

# CONSTITUTION AND BY-LAWS

## ARTICLES OF INCORPORATION

### ALAMO AFA AEROSPACE EDUCATION FOUNDATION

#### A Texas Nonprofit Corporation

The undersigned, being natural persons over the age of twenty-one years, acting as incorporators of a nonprofit Corporation pursuant to articles 1396-3.02 and 1396-3.03 of the Texas Revised Non-profit Corporation Act (hereinafter referred to as the "Act"), hereby adopt the following Articles of Incorporation pursuant the Act for such nonprofit corporation.

#### ARTICLE I

##### NAME

The name of the non-profit corporation **ALAMO AFA AEROSPACE EDUCATION FOUNDATION, INC.** (hereinafter referred to as the "Non-Profit Corporation").

#### ARTICLE II

##### DEFINITIONS

Except as otherwise provided herein or as may be required by the context, the terms contained in these Articles of Incorporation (hereinafter referred to as the "Declaration"), shall have the defined meanings provided in the Act.

#### ARTICLE III

##### DURATION

The Non-Profit Corporation shall exist perpetually or until dissolved pursuant to law.

#### ARTICLE IV

##### PURPOSES

The Non-Profit Corporation is organized:

(a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Texas and as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and to act and operate as a public benefit, educational, scientific, and charitable organization in (i) furthering aerospace awareness, and excellence in Texas; (ii) financially supporting aerospace in the State of Texas; (iii) increasing public awareness of aerospace power; (iv) maintaining an affiliation with the Alamo Air Force Association ("Alamo AFA-234") and furthering its objectives and policies.

(b) To engage in any and all lawful activities and pursuits to support or assist such other organizations as may be reasonably related to the foregoing and following purposes.

(c) To engage in any and all other lawful purposes, activities and pursuits which are substantially similar to the foregoing, and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Act, as may be amended and supplemented.

(d) To solicit and receive charitable gifts, grants, and contributions and disburse the same for the above-stated purposes; to purchase, own and sell real and personal property; to make contracts, invest corporate funds, spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the charitable, educational, and scientific purposes mentioned herein to.

(e) To recognize outstanding individual and group effort and support the general Health. Welfare and Morale of the Air Force family,

## **ADVOCATE EDUCATE SUPPORT**

Funds may be expended as are consistent with the above National goals by those officers listed below or their successors or representatives.

Notwithstanding the foregoing enumerated purposes:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended.

(c) The corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law), or

(ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended and supplemented.

### **ARTICLE V**

#### **POWERS**

Subject to the purposes declared in Article IV above and any limitations herein expressed, the Non-Profit Corporation shall have and may exercise the power to do any and all things that a nonprofit corporation entitled to exemption pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, may now or hereafter do under the laws of the State of Texas.

### **ARTICLE VI**

#### **MEMBERSHIP**

The Non-Profit Corporation shall not have any class of members or stock.

### **ARTICLE VII**

#### **REGISTERED OFFICE**

The address of the initial registered office of the Non-Profit Corporation is now  
Alamo AFA Aerospace Education Foundation P.O. Box 34261 SAT 78265-4261

## **ARTICLE VIII**

### **BOARD OF TRUSTEES**

The affairs of the Non-Profit Corporation shall be managed by a Board of Trustees, consisting of not less than three (3) Trustees as prescribed by the Bylaws. The number of Trustees constituting the initial Board of Trustees shall be three (3). The members of the Alamo AFA Chapter 234 Executive Committee shall sit as "non-voting advisors". The names and addresses of the individuals who are to serve on the initial Board of Trustees until the first annual meeting of the Non-Profit Corporation and until the successors of such Trustees are elected and shall qualify are as follows:

## **ARTICLE IX**

### **MANAGER**

The Board of Trustees may by written contract delegate to a professional management organization or individual some of its managerial duties, responsibilities, functions and powers as are properly delegable.

## **ARTICLE X**

### **BYLAWS, RULES AND REGULATIONS**

The Board of Trustees may adopt, amend, repeal and enforce Bylaws and reasonable rules and regulations governing the operation of the Non-Profit Corporation and the operation and use of the Project, to the extent that the same are not inconsistent with these Articles of Incorporation or the law.

## **ARTICLE XI**

### **INCORPORATORS**

The names of the incorporators/trustees/officers of the Non-Profit Corporation are as follows:

#### **PAST**

**Kaye Biggar, President**

**Bill Croom. Secretary**

**"BJ" Bjorge, Treasurer**

#### **PRESENT**

**Dave Pope, President**

**Lionel Robertson, VP**

**Mike Nishimuta. Secretary**

**John Shroyer, Treasurer**

I registered agent of the Non-Profit Corporation is Dr. Kaye H Biggar. The initial registered agent's address is 9423 Ranchero San Antonio, TX 78240. By executing these Articles of Incorporation, the initial registered agent accepts appointment as such.

## **ARTICLE XIII**

### **AMENDMENTS**

Except as otherwise provided by law, these Articles of Incorporation may be amended by Two-Thirds (2/3) of the Total Votes of the Board of Trustees.

## **ARTICLE XIV**

### **DISTRIBUTIONS**

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in Article IV herein.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Non-Profit Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or supplemented (or the corresponding provision of any future United States Internal Revenue law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended and supplemented.

No part of the net earnings of the Non-Profit Corporation shall inure to the benefit of, or be distributable to its Board of Trustees, Trustees, Officers, Members, or other private persons, except that the Non-Profit Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the Non-Profit Corporation

## **ARTICLE XIV**

### **DISTRIBUTIONS**

Upon dissolution of the Non-Profit Corporation, assets shall be distributed for on or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Non-Profit Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively

DATED this 15th day of October, 2004.

Signed Kaye H Biggar Reviewed and modified 14 May 2009 by Dr. Kaye H Biggar, Founder and President Emeritus per minutes of meeting.

# **ADVOCATE EDUCATE SUPPORT**