

THE AIR POWER LEAGUE

Incorporated in the District of Columbia

EMPIRE STATE BUILDING
NEW YORK 1, N. Y.

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March 22, 1945

CHARLES E. WILSON
President
JOHN E. BIERWIRTH
Treasurer
HOWARD W. ANGUS
*Executive Vice
President*

DIRECTORS

LAWRENCE D. BELL
JOHN E. BIERWIRTH
PHILIP A. CARROLL
AMON G. CARTER
GARDNER COWLES, Jr.
RALPH S. DAMON
DONALD D. DAVIS
DONALD W. DOUGLAS
CLARK GABLE
GEORGE W. HUTCHISON
CHARLES S. JONES
CHARLES F. KETTERING
OLIVER L. PARKS
EDWARD V. RICKENBACKER
FRANK F. RUSSELL
SUMNER SEWALL
ELLIOTT WHITE SPRINGS
CHARLES E. WILSON
THEODORE P. WRIGHT
JOHN RUSSELL YOUNG

Mr. Amon G. Carter
400 West Seventh St.
Fort Worth, Texas

Dear Mr. Carter:

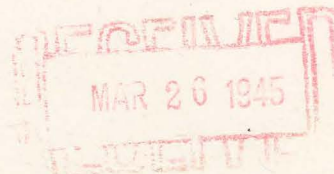
Attached is your charter membership card in the Air Power League. As you know, we were delayed in securing these because of the change of name. They have been mailed to all the charter members.

Later there will be a certificate, but it will probably be a week or so before it is ready for mailing.

Sincerely,

Howard W. Angus
Howard W. Angus

HWA:T
Enc.



THE AIR POWER LEAGUE

By-Laws

MARCH 22, 1945

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 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.

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, accept said payment at a less amount determined by it to be appropriate. Charter membership shall include membership in any class provided for by Section 3 of this Article I and in 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.

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>
Senior	One hundred Dollars
Sustaining	Twenty-five Dollars
Contributing	Ten Dollars
Regular	Five Dollars
Ex-Service	Three Dollars

Ex-Service membership shall be open only to persons who shall have served in the armed forces of the United States.

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 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.

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 President and a class of Directors to succeed those whose terms then expire. There may also be elected Directors to fill vacancies in any other class, including the vacancy which will occur if a Director of such another class, having been duly nominated for the presidency, is elected to such office. There may also 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 a candidate for President and candidates for Directors 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 Members and filed with the Secretary not later than

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 the presidency and one person for each directorship of the class which is to be elected, nominations for the presidency and for one or more directorships, as the case may be, may be made 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. 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 the President and nineteen other Directors, which other Directors shall be divided into three classes as nearly equal as may be. The initial terms of the several classes shall continue until the next Annual Meetings in the years 1945, 1946 and 1947, respectively, and until their respective successors shall have been elected; and each succeeding term of each class of Directors shall continue for three years and until their successors shall have been elected.

After December 18, 1945, the Board of Directors shall consist of the President and twenty-nine other Directors, classified as aforesaid. The additional Directors in excess of twenty may be elected and classified in advance of said date and may attend meetings of the Board of Directors but shall not, until said date, constitute a part of the Board or be entitled to vote or to exercise any other right of Directors.

SECTION 2. *Meetings:* Meetings of the Board of Directors shall be held whenever called by the President or by 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 thereupon given 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 provided 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, or by election of one of the other Directors as President, 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 six other Directors, which Committee 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 these By-laws, excepting only the power to amend, enlarge or repeal the Constitution or these By-laws. Unless sooner discharged by the Board of Directors, the Committee shall hold office until the first meeting of the Board next succeeding an Annual Meeting of the Members and until the respective successors are appointed.

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. *Vacancies:* Any vacancy in the Executive Committee, whether caused by death, resignation or by expiration of the term as Director of any of its members, may be temporarily filled by the Committee and, at the next meeting of the Board of Directors, shall be filled by the Board.

SECTION 4. *Meetings:* Meetings of the Executive Committee shall be held whenever called by the President or 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 otherwise be determined by the Committee. Notice of Meetings shall be given to all Members of the Committee and to other Directors, and any Director, although not a Member of the Committee, may attend any meeting and participate in the deliberations.

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 to

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 these By-laws, excepting only the power to amend, enlarge or repeal the Constitution or 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*: The President shall be elected by the Members at the Annual Meeting and 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 Secretary, a Treasurer, and an Executive Vice-President. 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 elected officer and any 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. *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 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 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 to 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 6. *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 7. *Compensation*: The Executive Vice-President shall be a full-time salaried official 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 by any two officers, one of whom shall be an elected officer, 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 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 in any particular by the Board of Directors at any meeting thereof, the notice of which shall include the form of the proposed amendment, enlargement or repeal.