

THE DISTINGUISHED FLYING CROSS SOCIETY

AMENDED AND RESTATED BYLAWS

ARTICLE I NAME

The name of the national organization shall be “The Distinguished Flying Cross Society” (hereinafter sometimes referred to as the “DFCS”, “The Society”, “National DFCS”, “National Society”, “DFC Society”, “Distinguished Flying Cross Society”) a non-profit organization incorporated in the State of California and qualified as a tax-exempt organization under Section 501(c)(19) of the Internal Revenue Code.

ARTICLE II MISSION, VISION and GOALS

Section 1: MISSION STATEMENT

The Mission of The Distinguished Flying Cross Society (DFCS) is to honor those men and women who have demonstrated their heroism or extraordinary achievements in aerial flight resulting in the award of the Distinguished Flying Cross (DFC).

As an organization, the DFCS Membership represents not only the continuum of time from 1926 to the present, but a diversity of services, ethnicity, rank and gender. Our Membership primarily hails from the United States Army, Navy, Marine Corps, Air Force and Coast Guard, and the Society was founded on fraternity and camaraderie among military fliers. The Society seeks to preserve the rich heritage and historical narratives of those who are recipients of the DFC and to educate the general public, especially the youth of America, on the values of courage, patriotism and character; those characteristics upon which America was founded.

Section 2: VISION STATEMENT

The Vision of The Distinguished Flying Cross Society is to continuously seek out DFC recipients, thereby expanding our membership base while increasing awareness of the award itself and educating the population at large that a cross section of ordinary Americans can and have accomplished extraordinary things in extremely difficult conditions. Additionally, the DFC Society will diligently pursue the establishment of regional chapters throughout the United States to improve access for our members, increase effectiveness, and expand our educational outreach. As an inclusive organization, we will pursue collaborative efforts with similar organizations, such as the Medal of Honor Foundation and the James H. Doolittle Foundation and others, and assist them in pursuit of their vision and goals.

Section 3 - Goals

The Goals of the Society are stated in the Operating Procedures and are established by the Board of Directors. Members of the Society are urged to submit inputs to the Board for consideration. Submissions should include the member’s name, contact information, goal statement, and purpose/benefit of goal accomplishment.

ARTICLE III MEMBERSHIP

Section 1. CLASSIFICATION, QUALIFICATION & MEMBERSHIP STATUS

A. There are three classifications of members: **Regular, Associate and Honorary.**

- 1) **Regular members** - Regular Members are those individuals who have been awarded the Distinguished Flying Cross, have joined The Society, and are current in their dues. Regular Members may also be

members of a chapter, but they are required to maintain membership in the National DFCS in order to be members of a chapter. Regular Members are voting members of the DFCS.

- 2) **Associate Members** - Associate Members are spouses, relatives and descendants of Regular Members. Associate Membership also applies to spouses, relatives and descendants of deceased DFC recipients who became members posthumously. Associate Members are required to maintain their National Membership in order to become members of a chapter. Associate Members are non-voting members of the DFCS.
- 3) **Honorary Membership** - Honorary Membership is an honor bestowed on worthy individuals who have been recommended for membership by a DFCS Regular Member. For consideration, the member must nominate an individual in writing to the DFCS Board of Directors who must then unanimously approve the Honorary Membership. Honorary Members are non-voting members of the DFCS.

B. Membership Status.

- 1) Regular and Associate Members may become Lifetime Members by paying the appropriate fee, as listed in the Operating Procedures.
- 2) A member in "Good Standing", also called an "Active" Member, is a Regular or Associate Member whose dues are current, as set forth in the Operating Procedures and have not violated the Code of Ethics.
- 3) Members who are arrears in their dues or have violated the Code of Ethics (as determined by a review by the Board of Directors) are considered to be "Inactive." Inactive Members may not vote or be a member of a Regional Chapter.
- 4) All DFC recipients, including deceased, who become a member of the DFCS, shall remain on the DFCS Honor Roll in perpetuity, regardless of their membership status. The DFCS Honor Roll is located on the DFCS website.

Section 2. DUES

Dues shall be established by the Board of Directors and set forth in the Operating Procedures. Dues are payable at the time of application for membership in the national DFCS and when required to renew membership. Members whose dues are delinquent for ninety (90) days shall become Inactive.

ARTICLE IV BOARD OF DIRECTORS

Section 1. BOARD COMPOSITION

The number of Directors of the National DFCS shall be no less than seven (7) or more than fifteen (15). The exact number of Directors within these limits will be fixed by the Board of Directors and specified in the Operating Procedures.

Section 2. ELECTIONS & TERM OF OFFICE

A slate of members interested in becoming Directors shall be prepared by the Board of Directors. Active members will vote on the slate of potential Directors no later than November 30th each year, in accordance with the voting procedures provided in the Operating Procedures. Those elected to become Directors will join the Board of Directors at the following January meeting. A Director's term shall be three (3) years and all Directors' terms may be staggered to insure continuity of the Board of Directors so that the terms of approximately one third of the Directors expire each year. If a significant number of Board members join the Board at one time, the Board of Directors may limit some new Board members to one or two years, rather

than three, to provide the aforementioned continuity. A Director may not exceed nine (9) years or three (3) terms, whichever is longer.

Section 3. BOARD OF DIRECTOR DUTIES AND POWERS

The Board of Directors governs the affairs of the DFCS in accordance with the Bylaws, the Operating Procedures, the Code of Ethics and *Roberts Rules of Order*. As a non-profit registered in the State of California, the DFCS shall abide by the appropriate and applicable State laws governing not-for-profit business entities.

Section 4. BOARD ACTIONS

A majority of the number of Directors shall constitute a quorum for the transaction of business and the actions of a majority of those Directors present at any meeting at which a quorum are present, shall be considered the act of the entire Board of Directors.

Section 5. BOARD MEMBER RESIGNATION

Any Board member may resign, as per the Operating Procedures.

Section 6. CONFLICT OF INTEREST

To protect the DFCS interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the DFCS, the Operating Procedures proscribes a Conflict of Interest Policy.

Section 7. BOARD VACANCIES

Board vacancies will be filled in accordance with the Operating Procedures.

ARTICLE V OFFICERS

Section 1. NOMINATION AND ELECTION OF OFFICERS

- A. The Officers of The Society shall consist of Chairman of the Board, President/CEO, Executive Vice President, Vice President for Membership and Marketing, Secretary and Treasurer. Such other Officers, as may be deemed necessary, will be determined by the Board of Directors.
- B. The Chairman of the Board will appoint a Nominating Committee which, in accordance with the Operating Procedures, will prepare a slate of Officers for the Board of Directors to vote on in the January meeting. The slate will be made available to Board members in December.
- C. The Nominating Committee will present the slate of Officers to the Board of Directors at the start of the January Board of Directors Meeting prior to any official business being conducted. At that time, a motion will be made to approve the slate of officers. All Officers shall be elected by a majority vote of the Board of Directors, provided that a quorum exists. Procedures for dealing with multiple nominees for an Officer position are outlined in the Operating Procedures.
- D. The new officers shall assume duties immediately.

Section 2. TERM OF OFFICE

All Officers shall serve a term of one (1) year or until their successors are elected.

Section 3. VACANCIES

The President shall replace the Chairman of the Board if he vacates the position or is otherwise incapacitated. The Executive Vice President shall fill the vacancy of the President. Vacancies of any other Officer position may be filled by any other Director with a majority vote of the Board of Directors.

Section 4. DUTIES

All Officers' duties are described in the Operating Procedures.

Section 5. RESIGNATION

Any Officer may resign, as per the Operating Instructions.

ARTICLE VI MEETINGS

Section 1. MEMBERSHIP MEETING

Membership Meeting - A meeting of the general membership will be held in conjunction with the biennial convention. Members wishing to submit agenda items must submit them no later than thirty (30) days prior to the meeting for approval by the Board. An agenda will be distributed to the members attending by email no later than ten (10) days prior to the meeting. The agenda will also include the general status of the Society (membership increases/decreases, financials, etc.).

Section 2. BOARD MEETINGS

- A. There shall be no less than four (4) Board of Director Meetings per calendar year. Meetings will be held at such times, dates and locations as determined by the Board of Directors. Board of Director Meetings may be held by telephone, per Section 3 below
- B. A notice of the Meeting and Agenda will be provided to Directors not less than seven (7) days prior to the meeting. Notices and Agendas will normally be provided by e-mail or other electronic media.
- C. Procedures for the conduct of Board of Director meetings are as provided in the Operating Procedures.

Section 3. TELEPHONE MEETINGS

- A. Any meeting of the Board of Directors or committees as provided for in this Article VI may be held by telephone conference call, or similar electronic media.
- B. All procedures for calling and conducting such meetings will be conducted, as provided in the By-Laws and Operating Procedures.

ARTICLE VII COMMITTEES

Section 1. COMMITTEES GENERAL

- A. Standing committees of the DFCS shall be the Executive, Chapter Development, Nominating and Financial Committees.
- B. Other committees may be formed as required to conduct the business of The Society.

Section 2. EXECUTIVE COMMITTEE

The Officers of the Board of Directors shall constitute the Executive Committee. The Chairman of the Board shall be the Chair of the Executive Committee. Meetings of the Executive Committee will be called by the Chairman/President/CEO, as necessary throughout the year to discuss DFCS business. A minimum of five (5) days' notice is required to call for an Executive Committee meeting. This time period may be waived in the event of an emergency. The Executive Committee shall have such authority, as is delegated to it by the Board of Directors and listed in the Operating Procedures.

Section 3. NOMINATING COMMITTEE

The Nominating Committee may consist of one (1) or more Directors, as appointed by the Chairman. The Committee shall be appointed no later than the October Board of Directors Meeting. Duties and Responsibilities of the Nominating Committee are provided in the Operating Procedures.

Section 4. FINANCIAL COMMITTEE

The Treasurer will be the Chair of the Financial Committee and will appoint other members to the Committee. The Chairman and President/CEO shall be automatic members of the Financial Committee. Duties and Responsibilities of the Financial Committee are provided in the Operating Procedures. In addition, the Treasurer will appoint an Audit Committee to conduct audits/reviews of the Society's financial procedures and activities.

ARTICLE VIII CHAPTERS

Section 1. REGIONAL CHAPTERS

- A. A Regional Chapter is a group of National DFCS members in a specific locale that is formed when the National DFCS Board of Directors approves its charter application and acknowledges the group's new status in writing, as authorized in this Article. A Regional Chapter shall comply with this Article for the duration of its existence.
- B. A Regional Chapter must be formed by a Regular Member in good standing who submits a Letter of Intent for the formation of a Regional Chapter. This letter should be submitted to the Executive Vice President. The Member submitting the Chapter application, with Executive Vice President's assistance, will submit the additional documents specified in the Operating Procedures.
- C. To form a chapter, there must be at least six (6) interested members, all of whom must be in good standing with the National DFCS.
- D. The applying chapter will be a "Provisional Chapter" until its application has been vetted by the Executive Vice President and submitted to the Board of Directors for approval.
- E. Once approved by the Board of Directors, the Chapter will receive a letter from the Chairman and President/CEO acknowledging the new status as an official Regional Chapter of the DFCS. At that time, start-up funding will be provided.
- F. Per the IRS approval letter for the non-profit status of the National DFCS, Chapters who wish to be approved for non-profit tax exempt status must apply directly to the Internal Revenue Service.
- G. Provisional and Regional Chapters shall not enter into any agreements, leases or make other commitments which directly or indirectly obligate the DFCS without prior written approval of the National DFCS Board of Directors. Chapters shall not engage in any activity contrary to, or inconsistent with, the purpose or policies of the DFCS.

ARTICLE IX INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The DFCS shall indemnify to the full extent permitted by law, any person who is made or threatened to be made part to any action, suit or proceeding (civil, criminal, administrative or investigative) by reason of the fact that such person is or was an Officer, Director, employee or agent of the DFCS or served or serves in any other capacity at the request of the DFCS, unless such person's action constitutes fraud, willful malfeasance or gross negligence.

Chapters of the DFCS are not covered by this indemnification.

ARTICLE X DISSOLUTION

In the event of dissolution of the DFCS, the assets shall be liquidated and distributed to a not-for-profit organization qualifying under the Internal Revenue Code 501 (c)(3) or 501 (c)(19), as determined by the Board of Directors. None of the funds shall inure to the benefit of individuals.

ARTICLE XI PARLIAMENTARY AUTHORITY

All meetings provided for herein shall be conducted under the parliamentary procedures set forth in the most recently published version of *Robert's Rules of Order*, except to the extent other procedures are provided herein, in the Operating Procedures, or otherwise approved by the Board of Directors.

ARTICLE XII AMENDMENTS TO BYLAWS

All Articles and Sections of these Bylaws may be amended, repealed or altered, in whole or in part, only upon the approval of the National DFCS Board of Directors and then approval by affirmative vote of 2/3 of members voting. The vote may be conducted electronically by e-mail.

This is to certify that these Amended and Restated Bylaws were approved and adopted by the National DFCS Board of Directors on 19 December 2013. The Regular Members of the DFCS approved the Amended and Restated Bylaws on 15 January 2014.

Terry Sullivan

2/5/2014

Terry Sullivan, Secretary
The Distinguished Flying Cross Society

Date