

Adopted:
August 28, 2019

Revised:
August 20, 2023

**USAFA Gold Class Spirit Association, Inc.
BY-LAWS**

ARTICLE I: NAME AND PURPOSE

Section 1. The legal name of this organization is the United States Air Force Academy (USAFA) Gold Class Spirit Association, Inc., hereinafter referred to in the By-Laws as the Association.

Section 2. It shall be the purpose of the Association to encourage, maintain, and further participation of the parents/guardians throughout the United States (U.S.) and Overseas in active support of the Spirit Committee supporting major milestones and any additional events/tasks in support of the current USAFA Gold Class.

Section 3. The Association shall be noncommercial, nonsectarian, and nonpartisan. It shall neither endorse a commercial enterprise nor a candidate. The name of the Association or the names of any members in their official capacities shall neither be used in any connection with a commercial concern, nor with any partisan interest, nor for any purpose other than the regular work of the Association.

ARTICLE II: GENERAL

Section 1. The Association shall conduct its affairs to qualify for tax-exempt status under the Internal Revenue Code of the U.S. and laws of the State of Colorado and in such other jurisdictions, if any, where it has operations.

Section 2. The Association fiscal year shall begin on July 1st of one calendar year and end on June 30th of the succeeding calendar year.

Section 3. The Association's Board of Directors shall determine any question as to the proper interpretation of any of the provisions of the By-Laws.

ARTICLE III: MEMBERSHIP

Section 1. The Association shall have two types of membership: (i) General, and (ii) Associate.

Section 2. Each parent/guardian of a USAFA Cadet in a Gold Class (e.g., 1999, 2023, 2027, 2031, 2035) shall be a General Member. Votes for Board directorships are to be held online to accommodate participation from as many General Members as possible.

Section 3. An associate membership shall be accorded to all sponsors, purchasers of advertising, and/or donors of gifts. Associate Members may neither vote nor hold an office in the Association.

ARTICLE IV: GOVERNMENT

Section 1. The Association shall be managed by a Board of Directors, composed of no fewer than nine Directors, including the Officers of the Association as set forth in Section 2 hereof. The remainder of the Board of Directors shall be comprised of the Committee Chairpersons as set forth in Section 3 hereof. Duties and responsibilities of Directors are detailed in Article V of these By-Laws.

Section 2. The Initial Officers of the Association shall consist of a President, Vice President, Treasurer, Secretary, and Parliamentarian. Initial Officers may be appointed by the parent liaison. Otherwise, Association Officers shall be elected during the Annual Association Meeting to serve for a term of one fiscal year, up to a maximum of four consecutive terms, from among General Members in good standing within the Association and nominated in accordance with Article IX of these By-Laws. The Association Officers also comprise the Executive Committee as detailed in Article VII of these By-Laws.

Section 3. The Committee Chairpersons of the Association shall consist of a Communication Chairperson, Design Chairperson, Fundraising Chairperson, and Volunteer Chairperson. Committee Chairpersons shall be elected during the Annual Association Meeting to serve for a term of one calendar year, up to a maximum of four consecutive terms, from among General Members in good standing within the Association and nominated in accordance with Article IX of these By-Laws. Duties and responsibilities of the Committee Chairpersons are detailed in Article VII of these By-Laws.

ARTICLE V: DUTIES AND RESPONSIBILITIES OF DIRECTORS

Section 1. Consistent with these By-Laws, the Board of Directors shall: (a) transact all Association business; (b) approve an annual financial plan; (c) constitute and appoint standing committees and define the powers and duties of the same as further detailed in Article VII, with the exception of the Executive Committee, which is comprised of the elected Association Officers, and the Nominating Committee, which is to be selected as provided for in Article IX; and (d) fill any vacancy in the membership of the Board of Directors to serve until the next Annual Association Meeting.

Section 2. The Board of Directors shall designate a "National" bank, in which Association funds shall be deposited, and determine the way checks, drafts, and other instruments for the payment of funds shall be executed.

Section 3. The Board of Directors shall hold monthly virtual meetings beginning at the earliest convenient time and the last meeting for the fiscal year will be held with the Annual Association Meeting. Monthly meetings will be open; General and Associate Members may attend. The President may call a special meeting of the Board of Directors at any time and shall also do so on the request of any two Directors. Special meetings may be closed; attendance may be limited to the Board of Directors and/or Committees of the Board, at the President's discretion. Directors' attendance at monthly and special meetings shall be mandatory unless excused by the President.

Section 4. Four Directors, including no fewer than two Officers, shall constitute a quorum. A simple majority shall approve all actions. A tie is not a simple majority. The removal of a Director shall require a minimum of two-thirds of the Directors present from within an established quorum. The Director under

consideration for removal shall be given an opportunity for an adequate hearing before the aforementioned vote is cast.

Section 5. If any Director fails to attend three consecutive regular meetings of the Board of Directors, or otherwise fails to perform any of their duties or obligations to the Association, the Board of Directors may remove that Officer or Committee Chairperson and fill the vacancy as provided in Article V, Section 1(d).

Section 6. In addition to the foregoing enumerated powers, the Board of Directors shall have such other powers, not prohibited by these By-Laws or by statute, necessary for the efficient operation and management of the Association.

Section 7. In any proceeding brought in the right of the Association or brought by or on behalf of members of the Association against a Director or Officer, unless the trier of fact in a court finds the Director or Officer engaged in willful misconduct or engaged in a knowing violation of criminal law, said Director or Officer shall not be liable for damages in such proceeding.

ARTICLE VI: OFFICERS

Section 1. The President shall preside at all Board of Directors and Executive Committee meetings and have general supervision of the affairs of the Association. He/she will execute on behalf of the Association all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Association. He/she shall perform such other duties as customarily pertain to the office of President or may be directed to perform by the Board, including, for example, but not limited to: (a) appoint a chairperson and members of all special committees; (b) appoint a member to assume the duties of a vacant office or standing committee until a special election can be held under the provision of Article V, Section 1(d); and (c) represent the Association at meetings of outside groups or individuals. The President will be responsible as the Board of Directors' primary liaison. The President shall chair the Executive Committee and serve as an ex officio member of all other committees except the Nominating Committee. The President will be designated on the Spirit Committee Gold Class banking account along with the Treasurer.

Section 2. The Vice President shall act as an aide to the President and shall perform the duties of President in absence of the President or inability of the President to serve. He/she shall be responsible for coordinating, communicating, and planning with the Association of Graduates ("AOG") in any manner necessary to promote the shared interests of the Association, the Spirit Committee, and Cadets. The Vice President shall be responsible for performing other duties as may be assigned by the President.

Section 3. The Treasurer shall be the primary individual to collect, disburse, and maintain custody of all funds, securities, valuable papers, and other non-equipment assets of the Association. The Treasurer shall provide and maintain full and complete records of all Association assets and liabilities, which will be made available to the Board of Directors on request. The Treasurer shall prepare and submit to the Board of Directors an annual financial plan no later than the October Board meeting. The Treasurer shall perform such other duties as customarily pertain to the Office of Treasurer. The Treasurer shall file necessary Internal Revenue Service and State of Colorado non-profit reports and will ensure that the bookkeeping system is operated in accordance with standard accepted accounting principles. In addition

to the President, two additional Officers of the Association may serve as secondary individuals to have signature authority on all bank accounts.

Section 4. The Secretary shall finalize agendas, record, prepare, and distribute meeting minutes. The Secretary shall maintain a complete file of all meeting minutes. In the interest of transparency, the Secretary shall make that file of meeting minutes available to all General and Associate members. The Secretary will prepare and maintain the yearly schedule of events in coordination with the Vice President. The Secretary will also act as the Association's historian and maintain all non-financial historical records.

Section 5. The Parliamentarian shall review and maintain legal contracts and documents. The Parliamentarian ensures that everyone follows the rules of procedures. The Parliamentarian is responsible for keeping order at meetings, advising the President on parliamentary procedures and making parliamentary rulings during the business portions of the meetings. The Parliamentarian must maintain a position of impartiality, does not make motions, and does not participate in debates. The Parliamentarian has the right to vote if he/she is a General Member.

ARTICLE VII: COMMITTEES

Section 1. The Executive Committee shall be comprised of the Initial Officers of the Board of Directors. This committee shall serve as the central planning group for the Association and as an advisory group to the Association President. Except for the power to amend these By-Laws, the Executive Committee shall have full authority to act for the Board of Directors in managing the affairs of the Association during the intervals between meetings of the Board of Directors. Except, the Executive Committee shall not engage in any single financial transaction exceeding \$500.00 without the prior approval of the Board of Directors obtained by a simple majority vote from an established quorum at any regularly scheduled meeting.

Section 2. The Communications Committee shall also maintain the Association's Facebook page, send correspondence on behalf of the Association, and conduct publicity for the Association. The Chairperson shall coordinate with the Parent Liaison to maintain a parent roster with information, including phone numbers and email addresses. The Chairperson of the Communications Committee shall sit as a member of the Board of Directors.

Section 3. The Design Committee shall develop and implement plans for each milestone in a timely manner, including the design of coins. The Chairperson shall be responsible for designing the physical images for each of the Coins as currently recognized by the Board of Directors: (a) Recognition Coin, Fourthclass Year; (b) Exemplar Coin, Thirdclass Year; (c) Commitment Coin, Secondclass Year and (d) Graduation Coin, Firstclass Year. The Board of Directors will make the final decision for the design no later than 2 months in advance of the milestone to allow enough time for minting and delivery. The Chairperson of the Design Committee shall sit as a member of the Board of Directors.

Section 4. The Fundraising Committee shall plan, organize, and coordinate all fundraising activities and shall be composed of as many members as necessary to adequately oversee fundraising activities. In support of the Treasurer's development of the annual financial plan, the Fundraising Committee shall present an annual plan for fundraising to the Board of Directors no later than the September Board meeting. The Chairperson of the Fundraising Committee shall sit as a member of the Board of Directors.

Section 5. The Volunteer Committee shall be responsible for providing human resources to satisfy delivery of milestone items to be distributed to the Gold Class Cadets at the following milestones as recognized by the Board of Directors: (a) Recognition Coin, Fourthclass Year; (b) Exemplar Coin, Thirdclass Year; (c) Commitment Coin, Secondclass Year and (d) Graduation Coin, Firstclass Year. The Chairperson will be responsible for monitoring parent/guardian involvement to ensure an equitable distribution of workload. The Chairperson of the Volunteer Committee shall sit as a member of the Board of Directors.

Section 6. Vice-Chairs: Each committee, excepting the Executive Committee, may have a Vice-Chair in addition to the Chairperson for that committee. The Vice-Chair may be the person who obtained second place in voting, or they may be appointed by the Executive Committee. The Vice-Chair shall act as an aide to the respective Committee Chairperson and shall perform the duties of the respective Committee Chairperson in absence of the respective Committee Chairperson or inability of the respective Committee Chairperson to serve. The Vice-Chair shall be responsible for performing other duties as may be assigned by the respective Committee Chairperson.

ARTICLE VIII: MEETINGS

Section 1. The Board of Directors shall designate the date of the Annual Association Meeting. This meeting will normally be scheduled in June, in conjunction with a monthly Board of Directors meeting or as a special meeting of the General Membership. The Annual Association Meeting shall be for the purpose of electing the Board of Directors for the following fiscal year, presenting committee reports, and for the transaction of such other business as may be brought before it.

Section 2. Notice of annual and monthly general meetings shall be delivered to all members by public announcement to the Facebook group. The notice of the Annual Association Meeting shall include the names of the Board of Directors candidates nominated by the Nominating Committee along with brief candidate biographies. The notice of any special meeting shall state the purpose thereof.

Section 3. Only General Members present at any meeting are entitled to vote at that meeting. Proxy voting will not be permitted. Any issues to be voted on by the entire General Membership will be conducted online, and each vote will close 5 days after being posted.

Section 4. In addition to an established quorum of the Board of Directors, at any meeting of the Association membership, that portion represented in person shall constitute a quorum of membership for the transaction of all business.

ARTICLE IX: NOMINATIONS

Section 1. There shall be a Nominating Committee comprised of no fewer than three qualified and knowledgeable General members of the Association. The Board of Directors shall designate committee members and the general membership shall appoint them no later than the April Board of Directors Meeting. There will be one exception to the April timeframe requirement, which will be the year a new Gold Class is set to enter USAFA. The President of the Association is not eligible to be part of the Nominating Committee. Self-nomination will be accepted via email or during an open, virtual meeting.

Section 2. The Nominating Committee shall solicit candidates for the Board of Directors from interested members of the Association in good standing. They will submit the slate of candidates with brief biographies to the General Membership for consideration no later than fourteen calendar days before the Annual Association Meeting. Further nominations may be taken from the floor or proposed via write-in during the Annual Association Meeting.

ARTICLE X: AMENDMENTS

Section 1. These By-Laws may be altered, amended, repealed, or new by-laws may be adopted by the vote of two-thirds of those members present at any regular or special meeting of the general membership, provided notice of such alteration, amendment, repeal, or adoption of new by-laws be contained in the notice of such meeting.

Section 2. These By-Laws were approved and placed into effect on August 28, 2019. Revision was approved and placed into effect on August 20, 2023.

President

Paul Ferguson

Vice-President

Catherine Sanchirico

Treasurer

Susan Blankenship

Assistant Treasurer

Sherri Mahlik

Secretary

Elizabeth Ryan

Parliamentarian

Bianca Pankau