

### ARTICLE I - NAME

This Association shall be known as the “Alamo Chapter of the Vietnam Helicopter Pilots Association,” hereafter referred to as the “Chapter” and “VHPA.” It is organized specifically for all helicopter pilots who flew in Southeast Asia during the Vietnam Era (1961 - 1975).

### ARTICLE II - OBJECTIVES

The Chapter is dedicated to the objectives of the VHPA and to the fulfillment of the following purposes:

1. To enhance and accredit the cohesiveness, *esprit de corps*, and traditions of valor of rotary wing pilots who flew in Southeast Asia during the Vietnam Era.
2. To seek out, using whatever means available, individuals who piloted rotary wing aircraft in Southeast Asia during the Vietnam Era and inform them of the existence of the Chapter and of the VHPA and encourage all eligible individuals to become members.
3. To assist needy and disabled veterans and the widows and orphans of deceased veterans.
4. To provide entertainment, care, assistance and any other appropriate support to veterans and current members of the United States Armed Forces.
5. To promote social welfare within the community.
6. To perpetuate the memory of veterans and to comfort their survivors.
7. To conduct charitable, literary, and educational programs.
8. To sponsor and participate in patriotic activities.
9. To provide social and recreational activities for members.

### ARTICLE III - OPERATION

Section 1. The Chapter shall operate on a calendar year basis and shall maintain its headquarters at San Antonio, Texas.

Section 2. The Chapter shall operate as a not for profit corporation.

Section 3. An annual audit of financial statements shall be conducted either by individuals or by a recognized agency appointed by the Board of Directors.

### ARTICLE IV - MEETINGS

Section 1. Meetings shall be held at least once a calendar quarter.

Section 2. Meeting locations shall rotate throughout the Chapter area and shall be held at a place and time selected by the Board of Directors, normally located within a 100 mile radius of the San Antonio area.

Section 3. The Board of Directors shall announce the preliminary or final date and place of the next meeting during the current meeting, and shall follow up that announcement by any combination of written, telephonic, Chapter web site, or e-mail notification. In addition, the Chapter Newsletter, if constituted, shall advise of meeting information.

Section 4. In the event the next meeting location or schedule must be changed, all members shall be advised by any combination of written, telephonic, Chapter web site, or e-mail notification. In addition, the Chapter Newsletter shall advise of meeting information.

Section 5. Meetings shall be open to all membership classifications, potential members, and any invited guests.

### ARTICLE V - MEMBERSHIP

Section 1. Eligibility.

a. General Membership is open to all helicopter pilots who flew in Southeast Asia during the Vietnam Era, (1961 - 1975).

b. To be recognized as an Active Member in the Life or General classifications, the member must be in good standing and current in his annual dues or paid Life Membership to the Chapter.

Section 2. Membership classifications

- a. **Life Membership** can be conferred upon an individual who first qualifies for General Membership, and has elected to pay a specified one-time amount as directed by the Board of Directors.
- b. **Honorary Membership** can be conferred to distinguished persons, such as aviation pioneers, guest speakers and aviation dignitaries. In addition, honorary memberships may be granted to persons who had a significant impact on helicopter operations and the pilots of those aircraft as it existed during the period of conflict in Southeast Asia. Honorary memberships shall be approved by the Board of Directors upon a recommendation by any Life Member or Active Voting Member. Honorary member candidates should complete an application form, and will not be required to pay membership dues.
- c1. **Associate Membership** can be conferred to those persons who are not otherwise eligible for General Membership, who have made significant contributions to, or expressed a bona fide interest in the Chapter. Significant contributions includes documented rotary wing Crew Chiefs and Door Gunners who were crucial to our survival during the Vietnam Era (1961 – 1975).
- c2. **Associate Membership** can also be extended to Military Helicopter Pilots who completed military flight classes during the 1961 – 1975 Vietnam Era, but through no fault of their own were assigned other theaters of operations upon graduation.
- d. **Heritage Membership** is a category for a family member (spouse or child) of a previous Active or Life Member who has deceased. Active General or Life Membership does not transfer to a Heritage Member. The Heritage Member must be 18 years old or older.
- e. Associate Members and Heritage Members will be required to pay annual dues, but cannot hold office or vote on Chapter business.
- f. The Board of Directors shall validate and approve each Associate Member or Heritage Member. These Approvals shall be recorded in the Board Meeting Minutes.

Section 3. Expulsion

- a. Members of any classification, including elected and appointed officials, may be expelled for cause or conduct the Board of Directors deems contrary to the best interest of the Vietnam Helicopter Pilots Association (VHPA) and the Alamo Chapter.
- b. Members subject to expulsions shall be entitled to a hearing of the Board of Directors.
- c. All General Members who fail to pay annual dues shall be suspended for nonpayment and will be listed as In-Active on the membership roster until such time as all dues in arrears are paid in full. In-Active (dues delinquent) members can be carried on the roster for up to 2 years before being completely removed from the roster.

**ARTICLE VI - ORGANIZATION OF THE CHAPTER**

Section 1. Board of Directors

The Board of Directors shall consist of:

- a. President
- b. Vice-President (who shall be President-elect and *shall* succeed the President)
- c. Secretary
- d. Treasurer
- e. Three Members at Large
- f. Immediate Past President

Section 2. Responsibility and Authority of the Board of Directors

- a. The Board of Directors shall be the governing body of the Chapter. It shall be responsible for the management of the affairs of the Chapter, including funds, programs and regulations. It shall have authority to approve budgets, authorize expenditures, seek and accept contributions and approve meeting sites and program arrangements.

- b. A majority vote of the Board of Directors shall prevail in all matters pertaining to the Chapter. At its discretion, with the exception of specific matters stated herein, some matters may be submitted to the General Membership for approval.
- c. The Secretary (if present) shall have priority for the tie-breaker vote.
- d. In addition to business conducted at the scheduled Chapter meetings, the Chapter may make conference or zoom style calls, as needed, for conducting Chapter business. The President shall have the authority to authorize such conference or zoom style calls as deemed necessary. Prior to authorization, the President shall coordinate with the Treasurer to *ensure* operational funds are available to cover the costs.
- e. The Board of Directors shall delegate authority and functions to the Secretary or Treasurer or specific members of the Chapter.

Section 3. Officers

The officers of the organization shall consist of:

- a. President
- b Vice President
- e. Secretary
- f. Treasurer

Section 4. Duties of Officers

- a. President
  - i. The President shall preside over the Board of Directors and at the business meetings of the Chapter, as well as all general meetings of the membership.
  - ii. The President shall appoint or remove Committee Chairmen, subject to ratification by the Board of Directors.
  - iii. The President shall be accorded all duties customary for this office and such other functions as may be prescribed by the Bylaws of the Chapter, the Board of Directors, and written job descriptions.
- b. Vice-President
  - i. The Vice-President shall assume all duties of the President as the President may direct in absence of the President.
  - ii. The President shall resume all of his duties at the next regularly scheduled meeting of the Board of Directors or meeting of the general membership.
- c. Secretary
  - i. The Secretary shall be responsible to record and distribute minutes of each meeting of the Board of Directors and to maintain and periodically distribute to members of the Board of Directors the Chapter Membership Roster.
  - ii. The Secretary shall maintain or monitor a roster of current Chapter members in a manner approved by the Board of Directors.
- d. Treasurer
  - i. The Treasurer shall be responsible to maintain all funds belonging to the Chapter. Said funds shall be deposited in any bank account approved by the Board of Directors.
  - ii. The President and Treasurer shall be jointly authorized to co-sign all checks for debts and obligations incurred by the Chapter. As directed by the President, or in his extended absence, the Vice-President shall be so authorized.
  - iii. The Treasurer shall maintain a listing of all Chapter members whose dues are current and paid.

Section 5. Holding office or other positions of influence and trust shall be limited to eligible Life or General members, as defined in these bylaws.

Section 6. The Board of Directors and Officers shall perform such other duties as prescribed by the Bylaws.

Section 7. Committees

- a. The Chapter may choose utilize the following standing committees whose duties and responsibilities are outlined in the job descriptions and policy statements approved by the Board of Directors:
  - i. Historical
  - ii. Membership
  - iii. Program/Planning
  - iv. Community Service
- b. Vacancies for chair of all committees shall be filled by appointment by the President.
- c. All appointments to chair a committee shall be ratified by the Board of Directors.
- d. Other standing committees may be established by the Board of Directors as required.

#### **ARTICLE VII. ELECTION OF OFFICERS**

- Section 1. The first election of officers shall be scheduled at the next regularly scheduled meeting after the organizational meeting of the Chapter, or as soon as is practicable after that.
- Section 2. A Vice-President, Junior Member at Large, Secretary, and Treasurer shall be elected annually by a majority vote of those active members present - and voting at the normally scheduled last meeting of the calendar year.
- Section 3. A Vice-President shall be elected to a consecutive 3 year term on the Board of Directors. The first year he shall be the Vice President. The second year he shall be the President. The third year he shall be the Immediate Past President.
- Section 4. The Junior Member at Large shall be elected to a consecutive 3 year term on the Board of Directors. The first year he shall be the Junior Member at Large. The second year he shall be the Midterm Member at Large. The third year he shall be the Senior Member at Large.
- Section 5. Individuals newly elected to office shall be installed to that office at the close of the annual election meeting.
- Section 6. Individuals already holding office shall advance to the next position of their term at the close of the annual election meeting.
- Section 7. The election of officers shall be done by secret ballots. Should there be only one candidate for an office, the ballot requirement shall be waived and the election thereof shall be by acclamation.
- Section 8. There shall be no restrictions to being re-elected to successive terms as secretary or treasurer.
- Section 9. Members of the Board of Directors shall not hold two board positions simultaneously.

#### **ARTICLE VIII EARLY SUCCESSION TO OFFICE**

- Section 1. Should the President resign, become incapacitated, or otherwise be unable to fulfill the duties of The Presidency, the Vice-President (President Elect) shall succeed him as President for the remainder of the resigning or incapacitated President's term. The position of Vice-President shall remain vacant until the next annual election. At the completion of the resigning or incapacitated President's term, the (President Elect) shall continue in the capacity as the new President.
- Section 2. Should the Vice-President resign, become incapacitated, or otherwise be unable to fulfill the duties of the Vice-Presidency, the position of Vice-President shall remain vacant for the duration of the term of the resigning or incapacitated Vice President. A President and a Vice-President shall be elected at the next annual election.
- Section 3. Should both the President and Vice-President resign or become incapacitated, then the Senior Member at Large shall assume the duties of the Presidency (become Acting President) for the remainder of the term of the President who has just resigned or become incapacitated, but he shall not automatically succeed to the position of President after his term of Acting President has expired. A President and Vice-President shall be elected at the next annual election with the new President's one-year term beginning at the close of the annual election meeting. The Immediate Past President shall serve one additional year on the Board of Directors.

- Section 4. Should the Senior Member at Large resign, become incapacitated, or become the Acting President, then the following shall automatically take place:
- a. The Midterm Member at Large shall immediately become the Acting Senior Member at Large. He shall remain the Acting Senior Member at Large until he succeeds to the position of Senior Member at Large under the terms to which he was initially elected.
  - b. The Junior Member at Large shall immediately become the Acting Midterm Member at Large. He shall remain the Acting Midterm Member at Large until he succeeds to the position of Midterm Member at Large under the terms to which he was initially elected.
  - c. Should the Midterm Member at Large resign, become incapacitated, or become the Acting Senior Member at Large, the Junior Member at Large shall immediately become the Acting Midterm Member at Large. He shall remain the Acting Midterm Member at Large until he succeeds to the position of Midterm Member at Large under the terms to which he was initially elected.
  - d. Should the Junior Member at Large resign, become incapacitated, or become the Acting Midterm Member at Large, the President or Acting President shall offer the, position of Acting Junior Member at Large to previous members of the Board of Directors, subject to appointee's ratification by the Chapter Board. A Junior and Midterm Member at Large shall be elected at the next annual scheduled election meeting.
  - e. Should the Immediate Past President resign, become incapacitated or otherwise be unable to fulfill the duties of the Immediate Past President, the President or Acting President shall offer the position of Immediate Past President to any qualified previous Board Member, to be ratified by the current Board of Directors.

#### ARTICLE VII - VOTING

Section 1. All Life and General Members in good standing having paid their Life Membership or current in their annual dues are entitled to vote at business meetings.

Section 2. Attending Life and General Members in good standing are eligible to vote and shall constitute a quorum for the transaction of business at all scheduled meetings of the Chapter.

#### ARTICLE VIII - AMENDMENTS OF ARTICLES AND BYLAWS

Section 1. The Articles of Incorporation may be amended by the following procedures:

- a. Proposed amendments shall be submitted to the Chapter Headquarters or any Chapter Officer at least *60 days prior to a scheduled meeting*.
- b. The Board of Directors must approve the proposed amendment(s).
- c. The adoption of the amendments at a scheduled meeting of the Chapter is by a two thirds majority of the Life and General members present at the business session.

Section 2. The Bylaws may be amended by the following procedures:

- a. Proposed amendments shall be submitted to the Chapter Headquarters or any Chapter Officer at least 60 days prior to a scheduled meeting.
- b. The Board of Directors must approve the proposed amendment(s).
- c. The adoption of the amendments at a scheduled meeting of the Chapter is by a majority of the Life and General Members present at the business session.