



## **BYLAWS of**

### **The 121 Avn Association, Inc.**

**(A Not – For – Profit Florida Corporation)**

**This Association is dedicated to perpetuating the history and legacy of the**

**121<sup>st</sup> Assault Helicopter Company,**

**its predecessor units, its attached and supporting units, and to honor the valor and sacrifices of  
all former members, both living and dead.**

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**BYLAWS OF  
THE 121 AVN ASSOCIATION, Inc.**

**ARTICLE I**

**Name, Registration, and Duration**

**Section 1. Name.** The name of the Association is the 121 Avn Association, Inc. (the Association).

**Section 2. Registration.** The Association is a nonprofit corporation incorporated in the State of Florida. The Corporation office and registered agent are located at 910 Pasadena Way, The Villages, FL 32159-0097. The registered agent is Mr. John D. Schmied. (Revision \*1)

**Section 3. Duration.** The duration of the Association will be perpetual.

**ARTICLE II**

**Objectives**

1. To reunite former unit members and reestablish old friendships.
2. To perpetuate the memory and legacy of the 121<sup>st</sup> Aviation Company.
3. To perpetuate the memory of deceased Veterans and to comfort their survivors.
4. To provide social and recreational activities for Association members.
5. To gather information and to write a complete history of the units.
6. To develop, promote, and maintain a 121 Avn Association website.

**ARTICLE III**

**Members and Dues**

**Section 1. Members.**

a. All veterans who served in the 93rd Transportation Company (Lt Hel), the 121st Aviation Company (AML), the 121st Assault Helicopter Company, the 80th Transportation Detachment (Avn Maint.), and all attached and supporting units who qualify as war veterans as defined in Chapter 1, IRS Publication 3386 are eligible to join.

b. Requests to join by other war veterans who did not serve in these units may be considered on a case by case basis.

c. Surviving spouses and direct descendants of deceased veterans that served in the specified units may join subject to the requirement that the ratio of war veterans remains above 90 percent of the total members.

**Section 2. Dues.**

**a. Annual Membership.** Annual dues are \$15.00 per year. These dues are payable upon joining and must be renewed during the anniversary month 12 months thereafter. Members who fail to remit their annual dues within 60 days after becoming due will be suspended from membership. Payment of dues after 60 days but within 12 months of the due date will result in reinstatement for the current dues-paying period.

**b. Life Membership.** Dues for life membership are based on the applicant's age at the time of application as follows: Age 68 and under, \$150.00; age 69 - 70, \$135.00; age 71-72, \$120.00; age 73-74, \$105.00; age 75-76, \$90.00; age 77 and over, \$75.00.

**ARTICLE IV**

**Board of Trustees and Officers**

**Section 1. Powers.**

All powers of the Association will be exercised by or under the authority of a Board of Trustees (The Board). The activities, property, and affairs of the Association will be managed by or under the direction of the Board. The Board may exercise all such powers and may delegate any and all such powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, these Bylaws, and the provisions specified in IRC 501(c)(19) as pertains to War Veterans organizations.

**Section 2. Composition and Tenure.**

The number of Trustees will be no less than four and may be increased from time to time or be fixed at a specific number by a vote of the Board. Those members interested in serving and those who desire to nominate a member to be a Trustee must notify the Secretary at least 60 days prior to the general membership meeting (The Annual Meeting) conducted in conjunction with a reunion. An interested or nominated member may be appointed as a Trustee by a majority vote of the Board of Trustees, based on the requirements of the Board. A Trustee may remain in that position as long as he desires, provided he is able to serve in the capacity of a Trustee as required by the Board. A Trustee may be dismissed by a majority vote of the Board if his position is no longer necessary for the Board to conduct its business for the good of the Association or if he is no longer able to fulfill the requirements of the position.

**Section 3. Titles and Election.**

The Trustees will elect from among themselves, by a majority vote, a Chairman, Vice Chairman, Treasurer, Secretary, and Historian, as officers of the Board of Trustees. The Board may, by a majority vote of all trustees present, elect an Assistant Treasurer, an Assistant Secretary, or such other officers as deemed necessary. The person(s) serving as an Assistant Secretary and/or Assistant Treasurer, etc., must be a member of the Board. The duties of the officers will be such as are imposed by these Bylaws and from time to time as prescribed by the Board. An officer may remain in that position as long as he desires, provided he is able to serve in the capacity of such office as required by the Board.

**Section 4. Chairman.**

The Chairman will serve voluntarily as the chief officer of the Association and have general supervision over and responsibility for the affairs of the Association, subject to the approval of the Board. The Chairman will preside at Board meetings, and will call the Annual Meeting and

such other meetings of the Board, and see that all resolutions of the Board are carried into effect. The Chairman will perform other duties as may from time to time be assigned to him by the Board or specifically required to be performed by law or these Bylaws. The Chairman will serve as a Trustee.

**Section 5. Vice Chairman.**

The Vice Chairman will have such powers and perform such duties as may be assigned to him by the Board or Chairman. In the absence or disability of the Chair, the Vice Chairman will perform the duties and exercise the powers of the Chairman. The Vice Chairman will closely monitor the membership to ensure that at least 90 percent of the members qualify as war veterans and will serve as a Trustee.

**Section 6. Treasurer.**

The Treasurer will, subject to oversight by the Board, maintain general supervision over the financial affairs of the Association and will cause to be kept accurate books of accounts. The Treasurer will oversee the disbursement of funds of the Association and from time to time, or upon request from the Board, account for all the transactions undertaken as Treasurer, and of the financial condition of the Association. The Treasurer will serve as a Trustee. The duties of the Treasurer may be delegated to an Assistant Treasurer or Assistant Treasurers as designated by the Chairman or the Board.

**Section 7. Secretary.**

The Secretary will cause notices of all meetings of the Board (except for notices of special meetings of the Board which are called by the requisite number of Trustees) to be sent; will cause the minutes to be kept of all such meetings; will have responsibility for general supervision of the books of the Association; and will make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board. The Secretary will serve as a Trustee.

**Section 8. Historian.**

The Historian will gather information and write or by other means prepare an ongoing history of the 93<sup>rd</sup> Transportation Co, 121<sup>st</sup> Aviation Company, 121<sup>st</sup> Assault Helicopter Company, 80<sup>th</sup> Transportation Detachment, and all attached and supporting units. The information collected will be versioned annually in a digital archive and copies will be provided to the Association Secretary and to the Vietnam Center and Archive at Texas Tech University. The Historian will report progress at the annual Board and Membership meetings. Copies of the 121<sup>st</sup> Association Archive will be provided, upon request, to members in coordination with the Treasurer. The Historian will serve as a Trustee.

**Section 9. Regular Meetings.**

Regular meetings of the Board may be held at such places as the Board may determine at such date and time as the Board will designate by written notice. In addition to the Annual Meeting, there may be regular meetings of the Board, held with proper notice pursuant to the following appropriate sections. A gathering of the Trustees, a conference call among the Trustees, or an exchange of electronic mail may be considered to be a meeting.

**Section 10. Special Meetings.**

Special meetings of the Board may be called at any time by the Chairman, or on the written request of three (3) Trustees. Such meetings will be held at the registered office of the Association, or other such place or by the means stated in Section 9, as agreed upon by the Board.

**Section 11. Notice.**

Notice of all special meetings of the Board (and all regular meetings, other than the Annual Meeting as designated in Section 4, above), will be given to each Trustee by personal delivery, USPS first class mail, by electronic mail or by telephone. All notices will be given at least ten (10) days prior to any meeting. The notices sent by mail will be deemed delivered when deposited in a USPS mail receptacle, postage prepaid, addressed to the Trustees last known address, e-mail address, or telephone number in the records of the Association.

**Section 12. Waiver of Notice.**

Notice of any meeting of the Board may be waived by any or all of the persons entitled to notice by written waiver before, during, or after such meeting. Each Trustee or Officer attending a meeting without protesting, prior to its conclusion, the lack of proper notice, will be deemed to have waived notice of the meeting.

**Section 13. Quorum and Voting.**

Unless otherwise required by law or by these Bylaws, the quorum necessary for the transaction of business will consist of a majority of the number of Trustees on the Board. A Trustee may participate in a meeting of the Board by means of a conference telephone or other means of communication enabling all participating trustees to simultaneously communicate with one another and such participation will constitute presence in person. The affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present will be the act of the Board. Any action required to be taken by the Board may be taken without a meeting if all the members of the Board consent in writing thereto.

**Section 14. Delegation.**

If any Officer of the Association is absent or unable to act, and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board may delegate the powers or duties of such officer to any other officer, or any trustee it may select.

**Section 15. Resignation and Removal.**

An Officer or a Trustee may resign by delivering his resignation in writing to the Registered Office of the Association or to the Chairman or to the Secretary. Such resignation will be effective upon receipt, or upon such date (if any) as is stated in the resignation. An Officer or Trustee may be removed from office with or without cause by a majority vote of the Board at a duly held meeting with a quorum present. Vacancies created by a resignation or removal of an officer or trustee may or may not be filled on an interim basis by the Board of Trustees. Upon removal or resignation of a Trustee all books, records, and documents, including all legal, corporate, and financial records, and all properties of the Association shall be surrendered to a person designated by the Board of Trustees and appointed by the Chairman.

**Section 16. Vacancies.**

Any vacancy on the Board, including but not limited to, a vacancy resulting from the enlargement of the Board, may be filled by the affirmative vote of a majority of the remaining trustees. A Trustee appointed to fill any vacancy will hold office for a term as determined by the Board if the vacancy was created by the enlargement of the Board.

**Section 17. Compensation.**

No Trustee, Officer, or other Association member will receive compensation for services rendered to the Association, but at the discretion of the Board, may be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board may authorize. Trustees may receive reasonable compensation for services performed in other capacities for or on behalf of the Association pursuant to authorization by the Board, subject however, to Article VII (Conflicts of Interest) of these Bylaws. Even in consideration of the foregoing, the Board will neither authorize nor provide reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Association's purposes.

**Section 18. Written Consent.**

If all the trustees unanimously consent in writing to any action taken or to be taken by the Association, the action will be valid as of the date the last Trustee has signed the consent, as though it had been authorized at a meeting of the Board. Such written consents will be filed in the minutes book of the Association.

**Section 19. Loans.**

No loans will be made by the Association to any Officer, Trustee, or member.

**ARTICLE V**

**Committees**

**Section 1. Standing Committees.**

The Board may, by resolution adopted by the affirmative vote of a majority of the entire Board, appoint one or more trustees to constitute a standing committee of the Board with such powers and duties as the Board may prescribe.

**Section 2. Other Committees.**

Special task forces or advisory committees may be appointed by the Chairman of the Board with the consent of the Board, and will have only the powers specifically delegated to them by the Board. Any task force and any special committee or advisory committee may include committee members who are not trustees; however, their service is advisory only, and only Trustees have a vote with respect to an action of a Committee. The Committees will be prohibited from: (1) making, altering, or repealing any bylaw provision; (2) electing, appointing, or removing trustees or officers; (3) amending or repealing any resolution previously adopted by the Board.

## **ARTICLE VI**

### **Agents**

The Board may appoint agents with such powers and to perform such acts and duties on behalf of the Association as the Board may determine from time to time.

## **ARTICLE VII**

### **Conflicts of Interest**

If an occasion arises when a member of the Board or an Officer of the Association has a financial interest or has a familial relationship with a person who has a financial interest in any transaction involving the Association the following policies apply:

- a. Any material facts as to such financial interest will be disclosed by the interested Trustee or Officer to the other members of the Board.
- b. The Trustee or Officer involved in the matter will not vote or use any personal influence with regard to the matter except that he may state a position on the matter and respond to questions about it; however such interested Trustee or Officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting will reflect that the disclosure was made and that such Trustee or Officer abstained from voting. At the Board's discretion, when deemed appropriate, the interested trustee or officer will leave the room or otherwise not participate during discussion and voting on the matter of interest.

## **ARTICLE VIII**

### **Indemnification and Insurance**

#### **Section 1. Indemnification.**

The Association will indemnify any agent of the Association who was or is a party to any proceeding of the Association, by reason of the fact that such person is or was an agent of the Association. The indemnification provided herein will be made only as authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances. The indemnification provided herein may include expenses and any such expenses may be paid in advance of the final disposition of the proceeding.

#### **Section 2. Insurance.**

The Association will have the power to purchase and maintain insurance to cover the Association, its trustees, officers and employees (if any), and volunteers, whether or not they may be indemnified pursuant to Section 1, above.

## **ARTICLE IX**

### **Amendments**

The Board will have the power to make, amend, and repeal the Bylaws of the Association by a majority vote of all the Trustees.

## ARTICLE X

### General Provisions

#### Section 1. Construction.

Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained herein is intended to or will limit, qualify, or restrict any power of authority granted or permitted to nonprofit corporations. References in these Bylaws to the Certificate of Incorporation will include all amendments thereto unless specifically excepted. Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions will be unaffected by such holding.

#### Section 2. Books and Records.

The Association will keep correct and complete books and records of account, and will keep minutes of the proceedings of its Board and Committees; and will keep at its registered office or principal place of business, a record of its Trustees, names and addresses of all Trustees, a copy of the application for tax exemption, with all correspondence to and from the IRS in connection with the application, and a copy of the annual reports of the Association filed with the IRS for the previous three years. Such records must be disclosed to the public upon request in accordance with IRS public disclosure requirements.

#### Section 3. Checks, Bank Accounts, and Investments.

The monies and other assets of the Association will be deposited in the name of the Association in such bank or banks or financial institutions or trust companies as the Board will designate, and will be drawn from such accounts only by check or money transfer with proper signatory authority, as will be determined by resolution of the Board. The funds of the Association may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other sureties, as the Board may authorize.

#### Section 4. Fiscal year.

The fiscal year for the Association will be from 1/1/XXXX through 12/31/XXXX.

## ARTICLE XI

### Political Activities

The Association will not carry on propaganda, or otherwise attempt to influence to such extent as would result in loss of its exemption from federal income tax under 501(c)(19) of the IRS Code, and the Association will not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

## ARTICLE XII

### Dissolution

In case of dissolution, the Board of Trustees will pay or make arrangements for the payment of all liabilities of the Association. The distribution of any remaining funds, at the time of dissolution shall be decided upon by the Board of Trustees.



## ARTICLE XIII

### Origin

The original incorporators of this corporation were:

David Cunningham	Donald Jackson	John D. Kennedy	John Schmied
7650 SW 133 St	4709 Goodnight Tr	7908 Cooper Creek Rd	304 Fox Village Ct
Miami, FL 33156	Amarillo, TX 79109	Columbus GA 31909	Ballwin MO 63021

These bylaws were adopted by resolution of the Board of Trustees of the Association on February 6, 2007.

**NOTE:** Signatures of original Trustees are on file with Secretary.

### Revisions

#### **#1 Adopted April 2011**

Article 1 – Section 2

The Association was originally incorporated in the State of Missouri. The incorporation changed in September 2010 when the Association was re-incorporated in the State of Florida. The address of the registered agent; 304 Fox Village Ct., Ballwin, MO 63021-6120 also changed to the new address in September 2010.

#### **#2 Adopted January 1, 2014**

The following changes and corrections were made to the By-Laws:

The title of the Association was updated throughout to include “Inc.” which is the legal title on the corporation.

Art. III - Sec. 1- a The specific Chapter and IRS publication was added.

Art, IV – Sec. 2 Revisions were made to clarify the appointment of trustees.

Sec. 3 The position of Historian was added to the list of Officers.

Sec. 8 The description of the Historian’s duties was added.

Sec. 9 Clarified what constitutes a meeting of the Board of Trustees.

Sec. 10 Revised and clarified the description of an official meeting.

Sec. 11 Added provision electronic mail and phone notice of a meeting.

Sec. 15 Added provision that requires Trustees to surrender all association books, documents, and property at the time of their resignation/removal from office.

Art. XII Revised the language to allow broader discretion of the trustees upon dissolution of the Association.

**Rev 1 Jan 2014**