

3 October, 1988

MEMO

TO: Members of the Executive Council
Vietnam Helicopter Pilots Association

FROM: Greg Ross
Senior Member at Large

RE: Rewrite/Streamlining of the Constitution and Bylaws of the VHPA.

Gentlemen:

Enclosed please find copies of my proposal for the rewriting/streamlining of the Constitution and Bylaws of the VHPA.

I did not start out to rewrite the entire Constitution and Bylaws;--- but it appears that I came very close to doing just that!

A great amount of verbage found in our current Constitution and Bylaws was hammered out in Phoenix going on six years ago. This was done by a bunch of guys who did not know where the VHPA was going, much less what was going to be required to get it there. Our current documents have served us well, but in the short history of the VHPA they have also proved to have many short comings. The current format rambles, makes reference to certain goals or objectives that the VHPA is not trying to attain, has items listed under topics where they do not belong, and in some cases the information is not in chronological order.

You will find that my effort is far from perfect, but it is the best I have been able to accomplish in an attempt to make these documents easier to understand and work with. Several members of this Executive Council have made mention of problems they have noted with our current documents and I have attempted to incorporate their concerns in this rewrite. They can address their specific area of concern when we get-together October 8th and 9th.

Please take time to read and mark-up this proposed rewrite prior to our gettogether. We never have enough time to accomplish all we have to do so the better versed we all are prior to the meeting the more time we will have to spend on other subjects.

CONSTITUTION & BYLAWS

Vietnam Helicopter Pilots Association

CONSTITUTION

ARTICLE I - NAME

This Association shall be known as the "Vietnam Helicopter Pilots Association", hereafter referred to as the "VHPA". It is an organization for all helicopter pilots who flew in Southeast Asia during the Vietnam Era, (1961-1975).

ARTICLE II - OBJECTIVES

The VHPA is dedicated to the fulfillment of the following purposes:

- a. To enhance and accredit the cohesiveness, esprit de corps, and traditions of valor of Rotary Wing Aircrews that flew in Southeast Asia during the Vietnam Era.
- b. To seek out, using whatever means available, individuals who piloted rotary wing aircraft in Southeast Asia during the Vietnam Era and inform them of the existence of the VHPA and encourage all eligible individuals to become members.

ARTICLE III - OPERATION

The VHPA will operate on a calendar year basis.

ARTICLE IV - MEETINGS

Section I - There shall be an annual meeting of the VHPA. It shall be conducted at a place and time as determined by the Executive Council.

Section II - In the event of a national or natural emergency, the Executive Council shall have the authority to cancel or postpone annual meetings.

ARTICLE V - MEMBERSHIP

Section I - Membership is open to all helicopter pilots who flew in Southeast Asia during the Vietnam Era, (1961-1975).

Section II - Members shall be classified as Life, General, Corporate Life, Corporate, and Honorary. To be recognized as an active member in any of these classifications, the member must be in good standing and current in his dues.

Section III - Membership classifications are as follows:

- a. Life membership may be conferred upon an individual who pays \$300.
- b. General membership is a \$20 annual dues paying member.
- c. Corporate Life membership is open to any company which supports the objectives of the VHPA and who pays a minimum of \$5,000.
- d. Corporate membership is open to any company which supports the objectives of the VHPA and pays \$300 annually.
- e. Honorary membership is open to distinguished persons, such as the Commanding General, Fort Rucker, aviation pioneers, guest speakers, and aviation dignitaries. Honorary memberships must be voted upon by the Executive Council.

ARTICLE VI - ORGANIZATION OF THE ASSOCIATION

Section I - The officers of the VHPA shall be as follows:

- a. President.
- b. Vice President (who shall be President-elect and shall succeed the President).
- c. Three Members at Large.
- d. The immediate past President.

Section II - The Executive Council shall consist of:

- a. President
- b. Vice President (who shall be President-elect and shall succeed the President).
- c. Three Members at Large
- d. The immediate past President.
- e. The Executive Director.

Section III - Holding office or other positions of influence and trust shall be limited to eligible members as defined in this Constitution.

Section IV - Responsibility and Authority of the Executive Council:

- a. The Executive Council shall be the governing body of the VHPA. It shall be responsible for the management of the affairs of the VHPA, including funds, programs and regulations. It shall have authority to approve budgets, authorize expenditures, seek and accept contributions and approve annual meeting sites and program arrangements.
- b. A majority opinion (four members) of the Executive Council shall prevail in all matters pertaining to the VHPA.
- c. In addition to business conducted at the Annual Reunion, there shall be three quarterly conference calls made by the Executive Council between annual Reunions for the purpose of conducting VHPA business. Said calls are to be conducted at a time that is convenient for the majority of the Executive Council members. The President or Executive Director shall have the authority to initiate additional conference calls as deemed necessary.
- d. The Executive Council may delegate authority and functions to the Executive Director or specific members of the VHPA.
- e. The President, Vice President, Executive Director, and Members at Large will have the authority to appoint assistants to facilitate the functions of their offices.
- f. The Executive Council shall perform such other duties as are prescribed by the Constitution and Bylaws.
- g. The Executive Director shall have a vote only as a tiebreaker.

Section V - Committees. The VHPA will have the following standing committees whose duties and responsibilities are outlined in the job descriptions and policy statements approved by the Executive Council:

- a. Constitution and Bylaws.
- b. Directory.
- c. Data Base.
- d. Historical (VHPA).
- e. Historical (Vietnam Era).
- f. Membership.
- g. Newsletter.
- h. Nominating.
- i. Public Relations
- j. Reunion.
- k. Scholarship.
- l. Chapters.

ARTICLE VII - VOTING

Section I - All active members with the exception of Corporate Life, Corporate and Honorary members are entitled to vote.

Section II - Attending members in good standing are eligible to vote and shall constitute a quorum for the transaction of business at annual reunions of the VHPA.

ARTICLE VIII - CONSTITUTION AND BYLAW AMENDMENTS

The Constitution and Bylaws may be amended by the following procedures:

- a. Proposed amendments will be submitted to VHPA Headquarters or any VHPA Officer 90 days prior to the annual reunion.
- b. Executive Council must approve the proposed amendments; and
- c. Adoption of the amendment at an annual reunion of the VHPA by a two-thirds majority of the members present and voting at the business meeting.

ARTICLE IX - LOCAL CHAPTERS

Local Chapters may be initiated upon approval of the Executive Council. Chapters may have such officers, organizations and meetings as they may determine, not in conflict with the Constitution and Bylaws of the VHPA. Each chapter will be required to provide the Executive Council with the names of its officers and activities on an annual basis, and provide the Executive Council with a financial statement not later than January 15th of each year.

BYLAWS

CHAPTER 1 - MEMBERS

1. Membership is open to all helicopter pilots who flew in Southeast Asia during the Vietnam Era, (1961-1975).
2. Corporate Life and Corporate memberships shall be approved by the Executive Council.
3. Honorary memberships shall be conferred by the Executive Council for life.

CHAPTER 2 - EXPULSION FROM MEMBERSHIP

1. Members of any classification, including Elected and Appointed Officials, may be expelled for cause or conduct which the Executive Council deems contrary to the best interest of the VHPA.
2. General and Corporate members shall be suspended for nonpayment of annual dues and shall be dropped from the active membership roster.

CHAPTER 3 - ANNUAL REUNION

1. There shall be an annual reunion of the VHPA.
2. The Executive Council shall announce the date and place selected for the annual reunion not later than six months prior to the annual reunion.

CHAPTER 4 - ELECTION OF OFFICERS

1. A Vice President and a Junior Member at Large shall be elected by a majority vote of those members present and voting at the annual business meeting.
2. The Vice President of the VHPA shall be the President-elect and shall succeed to the Presidency at the close of the next annual meeting of the VHPA.
3. Members at Large are elected for a three year term; one Member at Large to be elected each year.
4. The election of Officers shall be done by ballots which are to be collected and remain on file for not less than two years after the date of the election.

CHAPTER 5 - DUTIES OF OFFICERS

1. The President shall preside at the business meetings of the VHPA annual reunion and all Executive Council meetings.

2. Should the President resign, or become incapacitated and be unable to fulfill the duties of the Presidency, than the Vice President (President elect) shall succeed him as President for the remainder of the resigning or incapacitated Presidents term. At the completion of the resigning or incapacitated presidents term, the President (formerly President elect) shall begin serving the term of the Presidency for which he was initially elected. The position of Vice President shall remain vacant until the next annual reunion.

3. Should both the President and Vice-President resign or become incapacitated, than the Senior Member at Large shall assume the duties of the Presidency (become Acting President) for the remainder of the term of the President who has just resigned or became incapacitated, but he shall not automatically succeed to the position of President after his term of Acting President has expired. A President and Vice-President shall be elected at the next annual reunion with the new Presidents one year term beginning at the close of the annual reunion.

4. Should the Senior Member at Large resign, become incapacitated, or become the Acting President, than the following shall automatically take place:

a. The Midterm Member at Large shall immediately become the Acting Senior Member at Large. He shall remain the Acting Senior Member at Large until he succeeds to the position of Senior Member at Large under the terms to which he was initially elected.

b. The Junior Member at Large shall immediately become the Acting Midterm Member at Large. He shall remain the Acting Midterm Member at Large until he succeeds to the position of Midterm Member at Large under the terms to which he was initially elected.

5. Should the Midterm Member at Large resign, become incapacitated, or become the Acting Senior Member at Large, the Junior Member at Large shall immediately become the Acting Midterm Member at Large. He shall remain the Acting Midterm Member at Large until he succeeds to the position of Midterm Member at Large under the terms to which he was initially elected.

6. Should the Junior Member at Large resign, become incapacitated, or become the Acting Midterm Member at Large, the President or Acting President shall poll individuals who had run for the office of Junior Member at Large at the preceeding annual reunion, beginning with the individual who had the next highest number of votes, and continuing in descending order by number of votes cast, to ascertain whether or not they would be willing to become the acting Junior Member at Large for the remainder of the current term. The first previous candidate to agree to fulfill said position shall be so appointed by the President or the Acting President. If no one other than the individual that was elected ran for the position of Junior Member at Large, than the position shall be offered to previous members of the Executive Council. A new Junior Member at Large shall be elected at the next annual reunion.

7. Following their installation at the close of the annual reunion, the elected officers shall serve for the term of office in which they are elected.

8. The President shall appoint or remove Committee Chairmen subject to ratification by the Executive Council.

9. The duties of the officers shall be those which are customary for such office and such other functions as may be prescribed by the President and the Constitution and Bylaws of the VHPA.

CHAPTER 6 - EXECUTIVE DIRECTOR

1. The Executive Director shall be appointed by the Executive Council.
2. The Executive Director shall have a vote only as a tie breaker.
3. The Executive Director may be removed from office by a vote of not less than four members of the Executive Council.

CHAPTER 7 - DUES

1. Individual Life membership is \$300.
2. Annual General membership dues are \$20 per year.
3. Corporate Life membership is a minimum of \$5,000.
4. Corporate membership dues are \$300 per year.

CONSTITUTION & BYLAWS

Vietnam Helicopter Pilots Association

4 July 1988

CONSTITUTION

ARTICLE I NAME

This Association shall be known as the "Vietnam Helicopter Pilots Association", hereafter referred to as the "VHPA". It is an organization for all helicopter pilots, who flew in Southeast Asia during the Vietnam Era. (1961 - 1975)

ARTICLE II OBJECTIVES

Directive Objectives
The objectives of the VHPA are to advance the knowledge of helicopters and to enhance future endeavors whether they be military or civilian. These objectives will be accomplished through annual meetings, active coordination with mutual associations and consideration by the membership of essential matters pertaining to helicopter activity during war and peace.

The VHPA is dedicated to the fulfillment of the following purposes:

Improve helicopter flight techniques by providing a forum for discussion of common ideas and problems whether military or civilian related.

- Assist all Federal agencies and civilian organizations with recommendations and professional advice on the use of helicopters.
- Represent the VHPA to national professional organizations, Federal Government offices and to the public as an organization dedicated to the improvement of vertical flight.
- Provide an opportunity for continuing education of its members.

Some & Civilian
- Improve the effectiveness, cohesiveness, esprit de corps and traditions of valor of the Acrews who flew during the Vietnam Era.

Some & Civilian
- To seek out, using whatever means available, individuals who piloted rotary wing aircraft during the Vietnam Era and inform them of the existence of the VHPA and encourage all eligible individuals to become members.

NOW ARTICLE ✓
ARTICLE ~~III~~ ✓
CHANGE → MEMBERSHIP

Section I. Membership is open to all helicopter pilots who flew in Southeast Asia during the Vietnam Era. (1961 - 1975)

Section II. Members shall be classified as Life, General, Corporate Life, Corporate and Honorary. To be recognized as an active member in any of these classifications, the member must be in good standing and current in his dues.

Section III. Membership classifications are as follows:

a. Life membership may be conferred upon an individual who pays \$300.

~~CHANGE →~~ b. General membership is a non life-time annual dues paying member.

c. Corporate Life membership is open to any company which supports the objectives of the VHPA and who pays a minimum of \$5,000.

~~CHANGE →~~ d. Corporate membership is open to any company which supports the objectives of the VHPA.

e. Honorary membership is open to distinguished persons, such as the Commanding General, Ft. Rucker, aviation pioneers, guest speakers and aviation dignitaries. Honorary memberships must be voted upon by the Executive Council.

~~MOVED UNDER ARTICLE III AND CHANGED~~ Section IV. All active members with the exception of Corporate Life, Corporate and Honorary members are entitled to vote and to hold office within the VHPA.

NOW ARTICLE ✓
ARTICLE ~~IV~~ ✓ VI
ORGANIZATION OF THE ASSOCIATION

Section I. The officers of the VHPA shall be as follows:

a. President.

b. Vice President (who shall be President-elect and shall succeed the President).

c. Three Members at Large.

~~CHANGE →~~ d. The immediate past President of the VHPA.

Section II. The Executive Council shall consist of:

a. President.

b. Vice President (who shall be President-elect and shall succeed the President).

c. Three Members at Large.

CHANGE → d. The immediate past President of the VHPA.

NEW SECTION III → e. Executive Director.

SEE ARTICLE IX, SECTION II (CHANGE)

NEW SECTION IV → Section III. Responsibility and Authority of the Executive Council:

a. The Executive Council shall be the governing body of the VHPA. It shall be responsible for the management of the affairs of the VHPA, including funds, programs and regulations. It shall have authority to approve budgets, authorize expenditures, seek and accept contributions and approve annual meeting sites and program arrangements. Except as previously defined in this Constitution and Bylaws, the majority opinion (four members) of the Executive Council shall prevail in all matters pertaining to the VHPA.

NEW C → SEE ARTICLE IX, SECTION IV (CHANGE)

NEW D → d. The Executive Council may delegate authority and functions to the Executive Director or specific members of the VHPA.

NEW E → c. The President, Vice President, ~~and~~ Executive Director, ~~and~~ MEMBERS AT LARGE AND will have the authority to appoint assistants to facilitate the functions of their offices.

NEW F → d. The Executive Council shall perform such other duties as are prescribed by the Constitution and Bylaws.

NEW G → e. The Executive Director shall have a vote only as a tie-breaker.

NEW SECTION IV → Section IV. Committees. VHPA will have the following standing committees whose duties and responsibilities are outlined in the job descriptions and policy statements approved by the Executive Council:

a. Constitution and Bylaws.

b. Directory.

c. Data Base.

d. Historical (VHPA).

e. Historical (Vietnam Era).

f. Membership

g. Newsletter.

- h. Nominating.
- i. Public Relations.
- j. Reunion.
- k. Scholarship.

k. Scholarship.

L. CHAPTERS ARTICLE ✓

SECTION I - SEE ARTICLE III - SECTION IV
and eligible members shall constitute a quorum for the
transaction of business at annual meetings of the VHPA.

ARTICLE VI

^{NEW}
~~ARTICLE~~
~~11~~ → The VHPA will operate on a calendar year basis.

ARTICLE ~~VI~~

The Constitution and Bylaws may be amended by the following procedures:

CHANGE \Rightarrow a. Proposed amendments will be submitted to the Constitution and Bylaws Committee 30 days prior to the annual business meeting.

b. Approval of the proposed amendment by the Executive Council; and

c. Adoption of the amendment at an annual meeting of the corporation by a two-thirds majority of the members present and voting.

c. Adoption of the amendment at an annual meeting of the by a two-thirds majority of the members present and voting the business session.

ARTICLE IX → ARTICLE VIII

Should the need arise or a desire exist, local chapters may be initiated upon approval of the Executive Council. Chapters may have such officers, organizations and meetings as they may determine, not in conflict with the Constitution and Bylaws of the VHPA. Each chapter will be required to provide the Executive Council with the names of its officers and activities on an annual basis.

ARTICLE IX

Section I. There shall be an annual meeting of the VHPA. It shall be conducted at a place and time as determined by the Executive Council.

Section II. Holding office or other positions of influence and trust shall be limited to eligible members as defined in this Constitution.

Section III. Executive Council and committee recommendations, nominations or decisions can be made by telephonic polling but must be a majority consensus.

Section IV. There shall be three quarterly conference calls made by the Executive Council between annual Reunions for the purpose of conducting VHPA business. Said calls are to be conducted at a time that is convenient for the majority of the Executive Council members. The President or Executive Director shall have the authority to initiate additional conference calls as deemed necessary.

BYLAWS

CHAPTER 1 MEMBERS

1. Life, General, Corporate Life, and Corporate memberships shall be approved by the Executive Council.

2. Honorary membership shall be conferred by the Executive Council for life.

CHAPTER 2 EXPULSION FROM MEMBERSHIP

1. Members of any classification may be expelled for cause or conduct which the Executive Council deems contrary to the best interest of the VHPA.

2. General and Corporate members shall be suspended for nonpayment of annual dues and shall be dropped from the active membership roster.

CHAPTER 3 ELECTION OF OFFICERS

1. The Vice President and Members at Large shall be elected by a majority vote of those members present and voting at the annual business meeting.

2. The Vice President of the VHPA shall be the President-elect and shall succeed to the presidency at the close of the next annual meeting of the VHPA.

3. Members at Large are elected for a three-year term. One Member to be elected each year.

CHAPTER 4

ANNUAL AND SPECIAL MEETINGS

1. There shall be an annual meeting of the VHPA as determined by the Executive Council. The Council shall announce the date and place selected not later than six months prior to the annual

meeting.

DECREE } 2. Special meetings of the VHPA may be called by the Executive Council after 30 days advance notice to the membership. The notice shall state the reason for calling the special meeting.

3. In the event of a national emergency, the Executive Council shall have the authority to cancel or postpone annual meetings.

CHAPTER 5 DUTIES OF OFFICERS

CHANGE → 1. The President shall preside at meetings of the VHPA and the Executive Council. The President shall appoint or remove a committee chairman subject to ratification by the Executive Council.

- 9 TOTAL REWRITING } 2. In the absence of the President or his inability to act, his duties will succeed, in order, to the Vice President, or to another member of the Executive Council selected by it. Such Successors will act for the President and sign appropriate official documents.

3. Following their installation at the close of annual meeting, the elected officers of the VHPA shall serve for the term of office in which they are elected. The duties of the officers shall be those which are customarily ordained for such office and such other functions as may be prescribed by the President and these Bylaws.

CHAPTER 6 EXECUTIVE DIRECTOR

1. The Executive Director shall be appointed by the Executive Council.

NEW #2 → 2. A vote to sustain the Executive Director will be the first item of business at each Executive Council meeting.

CHAPTER 7 DUES

1. Individual Life membership is \$300.

CHANGE → 2. Annual General membership dues are \$20 per year and are due every 12 months.

3. Corporate Life membership is a minimum of \$5,000.

4. Corporate membership dues are \$300 per year and are due every 12 months.