

Hampton Roads Squadron

The Association of Naval Aviation

—By-Laws—

Article 1: General/Mission

1. These By-Laws reflect basic guidelines for the organization and purpose of the HAMPTON ROADS SQUADRON, THE ASSOCIATION OF NAVAL AVIATION, INC. (HRANA)
2. The Mission of HRANA is to (a) educate the general public about the overall military status of the United States and encourage widespread interest as to the importance of Naval Aviation in the defense of the United States and its allies; (b) to stimulate the collection, preservation and display of historical material concerning the history of Naval Aviation; and (c) to encourage scientific and technical development in the furtherance of Naval Aviation.
3. HRANA is organized exclusively for educational, scientific and charitable purposes, including for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(19) of the Internal Revenue Code of 1986 as amended (the “Code”), or the corresponding sections of any future federal tax code. Consistent with the foregoing, the HRANA shall have and exercise all powers and authorities now or hereafter conferred upon non-stock corporations under the laws of Virginia.
4. The affairs and activities of HRANA shall be carried out at all times for the purposes and in accordance with the terms set forth in its articles of incorporation and these By-Laws, and in conformity with the applicable provisions of the Code affecting not-for-profit organizations described in Section 501 (C)(19) of the Code.
5. HRANA will be familiar with the ANA By-Laws and will incorporate pertinent factors into their By-Laws.

Article 2: Board of Officers

HRANA will maintain a Board of Officers. All Squadron/Corporate powers shall be exercised by or under the authority of and the business and affairs of HRANA managed, under direction of the Board of Officers, subject to any provisions of the Articles of Incorporation.

1. Commanding Officer

- a. Exercise executive authority over Squadron affairs. ANA directs all squadrons have a Squadron Commanding Officer who is responsible for the conduct of an individual squadron.
- b. Recommend or appoint committees as deemed appropriate.
- c. Spearhead membership recruitment efforts.
- d. Maintain liaison with military commanders regarding HRANA's mission.
- e. Keep the National Office of ANA apprised of the status and activities of the Squadron.

2. Executive Officer

- a. Carry out specific tasks assigned by Commanding Officer.
- b. Perform the duties of Commanding Officer in his absence.

3. Operations Officer

- a. Plan all long and short range Squadron activities and functions.
- b. Publish yearly, quarterly and monthly plans in a timely manner to maximize participation.
- c. Coordinate with other military associations to avoid unnecessary conflicts.
- d. When appropriate, plan joint activities with other Hampton Roads military organizations.
- e. Chair the plans/programs committee.

4. Administrative Officer

- a. Record, distribute and maintain files of monthly HRANA Board meetings.
- b. Pick up mail from Post Office box, sort and distribute to proper HRANA officers for action.

- c. Prepare outgoing correspondence for CO signature.
- d. Prepare agenda for Board meetings.
- e. Maintain an E-mail list of HRANA members and send electronic reminders of meetings, luncheons, social events and other items of interest.
- f. Accept reservations and collect money for HRANA social events. Provide summary of transactions and money collected to the Squadron Disbursing Officer.
- g. Perform other duties and/or provide assistance to other Squadron officers.

5. Personnel Officer

- a. Maintain the Squadron membership roster.
- b. Coordinate membership/recruiting efforts with ANA headquarters.
- c. Construct the membership input for Squadron publications.
- d. Update the Squadron mailing label list.
- e. Perform other related personnel/membership functions as assigned.

6. Disbursing Officer

- a. Responsible for custody, deposit and disbursement of Squadron funds and the Naval Aviation Monument fund. Maintain the financial records of the Squadron and prepare a monthly report that conforms to Not-for-Profit Accounting standards and format for the Board of Officers.
- b. Act as primary custodian and signature authority of the Squadron checking account and write all checks for routine and necessary expenditures and specific expenditures as approved by the Board of Officers.
- c. Provide the financial records to the Audit committee the first quarter of the year for the previous fiscal year. The fiscal year shall be from 1 January to 31 December.
- d. Assemble the required documents and records necessary to prepare the annual tax return (Return of Organizations Exempt from Income Tax, Form 990) and provide same to CPA or other individual responsible for preparation of the tax return. Ensure that the Board of Officers reviews, understands and approves the IRS Form 990 before it is filed.

7. Supply Officer

- a. Upon approval of the Board, maintain stock of Naval Aviation memorabilia for sale to members and guests. Provide proceeds to the Squadron treasury.
- b. Have memorabilia available at Squadron functions.
- c. Supervise various fund raising at Squadron events.
- d. Inventory and make monthly reports of sales and inventory.
- e. Provide year-end report of sales and inventory.

8. Public Affairs Officer

- a. Advise Squadron Board of potential future public affairs events.
- b. Arrange for pertinent media coverage as appropriate.
- c. Maintain liaison with local military organizations for HRANA events of interest.
- d. Represent HRANA at local military events that might require information or media coverage.
- e. Submit articles and photographs to Wings of Gold of Squadron functions.

9. Legal Officer

- a. Advise the Squadron Board members on all legal matters, including compliance with Articles of Incorporation and strict compliance with federal requirements to maintain 501(C) (19) tax exempt status as a Military Veterans Organization.
- b. Act as liaison with other Hampton Roads military organization on legal issues and related matters.
- c. Review and approve (prior to execution) all legal documents to which the Squadron is either a party or is expected to become a party.
- d. Assist the Board in assuring compliance with federal, state and local reporting requirements.

10. Special Projects (Web Site)

- a. Coordinate and post all inputs to the HRANA Web Site.

- b. Update News/Articles section of the Web Site with information of interest to the Squadron.
- c. Work with the Web Master concerning all technical changes to the Web Site.

11. Special Projects (Naval Aviation Monument)

- a. Coordinate activities related to the monument.
- b. Establish and supervise a yearly monument maintenance plan.
- c. Coordinate with the City of Virginia Beach concerning maintenance and activities at the Naval Aviation Monument.
- d. Coordinate with the Squadron Disbursing officer the payment of funds concerning monument expenditures.
- e. Be the chairman of the Monument committee.

12. Active Duty Representative

- a. Be a liaison between the Squadron and active duty units and personnel.
- b. Inform, encourage and coordinate, as required, the Active Duty participation in HRANA events/functions.
- c. Advise the Board on Active Duty matters that concern the Squadron and suggest actions if required.

Article 3: Management

1. Election of Officers/Board Members:

- a. Officers will be elected bi-annually (even years), normally October. In August of the election year the Board will publish a list of candidates for the October election. Nominations will be posted on the HRANA Web site.
- b. At the October HRANA meeting, candidates will be introduced, motions made and a vote taken and elected by a simple majority of those present.
- c. Each member shall be entitled to one vote on any matter presented to the membership.

- d. Elected Officers/Board members will assume duties at the next Board or regular meeting. The officers will serve for two years, not subject to term limits. If a member resigns the Board will appoint a replacement to serve until the next scheduled election.
 - e. Polices related to achievement of the Squadron Mission (Article 1) shall be established by the Board of Officers which shall serve in the guidance capacity to the President.
 - f. In the event of extraordinary circumstances of misconduct or malfeasance by any elected Board Member, the Board may remove that Board Member by two thirds vote at a meeting having a duly constituted quorum present.
2. The Board (elected Officials) is responsible for the operation of the Squadron and shall meet at least quarterly. Board members are the only voting members on matters concerning the events and operation of the Squadron. All votes by the Board require a quorum of two thirds of the Board members.
- a. All Board and Squadron meetings will be announced a month prior to the meeting on the HRANA Web Site.
3. Certain Squadron activities/functions may require the formation of a committee. The Board will approve committees as required.
4. All Board meetings will be open to the membership. Minutes will be distributed and posted via the Squadron Web site.
5. By-Laws will be approved by the membership following approval of the Board. The By-Laws will be posted on the Web site. At the meeting after the posting, comments will be presented and a vote will be conducted of the membership present at the meeting designated for By-Law approval. Any request for changes to the By-Laws will be submitted to the Board in writing, posted on the Web site, and voted on at the following meeting.
6. Miscellaneous:
- a. The Squadron will organize in a manner that closely resembles a Naval Aviation Squadron.
 - b. The Squadron will establish Standard Operation Procedures (SOP) that will establish organizational procedures for the conduct of Squadron operations that are not appropriate for inclusion in the HRANA By-Laws. The SOP will be reviewed annually by the Board.

Article 4: Membership

1. HRANA is a membership corporation in which each member shall have specific voting rights. A member shall remain in good standing provided they meet all requirements as established by the Board. All requirements for dues, fees and any other assessments, as determined by the Board and published in the SOP, must be paid.
2. To be a member of HRANA, the person must be a member of ANA.
3. There will be no limit to the number of members.
4. There is no specific qualification of membership; all parties interested in furthering the Mission of HRANA are encouraged to become members.
5. Procedures for becoming a member are found in the SOP.

Article 5: Amendments

1. Except as otherwise provided in the Articles of Incorporation, these By-Laws may be amended or repealed, and new By-Laws may be proposed at any regular or special meeting. Prior notification is required to membership if any amendments or repeal is recommended.

Article 6: Reports

1. The Board shall require the following reports:
 - a. Report of all Board meetings.
 - b. Report of membership at all Board meeting.
 - c. Disbursing officer will give financial status at all Board meetings.