

BY-LAWS
OF
THE AIR POWER LEAGUE

ARTICLE I

MEMBERS

SECTION 1. *Admission:* Admission to membership shall be upon written application of the prospective member or upon written proposal of a Member. All applications and proposals shall be submitted to the Board of Directors and admission to membership shall be by action of the Board of Directors.

The Board may also admit groups to membership of such class or classes as it may determine, and may waive the payment of dues by such groups for such period or periods, not exceeding one year, as it may deem advisable.

SECTION 2. *Charter Members:* The Board of Directors may invite representative citizens to become Charter Members of the League. Each Charter Member shall pay Five hundred dollars to the League in lieu of all dues for the initial year of his membership, *provided*, that, if the Board of Directors, in its discretion, shall determine that payment of said amount would be an undue burden upon a desirable prospective Charter Member, then the Board may, in any such case, fix said payment at a less amount determined by it to be appropriate. Charter membership shall include membership of any class provided for by Section 3 of this Article I and for subsequent years each Charter Member shall pay the dues appropriate to the class of his selection. In all published lists of Members of the League, Charter Members who continue in good standing shall be appropriately identified.

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This Constitution may be amended, enlarged or repealed by vote of a majority of the Members present in person or by duly authorized proxy at any Meeting of the Members, Annual or Special, the notice of which shall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the subscribers to the Certificate of Incorporation of the League or by its Members, may also be amended, enlarged or repealed by a two-thirds vote of the whole Board of Directors at any regular or special meeting thereof, the notice of which shall have included notice of the proposed amendment, enlargement or repeal.

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

INFORMATIVE SERVICES

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 Board of Directors 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 Board of Directors 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 IX

STATE CHAPTERS

The League may provide for the establishment of State or local Chapters or other organizations in the District of Columbia and the several states and the territories and possessions of the United States.

The form of organization and the activities of State or local Chapters or other organizations may be defined, limited and encouraged as the Board of Directors may, in each instance, from time to time, deem advisable and in furtherance of the policy objectives of the League.

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 Board of Directors 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 Board of Directors 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 Board of Directors 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 of Directors 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 Board of Directors may deem advisable.

ARTICLE XV

FLYING EXHIBITIONS

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

ARTICLE VI

REPORTS

The President, on behalf of the Board of Directors, 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 rights or privileges as such.

Classes of membership, admission to membership, termination of membership and dues, privileges and voting and other rights of members shall be as provided in the By-laws or as determined, from time to time, by the Board of Directors.

ARTICLE VIII

MEETINGS

The Annual Meeting of the Members of the League shall be held in the year 1945 and in subsequent years during the month of September, or such other month as the Board of Directors may in any year determine, on such day and at such time and place as the Board of Directors 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 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 and may be reproduced on publications and stationery of the League.

ARTICLE IV

DIRECTION

The direction and management of the property and affairs of the League shall be vested in its Board of Directors and all powers of the League, whether or not by this Constitution expressly appointed to the Board, shall be exercised by the Board or, subject to the By-laws, may be delegated to any Committee, Officer or Agent.

The Board of Directors shall consist of not less than twenty Members of the League. The number of Directors and the manner of their election by the Members shall be as provided in the By-laws.

ARTICLE V

OFFICERS

The President shall, subject to the Board of Directors 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 Board of Directors.

CONSTITUTION
OF
THE AIR POWER LEAGUE

ARTICLE I

NATURE

As provided in the Certificate of Incorporation by which The Air Power League (hereinafter called the "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.

SECTION 3. *General Membership and Dues:* The membership shall be divided into the following classes and the annual dues of the respective classes shall be as follows:

<i>Class of Membership</i>	<i>Annual Dues</i>
National	One hundred Dollars
Contributor	Two hundred fifty Dollars
Patron	Not less than Five hundred Dollars

A Member may change the class of his membership by delivering to an officer of the League a written notice which shall specify the new class of his selection, and any dues then or thereafter payable by such Member shall be those appropriate to such new class.

SECTION 4. *Honorary Members:* The Board of Directors may confer honorary memberships upon persons of distinction in fields germane to the policy objectives of the League. Honorary Members shall pay no dues and shall not be entitled to vote.

SECTION 5. *Payment of Dues:* The dues of each Member shall be payable annually in advance for the year beginning on the date of his admission and for each subsequent year beginning on the anniversary thereof. The admission of new Members whose dues for the first year are not paid in advance shall be conditioned upon payment thereof within thirty days after admission.

SECTION 6. *Termination of Membership:* If any Member shall become ninety days in arrears in the payment of his dues, his membership shall automatically terminate, but the Board of Directors may suspend such termination or provide for reinstatement of membership in such manner and upon such terms and conditions as it may generally or in specific cases deem appropriate.

If the Board of Directors shall find that any Member does not meet the qualifications for membership prescribed

by Article VII of the Constitution, or if, in the judgment of the Board of Directors, any Member shall have acted in a manner detrimental to the interests of the League or to the furtherance of its policy objectives, then, in any such case, the Board of Directors, after having given such Member opportunity to be heard before the Board or a committee thereof and after having considered the report of any such committee, may, by written notice sent by registered mail to such Member at his address recorded with the League, terminate his membership.

SECTION 7. *Resignations:* All resignations of Members shall be in writing and shall be delivered to an officer for submission to the Board of Directors.

SECTION 8. *National Benefactors:* The Board of Directors may, in its discretion, designate as a National Benefactor any organization which shall subscribe to the policy objectives of the League and shall make substantial financial contribution to the treasury of the League, and any such designation shall continue for such time and upon such terms and conditions as the Board may generally, or in specific instances, determine.

National Benefactors shall not be entitled to vote or to exercise any other right or any privilege of a Member of the League.

ARTICLE II

MEETINGS OF MEMBERS

SECTION 1. *Annual Meeting:* The Board of Directors shall, at least thirty days in advance, fix the time and place of the Annual Meeting of Members.

SECTION 2. *Business at Annual Meetings:* At Annual Meetings, there shall be elected a class of Directors to succeed those whose terms then expire, and a President. There may also be elected Directors to fill vacancies in any other

class and there may be transacted any other business which may come before the meeting.

SECTION 3. *Nominations*: No later than thirty days prior to each Annual Meeting, the Board of Directors may nominate candidates for Directors and a candidate for President to be elected at such Annual Meeting. A statement of any such nominations shall be included in the notice of the meeting. Additional nominations may be made by written nomination signed by not less than five per cent. of the Members and filed with the Secretary not later than ten days before the day fixed for the Annual Meeting. Notice of such additional nominations shall be publicly posted in the principal office of the League. If, at the time of the Annual Meeting, there shall not have been duly nominated, as hereinbefore provided, and able and willing to serve, one person for each directorship of the class which is to be elected and one person for the presidency, the deficiency may be supplied by nominations from the floor. A person nominated from the floor shall not on that account be eligible for election other than to the directorship for which he was nominated. Only persons nominated as provided in this Section 3 shall be eligible for election by the Members.

SECTION 4. *Special Meetings*: Special Meetings of the Members may be called at any time by the Board of Directors or by the President or by not less than five per cent. of the Members.

SECTION 5. *Notice of Meetings*: Notice of each meeting of Members, whether annual or special, shall, at least twenty days before the day on which the meeting is to be held, be given to each Member by mailing such notice, postage prepaid, addressed to him at his post office address registered with the League. No publication of any notice of a meeting of Members shall be required. Every notice of a Special Meeting of the Members, in addition to setting the time and place of meeting, shall state briefly the objects thereof.

SECTION 6. *Quorum:* At all meetings of Members, the presence in person or by duly authorized proxy of fifty Members of the League shall constitute a quorum for the transaction of business; but, in the absence of a quorum, a majority of the Members present in person or by proxy may adjourn the meeting, from time to time, for a period of not more than thirty days at any one time, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. No notice of an adjourned meeting need be given.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. *Number, Classification and Term of Office:* The Board of Directors shall consist of thirty-five (35) Directors who shall be divided into five classes as nearly equal as may be. The initial classification of the Directors shall be made by the Board and the initial terms of the several classes shall continue until the Annual Meetings in the years 1946, 1947, 1948, 1949 and 1950, respectively, and until their respective successors shall have been elected; and each succeeding term of each class of Directors shall continue for five years and until their successors shall have been elected.

SECTION 2. *Meetings:* Meetings of the Board of Directors shall be held whenever called by the President or by any three of the other Directors. Notice of any such meeting shall be mailed to each Director, addressed to him at his residence or usual place of business, not later than one week before the day on which the meeting is to be held or shall be there sent to him by telegraph or radio or by delivery personally or by telephone not later than three days before the day on which the meeting is to be held. Except as otherwise indicated in the notice thereof, any and all business may be transacted at any meeting.

SECTION 3. *Quorum and Manner of Acting:* A majority of the total authorized number of Directors shall constitute a quorum for the transaction of business and, except as otherwise required by the Constitution or these By-Laws, the act of a majority of the Directors present at any such meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a majority of the Directors present may adjourn the meeting, from time to time, until a quorum is present. No notice of any adjourned meeting need be given.

SECTION 4. *Resignations:* Any Director may resign at any time either by oral tender of resignation at any meeting of the Board or by delivering his written resignation to the Secretary. Such resignation shall take effect at the time specified therefor; and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. *Vacancies:* In case of any increase in the number of Directors or of any vacancy created by death or resignation, the additional Director or Directors may be elected and classified or the vacancy or vacancies may be filled, as the case may be, by the Board of Directors.

ARTICLE IV

EXECUTIVE COMMITTEE

SECTION 1. *Constitution and Powers:* The Board of Directors may appoint an Executive Committee to consist of the President, *ex-officio*, and four or more other Directors to hold office during the pleasure of the Board. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise or sub-delegate all the powers of the Board of Directors in the management of the business and affairs of the League, including power to take all such action and all such other powers and discretion as are

expressly appointed to the Board of Directors by law or by the Constitution or by these By-laws. Half or more of the members of the Committee at the time in office shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any duly called meeting at which a quorum is present shall be the act of the Committee, *provided*, that, if any member of the Committee shall object to any proposed action, he may, at any time before the close of the meeting at which the same is taken, notify the meeting that he elects to appeal the same to the Board of Directors, whereupon the proposed relevant action of the Committee shall be suspended unless and until the same shall be approved either by the Board of Directors at a meeting or by a majority of the Directors upon written submission in form approved by counsel after consultation with the appealing member and the chairman of the meeting.

SECTION 2. *Records*: The Executive Committee shall keep a record of its acts and proceedings and shall report the same to the next meeting of the Board of Directors. The Secretary of the League shall act as Secretary of the Committee.

SECTION 3. *Change of Number and Vacancies*: The Executive Committee may increase the number of its members or may decrease the same to not less than those at the time constituting its membership, but not less than five. Any vacancy in the Executive Committee, whether caused by increase in the number of its members or by death, resignation or expiration of the term as Director of any of its members, may be filled by the Committee.

Any change so made in the number or constitution of the Committee shall continue in effect unless and until revised by the Board of Directors at any subsequent meeting.

SECTION 4. *Meetings*: Meetings of the Executive Committee shall be held whenever called by the President or by

any two other members of the Committee or as determined by the Committee. Notice of meetings shall be given as in the case of meetings of the Board of Directors or as may be otherwise determined by the Committee. Copies of the minutes of meetings of the Executive Committee shall be sent to all Directors.

ARTICLE V

OTHER COMMITTEES

The Board of Directors 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 of Directors 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. *President:* At the Annual Meeting, the Members shall elect one of the Directors as President. He shall continue in office until the next Annual Meeting and until his successor is chosen. He 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 2. *Other Officers:* The other elected officers of the League shall be one or more Vice-Presidents, a Treasurer, an Executive Vice-President and a Secretary, all of whom shall be elected by the Board of Directors. The Board of Directors may also appoint 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. The office of either Secretary or Treasurer may be held by any other officer elected by the Board and any such elected officer may also be appointed to an appointive office. So far as practicable, all such 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 3. *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 Board of Directors 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 4. *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 depositaries 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 Board of Directors or the President. In the absence of the Treasurer, the Board of Directors shall appoint an Assistant Treasurer to perform his duties.

SECTION 5. *Executive Vice-President*: The Executive Vice-President shall, subject to the Board of Directors 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 6. *Secretary*: The Secretary shall attend to the giving of notice of all meetings of Members and of the Board of Directors and of the Executive Committee 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 7. *Compensation*: The Executive Vice-President and Secretary shall be full-time salaried officials of the League. No other elected officer shall receive any compensation as such.

SECTION 8. *Vacancies*: If any vacancy occurs in any office, including that of President, the Board of Directors may elect or appoint a successor to fill such vacancy.

ARTICLE VII

MISCELLANEOUS

SECTION 1. *Signature of 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 Board of Directors 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 Board of Directors, 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 disbursement 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 Board of Directors or by any committee thereof to which may have been delegated either specific power to such effect or the powers of the Board generally, at any meeting of the Board or of such committee, the notice of which shall have included notice of the proposed amendment, enlargement or repeal.