



COLORADO AEROSPACE EDUCATION FOUNDATION



MISSION

To serve America's youth, the Air Force family and Air Force Association chapters within the State of Colorado through enhanced focus on science and technology education.

Amended, August 24, 2002

Amended, December 14, 2001

Amended: February 8, 2000

Original September 28, 1999

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BYLAWS
OF THE
COLORADO AEROSPACE EDUCATION FOUNDATION

Article 1

Organizational Name

The name of the organization shall be the “Colorado Aerospace Education Foundation” (hereafter referred to as the CAEF).

Article II

Purposes

- ?? Promote Aerospace excellence in Colorado
- ?? Support Aerospace education in Colorado as well as the goals and objectives of the National AEF
- ?? Increase public awareness of Aerospace power
- ?? Affiliate with Colorado AFA (Air Force Association) and further its goals and objectives
- ?? Provide a non-profit charitable organization to support the above activities

Objectives

- ?? Provide scholarships for Aerospace related studies
- ?? Sponsor and support Aerospace events benefiting educators and students
- ?? Receive gifts and grants and disburse them for relevant educational purposes.

Article III

Establishment Authority

The CAEF derives its existence, authority and fiscal tax free-status through the Articles of Non-profit Incorporation from the State of Colorado and Federal IRS 501 (c) (3) standing.

Article IV

Policy

This corporation is organized exclusively for charitable purposes within the meaning of section 501 (c) (3). (Amendment 1)

The CAEF shall be affiliated with the Colorado AFA. Actions, programs and activities of the CAEF shall conform to the policies and objectives in the Bylaws and policies of the CAEF. Nothing in these Bylaws or elsewhere, shall be construed so as to authorize any action that does not further the CAEF policies and objectives. CAEF shall at no time in any way support or oppose any political idea, organization or candidate.

Article V

Leadership

Leadership in and responsibility for the CAEF shall be vested in the elected officers and a Board of Trustees selected from AFA leaders and other designated persons whose addresses of record are in the geographical boundaries of the State of Colorado.

The Code of Ethics specified by the National Aerospace Education Foundation, as amended, shall govern the Officers and Board of Trustees.

All Officers and Trustees are expected to attend regularly scheduled Board meetings and to meet other specified obligations as Trustees. Unjustified absence from two consecutive Board meetings or failure to meet specified obligations will result in removal from the Board in accordance with Article VII.

Officers

From among the Trustees, there shall be elected by the Board, a Chair, Vice Chair, Secretary and Treasurer with duties as prescribed. The elected Officers are designated the Executive Committee of the Board and during periods between meetings of the Board of Trustees may exercise all the powers of the Board of Trustees except those functions specifically requiring action by the Board as a whole in these Bylaws.

A. The Chair shall preside at CAEF Board of Trustees meetings. The Chair shall be the Chief Executive Officer (CEO) of the foundation. The CEO shall have general supervision of the affairs of CAEF and shall appoint committees as required and shall be an ex-officio member of all committees and Colorado AFA Chapters. The Chair shall be an active AFA member in one of the Colorado AFA Chapters or the State Organization.

B. The Vice Chair shall perform all duties of the Chair in the absence of the Chair. In addition, the Vice Chair may be tasked by the Chair to perform special duties as appropriate. The Vice Chair shall be an active AFA member in one of the Colorado AFA Chapters or the State organization.

C. The Secretary shall have custody of correspondence and records of the CAEF and shall perform such other duties as the Chair may direct. The Secretary shall be the agent and custodian of the Foundation and be responsible for its transfer to any successor, shall serve as Secretary to the Board of Trustees and shall be responsible for recording and distribution of their proceedings. The Secretary shall be an active AFA member in one of the Colorado AFA Chapters or the State organization.

D. The Treasurer shall be the comptroller of and responsible for all the finances and accounts of the Foundation, under the direction of the Chair. The Treasurer shall be responsible for the record of donations and contributions to the CAEF. The Treasurer shall render a quarterly accounting and such special reports as may be called for by the Chair, and shall submit an annual financial statement to the Foundation. The Treasurer shall be an active AFA member in one of the Colorado AFA Chapters or the State organization.

Article VI

Board of Trustees

CAEF officers are Trustees as long as they hold an elected office. The CAEF Board of Trustees shall be comprised of up to (21) twenty-one Trustees to include the Colorado AFA State President and the Vice President Aerospace Education for each Colorado based AFA chapter and the State organization. All Trustees shall be voting members of the Board. Trustees should be active proponents and supporters of the Foundation as well as respected, independent and aerospace-minded Colorado AFA members.

Additional Board Members

Additional members of the Board (Non-Voting) may be any National AFA/AEF Officers or Directors/Trustees residing in Colorado (includes National Directors Emeritus).

Terms of Office

The term of office for all elected CAEF Officers shall be one year. Officers may be elected to serve successive terms, but not more than three successive terms.

Terms for elected Trustees shall be two years and may be re-elected for a second successive term.

Terms for appointed Trustees shall be two years and may be re-appointed for a second successive term at the discretion of the AFA State President.

Remuneration

No member of the Board shall be paid any compensation for service as a Trustee or benefit financially by reason of being a Trustee and each member shall adhere to the Code of Ethics of the Aerospace Education Foundation as specified in Article V of these Bylaws.

Article VII

Officer/Trustee Vacancies

In case of vacancy in any elected Officer or Trustee, the CAEF Chair shall establish a Nominating Committee for a special election to replace the officer or elected Trustee. Individuals filling any CAEF elected officer/Trustee position shall be members in good standing of the Air Force Association. In the case of a vacancy of the CAEF Chair, the Vice Chair shall establish the Nominating Committee.

Resignation or the Removal of elected Trustees or Officers

Trustees may be removed for cause, i.e. unexcused absences from two consecutive Board meetings or failure to meet Board of Trustee requirements

The Board is empowered to remove from membership, in accordance with Colorado Law, any member of the Board of Trustees who by a two-thirds vote of the entire Board is considered to be a discredit to the CAEF.

Removal for failure to attend as specified in Article VI may be accomplished by a simple majority of those Trustees present at a meeting of the Board.

Any Board member may resign at any time, such resignation to be made in writing to the Foundation Chair and take effect immediately.

Article VIII

Elections

The Chair, with the approval of the CAEF Board of Trustees, shall appoint a Nomination/Appointment Committee of three persons. The most recent Colorado AFA Past President, if available, shall serve as Chair of the Committee. The two additional persons shall be Trustees of the Board. This committee shall propose a slate of individuals to serve as Officers for the CAEF for the next program year to the entire Board of Trustees.

Article IX

Board of Trustee Meetings

The Board of Trustees shall meet at least twice a year.

One annual meeting will be held between 1 August and 1 October. At this annual meeting, committee reports shall be published. Any members of the Board installed are to be installed effective 1 October.

The second required meeting and any needed special meetings shall be called by the Chair, Vice Chair or at the call of the Secretary upon the written request of five (5) members of the Board.

At any meeting of the Board, each Board member entitled to vote shall have one vote, in person or by proxy. Electronic or telephonic meetings shall be authorized.

A quorum of the Board of Trustees shall be a simple majority of the number of voting Board members present or by proxy. Proxy may be submitted in writing or by electronic means.

The Board shall review past commitments, results, new requests for funds, establish policy, goals and budgets for expenditures and approve charity functions as fundraisers, so as to insure compliance with the CAEF 501c(3) status.

Article X

Donors/Contributors to CAEF

Individual and corporate donors and contributors to CAEF are authorized. The CAEF Board of Trustees shall establish terms and conditions for such donations, and recognition for contribution levels. There shall be no memberships in the CAEF.

All donations and contributions shall be acknowledged by a receipt or appropriate certificate and convey such privileges as may be determined by the Board of Trustees.

Article XI

Finances

All contracts, checks, notes, drafts and other orders for the payment of money shall have one original signature on all disbursements (CAEF Chair, Treasurer, Vice Chair) plus an electronic approval by one additional Executive Committee member which will be filed as supporting documentation.

Aerospace Education funds normally shall be disbursed to and through AFA Chapters within their assigned geographical/organizational areas with the approval of the Chapter Executive Board (maximum AFA and public exposure is desired).

Article XII

Activities

Activities authorized and conducted under the auspices of the CAEF may be any activity appropriate to support Aerospace Education activities and meeting the IRS 501c(3) status.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law. (Amendment 1)

Article XIII

Miscellaneous

The fiscal and program year of the CAEF shall be the same as the fiscal and program years of the AFA. The accounts of the Foundation shall be audited annually by independent auditors, a Certified Public Accountant, or a special committee as determined by the Board of Trustees. The CAEF shall be solely responsible for its financing and fiduciary liabilities.

Upon winding up the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501 (c) (3) of the Internal Revenue Code. (Amendment 1)

Article XIV

Amendments

The Bylaws will be reviewed every two years during odd-numbered years by a temporary committee and revised as necessary to reflect current CAEF policies and procedures.

A two-thirds majority vote of the entire Board is required to amend, alter, or repeal these Bylaws.

Amended 14 December 2001 (by electronic vote)

Reformatted for type size on 1 March 2000

Amended: 8 February 2000 (by electronic vote for IRS required statements)
28 September 1999 (original approved document)

December 1, 2001

MEMO

SUBJECT: Bylaws of the Colorado Aerospace Education Foundation (CAEF)

Attached are the approved and amended (amendment 1) Bylaws of the Colorado Aerospace Education Foundation. These Bylaws have been reviewed by legal representation and the IRS and are deemed to be in compliance with State of Colorado statutes.

The Foundation was incorporated with the Secretary of State of the State of Colorado in February 1999 and application has been made for 501c(3) status with the Internal Revenue Service.

Amendment 1 reflects IRS suggested changes to clarify certain articles.

APPROVED:

Joan Sell
Chair, Colorado AEF

Terry Miller
Secretary, Colorado AEF

ENDORSED:

Chuck Zimkas
President, AFA Colorado