



**ARTICLES OF INCORPORATION  
OF  
THE AIRBORNE MAINTENANCE TECHNICIAN ASSOCIATION, INC.**

*A Texas Corporation Not for Profit*

**ARTICLE I - CORPORATE NAME**

Airborne Maintenance Technician Association, Inc. is the name of this corporation not for profit.

**ARTICLE II – DURATION**

The Corporation shall exist perpetually, commencing upon the filing of Articles of Incorporation by the Department of State of Texas.

**ARTICLE III - PURPOSE**

The Corporation is organized to foster and advance patriotism, love of country, engage in charitable projects/donations, and to cultivate the social interchange and fellowship of its members.

The Corporation members are persons who were previously or are currently assigned as airborne maintenance technicians in U.S. Air Force aircraft during airborne reconnaissance missions.

The Corporation will generally provide for the voluntary and mutual assistance of its members.

The Corporation will periodically and regularly schedule and conduct reunions that include educational symposiums, entertainment and a formal Membership Meeting.

The Membership Meetings will be conducted for the purpose of reporting on the State of the Corporation, electing its Board of Directors and carrying out other business brought forth by the membership.

This Corporation shall not engage in any profitable activity and no part of the Association's net earnings shall inure to the benefit of any member, private shareholder, officer, director or individual.

This Corporation is organized pursuant to Texas Civil Statute Title 32 – Corporations Chapter Nine, "TEXAS NON-PROFIT INCORPORATION ACT", Texas Civil Statute Article 1396, and is exempt under Internal Revenue Code section 501(c)(19).

#### **ARTICLE IV - ADDRESS**

The street address of the initial principal office of this Corporation is: 3818 Sage Ridge Drive, San Antonio, TX 78247-3509. The street address of the current principal office of this Corporation is: 11615 Old Hills Lane, San Antonio, Texas 78251.

#### **ARTICLE V - DIRECTORS**

The method of election of Directors and Executive Officers of the Corporation shall be as stated in the Corporation Bylaws.

#### **ARTICLE VI - BOARD OF DIRECTORS**

This Corporation shall have seven directors initially. The number of directors may either be increased or diminished from time to time, by the Bylaws, but shall never be less than three. The names of the founding directors of this Corporation are Johnnie Estes, John Hurst, Delano Jolly, Robert Miller, John Shaffer, Vernon Stump and William Wilson.

#### **ARTICLE VII - REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The registered agent and the street address of the initial registered office of this Corporation in the State of Texas shall be William Wilson, 406 Coachlight Trail, Rockwall, TX 75087. The Board of Directors from time to time may move the registered office to any other address in the State of Texas.

#### **ARTICLE VIII - MEMBERSHIP**

Membership in this Corporation shall be open to past or present members of the United States Armed Forces who were previously or are currently assigned as airborne maintenance technicians in the U.S. Air Force and performed maintenance duty on United States Air Force aircraft during airborne reconnaissance missions.

Non-flyer maintenance technicians, maintenance officers and certain other categories may become associate members of the Association if approved unanimously by the Board of Directors and accepted by a two-thirds majority vote by the Association membership present at the General Membership Meeting.

Widows/widowers of AMTs who were not members of the AMTA and the spouse died after June 2004 may request in writing (Email or U.S. Mail) to the AMTA Board of Directors to be considered for Associate Membership.

Widows/widowers of members or widows/widowers of deceased spouses prior to the formation of the AMTA automatically become Associate Members. Spouses of AMTA members in good standing are automatically Associate Members and the associate membership will continue following a member's death.

The roster of members dated June 27, 2004 establishes initial membership.

Any member may terminate his/her relationship with this Corporation by submitting a letter of resignation to the Board of Directors.

This Corporation shall have a class of full membership and a class of associate members. Associate members cannot attend membership meetings, cannot vote nor can they conduct Association business.

#### **ARTICLE IX - BYLAWS**

The Board of Directors of this Corporation shall adopt initial Bylaws commensurate with its purpose. These Bylaws may subsequently be altered, amended or repealed in accordance with the Bylaws.

#### **ARTICLE X - INCORPORATION**

The name and street address of the person signing these Articles as Incorporator is: William Wilson, 406 Coachlight Trail, Rockwall, Texas 75087, Phone 972-722-8954.

#### **ARTICLE XI - DISSOLUTION / UNENCUMBERED ASSETS**

Upon dissolution of the Corporation all unencumbered assets shall be gifted to the Air Force Aid Society.

**BYLAWS  
OF  
THE AIRBORNE MAINTENANCE TECHNICIAN ASSOCIATION**

1. **Bylaws:** The Bylaws are the rules by which the Airborne Maintenance Technician Association, Inc. (hereafter referred to as "the Association") shall operate. The Bylaws prescribe how meetings are to be held, the powers and duties of the Board of Directors, the duties of the officers of the Corporation and provisions relative to the Association's budget.
  
2. **Membership Meetings**
  - 2.1 **Membership meetings** shall be held at times determined by the Board of Directors during the reunion held once each year or every odd numbered year as determined by the Board of Directors based on attendance and support. The meetings shall be for the purpose of transacting business. The meetings on the odd numbered years shall be for the purpose of electing directors as needed and transacting business.
  
  - 2.2 **A quorum** at the membership meeting shall consist of those members in good standing, attending the membership meeting at the reunion.
  
  - 2.3 **The President** or his designate shall chair the meeting. The order of business at membership meetings, as far as practical, shall be:
    - a. Proof of notice of the meeting
    - b. Reading and disposal of any meeting minutes not previously approved.
    - c. Treasurer and other Officer reports
    - d. Election of Directors
    - e. Unfinished Business
    - f. New Business
  
3. **Directors**
  - 3.1 **Membership:** The affairs of the Association shall be managed by a Board of Elected and Permanent Directors who are members of the Airborne Maintenance Technician Association in good standing.
    - 3.1.1 **Elected Directors:** Elected Directors shall be no less than seven or more than eleven.
  
    - 3.1.2 **Permanent Directors:** Directors, who have served two or more elected terms, will be automatically granted "Permanent" status unless they request otherwise.

- a. When confirmed in permanent status by the President, these Directors will be exempt from elections and will not count against the elected number restriction.
- b. With the exception of not being eligible for President, Permanent Directors can hold other Executive Officer positions.
- c. Permanent Directors can only vote in case of a tie in the director's voting process concerning Association business.

3.1.3 **Honorary Directors:** The Elected and Permanent Directors may from time to time elect Honorary Directors to serve for a term to be designated by the Directors.

- a. When confirmed in honorary status by the President, these Directors will be exempt from elections and will not count against the elected number restriction.
- b. Honorary Directors can attend membership and board of directors meetings,
- c. Honorary Directors cannot hold any Executive Office and they cannot vote.

3.2 **Election of Directors:** When required, election of the Directors shall be held at Membership business meetings conducted during the Association reunions each odd numbered year. The exception to this will be during the initial Membership Meeting the Association founding Board of Directors and Executive Officers will be exempt from election and will retain their Director and Executive Officer positions.

3.2.1 **Term of Office:** The term of each elected director shall extend for four years until the reunion membership meeting held on the odd numbered year of the completed term. (Example: board member elected in 2005 his or her term would expire in 2009).

3.2.2 **Staggered Terms** shall be used to ensure continuity within the board. A minimum of two board member's terms shall expire every odd numbered year. (Example: a minimum of two board member's term would expire every odd numbered year, 2007, 2009 etc.)

3.2.3 **Elections** shall be held every odd numbered year and the board members shall be voted on by the general membership.

- a. Directors may be elected using a proxy ballot or by ballot at the General Membership Meeting.
- b. Current board members will provide a ballot to the general membership via mail or email listing candidates for board positions.
- c. Nominations for Board Member candidates can be made from any member and written in on the ballot. (See paragraph 3.2.3d)
- d. Nominees must accept the nomination in writing either by letter or email to the AMTA Secretary, or a member present at the general membership meeting who is nominated from the floor can accept verbally.
- e. The number of candidates required to fill the board of director positions that obtain the most votes will be the elected directors.
- f. Voting results of decisions made by the AMTA membership will be provided by the AMTA Secretary.
  - Via Email, U.S. Mail or telephone.
  - The results may be published in the subsequent AMTA Semi-Annual News.
- g. The AMTA does not provide for absentee voting. If voting business is performed at the general membership meeting only those present at the meeting may vote. When proxy voting is accomplished every member will be provided a proxy ballot.

3.2.4 **Current board members** who elect to resign their position as a board member and/or as an officer of the AMTA should notify the board of directors as soon as possible so replacements may be nominated and added to a proxy ballot for an immediate election to fill the vacant board position.

- a. If three months or more remain before the next membership meeting paragraphs 3.2.6 and 3.2.7 apply.
- b. If less than three months remain until the next membership meeting nominations may be taken from the members and the necessary board members elected by the members at the next general membership meeting as Elected Directors.

3.2.5 **A Board Member** may be removed from their position as a board member and/or as an officer in accordance with VERNON'S TEXAS CIVIL STATUTES CHAPTER 9. NON-PROFIT, COOPERATIVE, RELIGIOUS AND CHARITABLE; Article 1396-2.15, Number, Election, Classification, and Removal of Directors and Article 1396-2.21 Removal of Officers.

- a. A written recommendation for removal must be provided by a fellow board member or other Association member in good standing with sufficient justification for the action as determined by the board members.
- b. If three months or more remain before the next membership meeting paragraphs 3.2.6 and 3.2.7 apply.
- c. If less than three months remain until the next membership meeting nominations may be taken from the members and the board member elected by the members at the next general membership meeting as an Elected Director.

3.2.6 **Special Election of Directors:** In the event the Board of Directors diminishes below the required number of seven directors, per Bylaw 3.1.1, an emergency meeting of the remaining Directors can be called by the Association President for the purpose of nominating and appointing additional directors to serve until the next General Membership Meeting, or electing (via proxy ballot) new directors to serve until their term expires.

3.2.7 **Appointed Directors:** Appointed directors will serve in full capacity, the same as an elected director, and may hold an officer position. If elected by the General Membership Appointed Directors will become Elected Directors and serve four years.

3.3 **Meeting of the Board:** The newly elected Board shall meet immediately following the membership meeting at which they were elected. The Board will elect from its members the Executive Officers, per Bylaw 3.1.1, Bylaw 3.1.2, and Bylaw 5.1, and conduct other business that may come before the Board. The results of the election of officers shall be announced at the reunion banquet.

3.3.1 **Meetings:** Meetings of the Board of Directors may be held at such time and place as shall be determined by a majority of the Directors. Notice of such meetings shall be given to each Director by the Secretary at least 30 days prior to the date selected for the meeting.

- 3.3.2 **Special Meetings:** Special meetings of the Board of Directors may be called by the President at the request of 1/3 of the Directors with the same notice as stated in Bylaw 3.3.1. *Exception:* In the event the number of directors fall below the required minimum of seven the President can call a meeting within seven days for the purpose of appointing the required number of directors.
    - 3.3.3 **Quorum:** A quorum of meeting Directors shall consist of a simple majority of the elected Board members.
    - 3.3.4 **Presiding Officer:** The presiding officer at Directors' meetings shall be the President. In the absence of the President, the Vice-President shall preside. In the absence of the Vice-President, the Treasurer shall preside. In the absence of the Treasurer, the Secretary shall preside.
  - 3.4 **News Letter:** The Association will publish newsletters as appropriate.
  - 3.5 **Website:** The Association will publish, maintain and update an Airborne Maintenance Technician Association website.
- 4. **The Powers and Duties of the Association:** The powers and duties of the Association, existing under the Articles of Incorporation and these Bylaws, shall be exercised exclusively by the Board of Directors to include the assessment of annual Association dues.
- 5. **Officers:**
  - 5.1 **Executive Officers:**
    - 5.1.1 **Executive Officers:** The Executive Officers of the Association shall be the President, Vice President, Treasurer and Secretary. The President shall be an Elected Director and the remaining officers shall be either Elected or Permanent Directors.
    - 5.1.2 **Committees:** If the Board of Directors and/or the President deem it necessary they may select committees from the membership and designate their authority and/or duties to manage certain affairs and tasks of the Association.
  - 5.2 **President:** The President shall be an Elected Director and have the powers and duties normally vested in the office of President of an association, including but not limited to the power to appoint committees or individuals from time to time as he/she shall deem appropriate to assist in the conduct of affairs of the Association.

- 5.3 **Vice President:** In the absence of the President, the vice-president shall exercise the powers and perform the duties of the President. The Vice President shall assist the President generally and exercise such other powers and perform such duties as shall be prescribed by the Board of Directors.
- 5.4 **Secretary:** The Secretary shall serve notice of meetings, keep minutes of Board proceedings and membership meetings, serve such notices as required by the Bylaws, and keep records of the Association, except those of the Treasurer.
- 5.5 **Treasurer:** The Treasurer shall have custody of all property of the Association including funds, securities and evidence of indebtedness. He/she will keep accurate records of the members in good standing and will keep the books of the Association in accordance with good accounting practices. He/she will perform all other duties incident to the office of Treasurer.

6. **Amendments and/or Changes:**

- 6.1 **Proposed Amendment and/or Change Notice:** Notice of the subject matter of a proposed amendment and/or change shall be included with the notice of any meeting at which a proposed amendment is to be considered.
- 6.1.1 An amendment or change notice will be presented to the AMTA Secretary in writing by any one of the following methods:
- a. Email to AMTA Secretary referencing specific article, paragraph and page to be amended or changed, and a complete description of the change.
  - b. Letter to AMTA Secretary referencing specific article, paragraph and page to be amended or changed, and a complete description of the change.
  - c. A marked up copy in detail of the page or paragraph to be amended or changed either by email as an attachment or by U.S. Mail to AMTA Secretary referencing specific article, paragraph and page to be amended or changed.
- 6.1.2 Under certain conditions a proposed amendment or change may be presented to the AMTA Secretary via a telephone call and the Secretary will document the proposed amendment or change.
- 6.2 **Member Proposed Amendment and/or Change:** An amendment and/or change to these Bylaws may be proposed by any member in good standing.

- 6.2.1 **The proposed amendments and/or changes** shall be considered at the next membership meeting.
- 6.2.2 **The proposed amendments and/or changes** must be provided to the Association Secretary at least two months prior to the scheduled membership meeting.
- 6.2.3 **The Board will determine** by a majority vote of the entire Board whether to submit the proposed amendments and/or changes to the Association membership.
- 6.2.4 **If presented to the membership**, the proposed amendments and/or changes will be adopted upon a two-thirds majority vote of the members in good standing present at the Membership meeting.
- 6.2.5 **If rejected by the Board of Directors** for submission to the Association, the Board of Directors will provide the rationale for the rejection in writing to the proposing member of the amendment or change.
  - a. If the member is dissatisfied with the rationale or action taken on the proposed change they can have it listed with the AMTA Secretary to be brought up as NEW business at the next general membership meeting.
  - b. If the member is satisfied with the rationale or action taken they should notify the AMTA Secretary so the item can be closed.

Revision C    October 4, 2007