

# **BYLAWS OF THE F-14 TOMCAT ASSOCIATION, INC.**

## Article I (Name)

The name of the Association shall be the “F-14 Tomcat Association, Inc.”, hereinafter referred to as the “Association”.

## Article II (Mission Statement)

Section 1 The Association was incorporated in perpetuity on June 2, 2003 as a nonprofit Mutual Benefit Corporation organized under the California Corporations Code, under articles of incorporation filed with the Secretary of State of California. The Association satisfies the requirements for tax exempt status under Section 501(c)(7) of the Internal Revenue Code and Section 23701g of the Revenue and Taxation Code of the State of California. The corporate Employer Identification Number (EIN) is 20-0067446.

Section 2 The specific purpose of the Association is to preserve the history of the greatest fighter jet the United States Navy has ever flown. This is accomplished by facilitating and maintaining contact among the current and former members of the F-14 Tomcat fighter aircraft community and to sponsor and participate in annual reunions and other social events of the membership. Additionally, the Association will disseminate authoritative information regarding the history and accomplishments of the F-14 aircraft, the squadrons that operated them, and the individuals who flew, maintained, developed and supported them.

Section 3 The Association will also maintain an historical archive of F-14 related material, participate in memorial services, and assist the many carrier and land museums regarding the display of F-14 aircraft.

Section 4 In addition to being composed of individual members, the Association charters several squadrons/chapters in areas where there are sufficient numbers to enable the formation of such groups. These “splinter groups” have two functions: first, to enable more frequent meetings of members at the local level to support naval aviation and inform the general public about the magnificent job done by the men and women formerly associated with the venerable Tomcat aircraft; second, to reminisce and share in the camaraderie and excitement of once having been the very backbone of naval aviation for more than three decades.

Section 5 The Association sponsors at least one major social function each year to enable former members of the Tomcat community to renew old friendships. The function is held at a location determined by the Board of Directors with inputs from the membership-at-large, alternating each year between the east and west coasts.

Additionally, the Association or its splinter groups may hold one of more minor social functions at various locations as the situation arises and at the behest of the membership.

### Article III (Membership)

Section 1 Membership in the Association shall be open to all current and former officers, enlisted persons, and government and contractor employees involved in the F-14 program. Membership shall also be open to the family members of the aforementioned groups and to other persons who participated in, or who have a general interest in, activities that further the knowledge, reputation, and history of the F-14 aircraft. No person shall be excluded from membership, segregated, or otherwise discriminated against within the Association on the grounds of race, color, sex, age, marital status, national origin, political affiliation, religion, veteran status, or disability.

Section 2 Once enrolled, to maintain their membership in good standing, members are expected to promptly pay their annual dues to the Treasurer of the Association each calendar year before the anniversary date of their initial enrollment. Three months prior to the anniversary date of their joining, the Association will make a good faith effort by e-mail (or by regular mail, for those who are not connected to the Internet) to notify members that their membership is coming up for renewal.

Section 3 All members in good standing, except as noted below, shall be eligible to vote and hold office and will automatically be issued electronic keys (passwords or PINs, as necessary) to access the "Members Only" section of the Association web site. Those members not having access to the Internet or e-mail shall be eligible to vote via U.S. mail and will receive a revised issue of the membership directory annually through the mail. Members not having a personal computer and access to the Internet shall not be eligible to hold office or committee assignments in the Association because Association business is conducted almost entirely over the Internet.

Section 4 Those members of the Association whose dues are in arrears shall be transferred to inactive status on the first of the month following the anniversary date of their joining the Association. Those members in inactive status shall not be eligible to vote, receive revised membership directories or other mailings, nor be given continued access to the "Members Only" section of the Association web site until clearing the arrears.

### Article IV (Officers)

Section 1 The Association Officers shall consist of a President, Vice President, Secretary, and Treasurer. Officers shall be members in good standing and shall be elected by the membership at large. Officers shall be elected to serve two year terms and shall hold their offices until their successors are elected. The terms of the

Officers shall be staggered to the end that all of the Officers are not replaced at the same time. To accomplish this, the first Association election for the office of Vice President and Treasurer shall be a one year term. There after these positions shall be two year terms.

Section 2 The President shall preside over all general meetings of the Association, sign or countersign all contracts or other instruments of the Association, make reports to the membership, and perform all such other duties as are incident to his or her office.

Section 3 The Secretary is the principal administrative official of the Association and shall issue notices of all general meetings and decisions of the Board of Directors, keep the minutes, and make such reports and perform such other duties as are incident to his or her office. The minutes of such meetings and decisions shall be posted in the "Members Only" section of the Association web site. Further, the Secretary shall oversee the generation of, and have access to, electronic and postal mailing lists necessary to disseminate notices to the Association membership-at-large.

Section 4 The Treasurer shall maintain custody of all funds and securities of the Association, and deposit same in such banks or pay out or dispose of same in the name of the Association in such manner as the Board of Directors may specify. The Treasurer shall make detailed reports of the financial condition of the Association to the Board of Directors at the end of each six month period; further, at the end of each quarter, the Treasurer shall generate the financial reports for posting in the "Members Only" section of the Association web site.

Section 5 Checks and drafts may be signed by the President and/or the Treasurer. Expenditures of more than \$300 shall be approved by the Board of Directors.

Section 6 In the absence of the President, the Vice President shall fulfill all such responsibilities of the President. The Vice President may also assume additional responsibilities as determined by the Board of Directors.

Section 7 An interim vacancy occurring in the fiscal year in any office shall be filled only for the remainder of that term by a member of the Association elected by majority vote of the Board of Directors. Thereafter, the office shall be filled by the regular elective process.

## Article V (Directors)

The Association Board of Directors will consist of the four Association officers and a Maintainer Representative, an East Coast Representative, and a West Coast Representative. The Board of Director positions other than the Association officers will be members in good standing selected by the Association officers from the membership at large and will serve one-year terms. The Maintainer Representative

must have been, at one time during their career, an enlisted person. The East and West Coast Representatives will come from the areas of highest concentration of the membership. The Association Officers, at their discretion, may from time to time add other board positions. It is the intent of this provision to allow as many members willing to serve and perform services for the Association, to be part of the decision making process. However, the total number of Directors shall not exceed fifteen (15) or shall not be less than seven (7) without approval of the membership at large. Directors will serve one year terms. Once the sitting Board has been established for the year, this Board will elect a Chairperson from among themselves. In the event the majority of the Board cannot elect a Chairperson, the Chairperson will be elected by the membership at large. The Board of Directors shall have as its purpose the generation of formal policy and general guidance and supervision of the affairs of the Association.

Section 1. The Board of Directors shall caucus to elect one of their numbers to sit for one year as the Chairperson of the Board of Directors and preside over any meetings or actions of the Board; however, any decisions as to implementation of particular courses of action shall be determined by majority vote of the members of the Board.

Section 2. Meetings and caucuses of the Board of Directors and discussions of agenda may be held in person, by conference call, or by e-mail to consider and decide the matters at issue before the Board. The Secretary of the Association shall record the minutes of any meetings held (or compile a summary of decisions rendered in conference or by e-mail) and cause these records to be posted by the Webmaster to the membership-at-large in suitable format in the "Members Only" section of the Association web site.

Section 3. A quorum at any meeting of the Board (or discussions by conference call or for decision made by e-mail consensus) shall consist of one more than half of the members of the Board. A majority of such quorum is sufficient to decide any question that may come before the Board. If, for any reason, the Board is unable to reach a decision on any matter, the Board shall refer the matter with the Board's recommendations to the Association's membership-at-large for decision.

## Article VI (Standing and Ad Hoc Committees and Special Positions)

The following standing committees and special positions shall be guided by the terms of reference as indicated.

Section 1. Membership Committee. Composed of four volunteers appointed by the President for a two year term. The specific purpose of this committee is to develop and pursue means and methods of increasing membership in the Association. Vigorous research and personal contact to canvass former Tomcat associates to induce their participation in the Association are the tools.

Section 2. Newsletter Committee. One or more volunteers appointed by the President from the at-large membership for a period of one year. Purpose is to compile, edit and prepare for publishing a short periodic newsletter for the Association and to act as the central repository of information to be published as deemed necessary and appropriate in the interest of contributing to an informed membership. Wide discretion is both allowed and encouraged of this committee in coordinating with the Directors, Officers, and chairmen of the other committees of the Association and the Association Webmaster in the consideration of items for publication. The primary means of publication will be through placement on the Association's web site; secondarily, a small number of newsletters will be printed for mailing to those Association members who are not served through the Internet and e-mail. With their consent, members of this committee may be re-appointed for another term.

Section 3. Directory Committee. Composed of a single volunteer from the Association appointed by the President for a one year term. May be assisted by one or more additional members of the Association as requested by the appointed member. The Directory Committee is to produce/update/distribute directories and periodic updates (as necessary) throughout the Association on a yearly basis. For Association members who are served by the Internet and e-mail, primary access to the directory will be through the Association web site ("Members Only" section). The annual hard copy Membership Directory will contain the names and pertinent information about the Officer/Directors in the front of the booklet; the Bylaws of the Association will be included in the back section of the booklet. Only those members of the Association not served by the Internet will receive hard copies of the Directory. Updates to the basic yearly directories will be made primarily through notifications placed in the "Members Only" section of the Association web site; a hard copy errata change will be mailed to those members who are not served by the Internet or e-mail. Member(s) of this committee may be re-appointed for another term with their consent.

Section 4. Audit Committee. This committee of two persons is appointed by the President from the membership-at-large and shall conduct an audit of the financial records of the Association each year sometime during the final three months of the term of the sitting board. A report of the results of such audit shall be posted in the "Members Only" section of the Association's web site.

Section 5. Nominating Committee. This committee consists of the Vice President of the Association and three volunteers appointed by the President. The committee is chaired by the Association Vice President. It has as its sole purpose the nomination of qualified persons from the membership-at-large to serve as Officers and Directors of the Association. A primary consideration in deliberating the qualifications of potential candidates for holding positions as Directors/Officers and prime committee chairmanships is that the candidate must be computer literate and possess a PC with Internet access. The process of slating the nominees shall be completed no later than the 31<sup>st</sup> of March of each year, and the list shall be submitted to the Board of

Directors for review and approval well in advance of the elections. The publishing of a formal list of nominees does not preclude submission of nominations from the membership-at-large prior to the actual process of voting.

Section 6. Social Committee. This committee consists of a chairman and five other volunteers appointed from the membership-at-large by the President for a one year term. Purpose is to formulate plans for the annual major social event to be sponsored by the Association on either the East or the West coast and such other social events as may be deemed appropriate by the Board of Directors. The chairman of this committee may request augmentation of the committee as deemed necessary for the purpose of overseeing the execution of details in carrying out any social event. With their consent, these volunteers may be re-appointed individually or collectively for a second one year term.

Section 7. Webmaster. A volunteer shall be appointed by the President from the membership-at-large for a one year term to oversee operation of the Association's web site. The web site is the heart of the Association's communications activities, encompassing everything from voting for new Association office holders to promulgation of the newsletter and notices to facilitating the administrative details of day-to-day operations. Access to certain sections of the Association web sit may be controlled by global or unique passwords or PINs, as necessary, to prevent viewing of sensitive information by unauthorized persons. The person filling this position must have excellent computer skills and exceptional understanding of the Internet and web site construction. This person may be re-appointed for successive terms for a long as his services are deemed satisfactory and he remains a volunteer.

Section 8. Database Manager. The database manager will be appointed from the membership-at-large for a one year term to develop and maintain the master copy of the Association database. He must have excellent computer skills and will provide the results of database searches and other such information as requested by Officer/Directors/committee chairmen and the Webmaster of the Association. The database manager may choose the software necessary to meet the data needs of the Association. This person may continue to serve in this capacity for as long as his service remains satisfactory and he remains a volunteer.

Section 9. Historical/Archival Committee. A committee dedicated to developing and archiving information of significant interest to both the Association and to the public regarding the F-14 Tomcat aircraft. Consists of one or more persons appointed by the president from the Association membership-at-large. This Committee shall establish and maintain contacts with the Naval Historical Foundation, the Naval Aviation Museum, other private and public aviation agencies, and representatives of former Tomcat squadrons to enable the Association to derive the most complete archival information available and to become the leading authoritative source of information pertaining to the F-14 Tomcat aircraft. Members of this committee will serve one year terms and may be re-appointed for additional one year terms.

Section 10. Ad Hoc Committees. From time to time, necessity will require appointment of committees for special purposes and limited objectives. These committees shall be appointed by the President from volunteers among the membership-at-large and composed of numbers as necessary to give due consideration to the matter at hand. The committee shall formulate any such recommendations as may be deemed appropriate with the guidance given by the President and recorded by the Secretary. Reports by the chairmen of these Ad Hoc committees will be given to the President at the end of each quarter until the matter is resolved and the committee is dissolved. The status of the matters under consideration by an Ad Hoc committee shall be posted for review by the membership-at-large before the at-large elections are held. An Ad Hoc committee shall not be continued into the next fiscal year without the approval of the Board of Directors.

## Article VII (Satellite Squadrons)

The Association encourages and sponsors the formation of semi-autonomous satellite squadrons in areas where sufficient numbers of Tomcat veterans reside to make this feasible. Those potential locations are most likely to be in proximity to major metropolitan populations, where groups of ten or more former Tomcat supporters might form a cohesive fraternal gathering with common interests.

Section 1. Groups interested in forming a squadron may petition the Board of Directors for a charter. All members of said group must be bona fide members in good standing of the F-14 Tomcat Association, Inc.

Section 2. Such groups may define their own geographical area and submit their boundaries for review to the Board of Directors to avoid conflicts with existing squadrons.

Section 3. Such groups must specify the details of any organization they plan to implement and accept and adhere to these Bylaws of the Association. These groups must send a report of their planned and accomplished activities annually to the Board of Directors.

Section 4. All such groups will have access to the Association web site and the Association newsletter for such newsworthy items as they may wish to post.

Section 5. Such groups are encouraged to become (or solicit) sponsors or caretakers for F-14 aircraft on display at various locations around the country. Additionally, the Association may solicit on-site assistance from the members of the satellite squadron in organizing and executing the annual reunion that may occur in the unit's area.

## Article VII (Meetings)

Business meetings, for the most part, will be held to a minimum, due to the remote locations of the Directors. Instead, routine Association business will be accomplished through caucus by means of e-mails and responses thereto. Conference phone calls may be used for urgent matters. If necessary, a brief business meeting may be held coincidentally with a scheduled social, but separately from the main event. A record of the minutes of any business meeting shall be posted on the Association web site. (See procedures/requirements specified in Articles IV and V above.)

## Article VIII (Elections)

Elections shall be held for those elective positions within the Association no later than April 30<sup>th</sup> of each year. The slate of candidates will be posted on the Association web site in accordance with Article VI, section 5 above. The membership-at-large is invited to vote on the slate of candidates at any time after the slate is posted, but not later than April 30<sup>th</sup> of each year.

Section 1. Those newly elected or appointed to positions within the Association shall take office on June 1st in the year in which elected.

Section 2. All Officers and Directors are subject to recall for cause by the membership-at-large.

## Article IX (Funding)

In recognition of the fact that the Association will require some funding for administrative matters, constructing and maintaining the Association web site, executing plans for social events, and other incidental business approved by the Board of Directors, the Board shall set such dues as may be necessary for these needs.

Section 1. Current dues are as shown on the Association web site.

Section 2. Any member of the Association incurring expenses in carrying out approved Association functions or duties may apply directly to the Treasurer for reimbursement. (Receipts will be required. Any expenditure of funds in excess of \$100 requires approval of the Board.)

## Article X (Fiscal Year)

The Association operates on a calendar year fiscal basis, from 1 January through 31 December.

## Article XI (Miscellaneous)

Section 1. No part of the Association's funding shall inure to the benefit of private individuals who hold any interest in the undertakings of the Association.

Section 2. The Association will not discriminate on the basis of age, color, disability, gender, national origin, political affiliation, or veteran status.

Section 3. In the event of dissolution of the Association, its cash and other assets remaining at such time shall be donated to the Naval Aviation Museum in Pensacola, Florida.

## Article XII (Amendments)

The power to amend or repeal any of these Bylaws and the power to adopt any new Bylaws shall be vested in the membership-at-large. Any amendment proposed by a member must be submitted in writing to the Board of Directors for consideration. The Board shall consider the proposed amendment and then refer it with recommendations to the membership-at-large for adoption or rejection. Decisions and results of referendums will be posted on the Association web site.

These By-Laws were adopted by the Association Board of Directors at a meeting held 17 December 2003.

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(Signature on file)

Arthur C. Martin, Secretary  
F-14 Tomcat Association