.

SECTION 2. Disbursements: Funds of the League shall be disbursed only for purposes and within limits approved by the Executive Board of Managers, but the act of disbursement by officers thereunto authorized by or pursuant to Section 1 of this Article VII shall evidence to third persons that such disbursements is approved as required by this Section 2.

ARTICLE VIII

CONSTITUTION

In the event of any conflict between the Constitution and these By-Laws, the former shall prevail and any provision of these By-Laws which shall be inconsistent with the Constitution shall be ineffective.

ARTICLE IX

AMENDMENTS

These By-Laws may be amended, enlarged or repealed by vote of a majority of the Members present in person or by duly authorized proxy at any meeting of the Members, annual or special, the notice of which shall have included notice of the proposed amendment, enlargement or repeal, but only if such majority shall consist of not less than ten per cent. of all the Members.

These By-Laws, including any adopted, amended or enlarged by the subscribers to the Certificate of Incorporation of the League or by its Members, may also be amended, enlarged or repealed by the Executive Board of Managers at any meeting of the Board, the notice of which shall have included notice of the proposed amendment, enlargement or repeal.