

**RAMEY AIR FORCE BASE HISTORICAL ASSOCIATION  
(RAFBHA)**

**Bylaws & Articles of Incorporation**

**Article I-Name/Structure**

Section 1:The name of this organization shall be the Ramey Air Force Base Historical Association or RAFBHA.

Section 2: The association shall be a non-profit, tax-exempt corporation, organized under the laws of Puerto Rico and the United States of America.

Section 3: The Association and its activities shall be non-partisan, non-sectional, and nonsectarian, and shall conduct all of its business without regard to any individual's race, color, creed, or national origin.

**Article II-Purpose**

Section 1: The RAFBHA is organized for the purpose of creating and maintaining a museum facility at Ramey that will:

- A) Serve as a repository and place of safekeeping for documents, photos, historical items, and remembrances of Borinquen Field/Ramey AFB as it existed between 1939 and 1973.
- B) Serve as a forum to promote the historical significance of Borinquen Field/Ramey AFB, as well as educate the public as to its original role and function as a strategic air base during WWR and the important role it played during the height of the Cold War (and other conflicts).
- C) Serve as an educational center, open to school children and adults, by conducting programs in harmony with these objectives such as the restoration and static display of historic aircraft as well as other projects related to aviation history and Borinquen Field/Ramey AFB in general.

Section 2: The RAFBHA is organized to work with local and national authorities, businesses, and individuals to locate this museum facility; to raise funds to acquire, renovate, staff, and maintain it; and to promote and actively seek funds to restore and preserve as many historical buildings and structures located at the former Borinquen Field/Ramey AFB as possible.

Section 3: To further these objectives, the RAFBHA shall have the right and power to purchase or otherwise hold, own, lease, mortgage, sell or otherwise dispose of any and all real estate and personal property of any nature, and to do any and all other things which may be necessary, useful, and incidental in order to accomplish any of its purposes and objectives.

**Article M-Membership**

Section 1: Any person interested in supporting the purpose of the RAFBHA shall be eligible for membership,

Section 2: Membership dues must be paid annually to retain membership.

Section 3: Any member in good standing shall be entitled to the privileges of the Association, including the right to vote at the Annual Meeting and hold office on the Board of Directors or as chair of an Association committee.

#### **Article IV-Dues**

Section 1: The amount of annual dues shall be set by the Board of Directors and can be changed by a majority vote of the Board at any regular meeting, following 30 days notice of the proposed change.

Section 2: Dues are payable annually during the month of June. A notice to renew shall appear in the March newsletter sent to all members. If no renewal is received by 30 June, two follow-up attempts will be made to collect payment. A reminder will also be printed in the June Newsletter. In the event of non-payment, the member shall be considered delinquent and dropped from the membership roster on 1 September. Any member so expelled may rejoin at any later date upon payment of dues.

#### **Article V-Governance**

Section 1: The government of the RAFBHA, the establishment of its policies, and the control of its property shall be vested in its Board of Directors, consisting of 9 members, 4 of whom shall be the President, Vice President, Secretary, and Treasurer.

Section 2: The Board of Directors shall be elected at the Annual Meeting. Eight of the directors will be voted upon from a slate of candidates presented by the Nominating Committee. The ninth member shall be nominated and elected at large from the floor.

Section 3: The Nominating Committee shall be appointed by the Board of Directors and convene not less than 2 months prior to the Annual Meeting and shall submit a slate of candidates to the Board of Directors not less than 1 week prior to the Annual Meeting.

Section 4: The Board of Directors shall, at its first regular meeting following the Annual Meeting, elect from the approved slate a President, Vice President, Secretary, and Treasurer who shall each serve for a term of one year. The remaining five Board Members will be known as Members At Large.

Section 5: A quorum of the Board of Directors shall have the power to fill vacancies in all offices on a temporary basis until the next annual meeting.

Section 6: The President, with the approval of  $\frac{3}{4}$  of the Board of Directors, shall appoint an Advisory Board. The Advisory Board shall number between 3 and 5 persons and shall meet at least once per year. The Advisory Board shall be available to the Board of Directors for consultation at all times.

#### **Article VI-Officers**

Section 1: The President shall preside at Association meetings and shall perform all duties incident to the office. The President shall, subject to approval of the Board of Directors, appoint all members of all committees. The President shall, at the Annual Meeting and at such other times as may be deemed proper, make suggestions and inform the membership of matters that promote the prosperity and further the objectives of the Association. The President shall provide a draft annual budget for approval by the Board of Directors.

Section 2: The Vice President shall act in the absence of the President and shall attend all meetings of the Board of Directors. The Vice President shall communicate regularly with the President on all Association matters and shall perform other duties as assigned by the Board of Directors.

Section.3: The Secretary shall attend and record all meetings of the Association. The Secretary shall keep the membership roster up to date and shall perform all duties that may be incident to the office, subject to the direction of the President.

Section.4: The Treasurer shall receive and disburse the funds of the Association and keep all monies of the Association deposited in its name. The Treasurer shall attend all meetings of the Association and provide a monthly report to the Board of Directors and an annual report to the membership.

Section.5: Any Officer, Board Member, or Committee Chair may be removed from office by a  $\frac{3}{4}$  vote of the Board of Directors. An individual may be removed for excessive absences, for not fulfilling his or her responsibilities, or if it is deemed in the best interests of the Association.

#### **Article VII-Meetings**

Section 1: All meetings of the RAFBHA shall be conducted in accordance with the latest edition of Roberts "Rules of Order."

Section 2: The Annual Meeting of the RAFBHA shall take place in March of each year to coincide with the Annual Reunion of former Borinquen Field/Ramey AFB personnel, in order that as many members may attend as possible. The membership shall receive a Treasurer's report as well as a briefing on the actions of the Association and progress on Association objectives.

Section 3: The Board of Directors shall meet at least once a month at a regular time and place. Special meetings may be called as required. Any member in good standing may attend any Board of Directors meeting.

Section 4: A quorum at any Board of Directors meeting shall consist of a majority of Board members residing in Puerto Rico.

#### **Article VIII-Committees**

Section 1: The President, subject to Board approval, may appoint standing or working committees as well as taskforces. The chairperson shall make regular reports to the President at the call of the President.

#### **Article IX-Finance**

Section 1: The Association's fiscal year is January 1 through December 31.

Section 2: The President shall provide a draft budget for approval by the Board of Directors before the end of the fiscal year.

Section 3: No disbursements over \$75.00 shall be made unless approved by a majority of the Board of Directors. All disbursements shall be made by check. The Treasurer, President or Vice President shall sign all checks. Upon approval of the budget, disbursements may be made on line items provided for in the budget without further approval by the Board of Directors.

Section 4: At the end of each two fiscal years or at the change of the Treasurer, an independent auditor, selected by the Board of Directors, shall audit the books. The audit shall at all times be available to the membership at the request of the President.

## **Article X-Amendments**

Section 1: These Bylaws may be amended by a 3/4 vote of the Board of Directors. Notice of the proposed change shall be given to each Board Member in writing no less than 30 days in advance of the Board of Directors meeting.

## **Article XI – Organization**

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code

## **Article XII - Limitations**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **Article XIII - Dissolution**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

RAFBHA organized, mission & structure defined: April 9,1998

Bylaws Revised: April 2000

Bylaws Revised: April 2001

Bylaws revised April 2002