

**BY-LAWS OF**  
**REDHORSE ASSOCIATION, CORPORATION**

Adopted July 3, 2002

Revised August 12, 2003

Revised October 17, 2005

**ARTICLE I ORGANIZATION**

**1.1 Name** The name of this Association shall be the “REDHORSE ASSOCIATION” (hereinafter referred to as RHA), a not-for-profit, tax exempt, 501 (c) (19), Military Veterans organization incorporated.

**1.2 Location**. The registered office of the RHA shall be located in the city of WESTMINSTER, state of COLORADO.

**1.3 Other offices**. The RHA may also maintain other offices in other places as directed by the Board of Directors.

**1.4 Seal**. The RHA shall have a seal that shall consist of the device of a circle with the words “Corporate Seal 2002” in the center, surrounded by the words “REDHORSE ASSOCIATION,” arranged within the perimeter.

**1.5 Colors**. The colors of the RHA shall be Crimson red, ultramarine blue, and gold.

**ARTICLE 2 PURPOSE**

**2.1** To make RED HORSE/Prime BEEF

Added Prime BEEF a nationally known entity.

**2.2.** To perpetuate the spirit and traditions of all USAF combat civil engineers.

**2.3** To maintain the camaraderie

Spelling, fellowship and patriotism of all former and current USAF combat civil engineers.

**2.4** To assist our members in time of need where appropriate, financially and/or physically.

- 2.5** To provide educational scholarships to our members and their immediate family.
- 2.6** To hold biennial conventions and support regional gatherings (roundups), open to all members and their families.
- 2.7** To provide RHA resources to assist individual **ACTIVE** Spelling, AFRC, and ANG units in meeting their goals and needs.
- 2.8** To perpetuate and maintain the integrity of RED HORSE/Prime BEEF units in their combat engineering support role of the United States Air Force.
- 2.9** To maintain liaison with ACTIVE, AFRC, ANG and retired components of the U S Air Force RED HORSE/Prime BEEF units.
- 2.10** To loyally serve the **USA** and the USAF, and to do all else necessary to uphold and defend the Constitution of the United States of America.

### **ARTICLE 3 MEMBERSHIP**

- 3.1** Membership in the RHA shall be open to all who have or are serving in the USAF Combat Civil Engineering field, which includes the ACTIVE, AFRC, and ANG units.
- 3.2** Categories of membership and dues:
- 3.2 A** Regular membership dues are \$10.00 for the first year and \$20.00 for renewal of each subsequent year.
- 3.2 B** Active Duty membership (includes AFRC and ANG) \$10.00 for the first year and \$10.00 for renewal of each subsequent year.
- 3.2 C** Life membership a one time dues which are based on age at time of application. Life dues schedule is as follows: (age 18-44, \$250.00; age 45-55, \$215.00; age 56-65, \$180.00; age 66-above, \$125.00).
- 3.2 D** Affiliate membership applies to widows or widowers of regular, active duty or life members only and they **do**
- Changed due to do not pay any dues.
- 3.2 E** Associate membership for those whom were never assigned to a USAF Combat Civil Engineer unit but associated themselves in some form or another in support of the USAF Combat Civil Engineers mission. These dues are \$20.00 for the first year and \$20.00 for each subsequent year.

**3.2 F** Honorary membership is open to those individuals who have significantly contributed greatly to the support, objectives and the mission of the USAF Combat Civil Engineers. Honorary members do not pay dues.

**3.3** Dues in the RHA are current from January 1<sup>st</sup> of each year to December 31<sup>st</sup> of that same year, and are renewable on January 1<sup>st</sup> of the subsequent calendar year.

**3.4** Rights and privileges of dues current\* membership: (\*= dues are paid and considered up to date)

**3.4 A** All categories of membership have the right and privilege to attend all general membership biennial conventions and regional gatherings.

**3.4 B** All categories of membership have the right and privilege to view the annual financial report prepared by the RHA Treasurer.

**3.4 C** All categories of membership have the right and privilege to make recommendations, suggestions, or ideas to the RHA Board of Directors, orally, in writing, electronically, or by facsimile.

**3.4 D** All categories of membership have the right and privilege to display the RHA emblem/logo and flag in an appropriate manner.

**3.4 E** All categories of membership have the right and privilege to purchase any RHA item that is for sale in the RHA store.

**3.4 F** All categories of membership **except**

Except what? have the right and privilege to serve on committees and other activities of the RHA.

**3.4 G** All categories of membership have the right and privilege to cast one (1) vote per member, on any issue coming before the general membership as long as their dues are paid and current.

**3.5** Rights and privileges of regular, active duty and life membership:

**3.5 A** Dues current regular, active duty and life members in good standing, may serve on the Board of Directors if properly nominated and elected by the general membership.

**3.5 B** Dues current regular, active duty and life members in good standing, may serve in an officer position when nominated and elected by the Board of Directors.

**3.5 C** Dues current regular, active duty and life members in good standing, may serve as chairs of standing and special committees as deemed necessary.

**3.6** Membership in the RHA shall terminate when a member dies, resigns, **is**

Added is removed for cause, expiration of membership for non payment of dues, or dissolution/liquidation of the RHA.

**3.7** Any former member whose membership is terminated as stated in 3.6 above may have his or her membership reinstated as the Board of Directors may deem appropriate.

**3.8** The Board of Directors through the Secretary of the RHA, may issue certificates, cards, or other evidence of membership in the RHA, and if issued, shall bear the appropriate signature (s) of any officer or office designated by said Board of Directors and bear the seal of the RHA.

**3.9** The Board of Directors of the RHA may levy fair initiation fees, dues, or other assessments of all members.

**3.10** The RHA shall maintain a data base of all members with basic needed information, not limited to, current physical address, **electronic address**, phone numbers, and any other **such demographic data as deemed necessary**. This data shall be controlled and protected as privileged information.

#### **ARTICLE 4 ORGANIZATION**

**4.1** The RHA shall be managed by its Board of Directors (hereinafter referred to as the BoD).

**4.1 A** The BoD of the RHA shall **consist**

Drop the s in consists of NOT LESS than twelve (12) **members**

Start a new sentence **The** number may be increased/decreased by the BoD as needed by a majority vote of all BoD.

**4.1 B** **One half of the BoD shall be elected to a two (2) year term and one half of the BoD shall be elected to a four (4) year term, by the general membership.**

**4.1 C** Directors shall be elected to hold office until the expiration of the term for which they were elected, and until their successor has been duly elected and qualified, or until death, resignation, or removal.

**4.1 D** A director may resign from office at any time by delivering a written resignation to the BoD and unless specified in the written notice, the resignation shall take effect immediately.

**4.1 E** **A** director may be removed by a majority of the full BoD for cause at a special meeting called **by the Chairperson** for that purpose.

**4.1 F** A vacancy in the BoD may be filled by a majority vote of the BoD then in office.

**4.1 G** The BoD, from within their ranks, shall elect a Chairperson of the Board, (here in after referred to as the CoB) by a majority vote at the biennial meeting.

**4.1 H** The CoB shall preside over all BoD meetings, turning the business portion of the meeting over to the President of the RHA.

**4.1 I** The CoB shall be the Chief Executive Officer (CEO) of the RHA.

**4.2** No member of the BoD of the RHA shall receive any salary, compensation or gratuity for any service rendered to the RHA in their capacity as a Director, except the BoD may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the RHA.

**4.3** Meetings of the BoD shall be held anyplace the board may specify, so long as at least thirty (30) days notice is given, to enable as many board members to attend that can.

**4.3 A** The BoD shall meet at a minimum of two (2) times per calendar year.

**4.3 B** A collaborative effort shall be made to meet electronically to help reduce travel expenses whenever possible.

**4.3 C** No notice shall be required for meetings of the BoD for which the time and place has been fixed in advance.

**4.3 D** Special meetings may be called by or at the direction of the CoB, President of the RHA, or by a majority of the BoD in office.

**4.3 E** Notice of time and place of each special and regular meeting of the BoD shall be provided to each director by the Secretary of the RHA at least thirty (30) days for regular meetings and at least fifteen (15) days before the special meeting, to enable as many board members to attend that can.

**4.3 F** The order of the BoD business meetings will follow Rogers Rules of Order as much as possible.

**4.3 G** The format of all BoD business meetings shall be as follows:

**4.3 G (1)** Pledge of Allegence

**4.3 G (2)** Invocation

**4.3 G (3)** Roll Call

**4.3 G (4)** Reading of the previous meeting minutes

**4.3 G (5)** Reports of Committees

**4.3 G (6)** Reports of Officers

**4.3 G (7)** Old and unfinished business

**4.3 G (8)** New business

**4.3 G (9)** Go around the table for any further input

**4.3 G (10)** Announce the date and time of the next BoD meeting

**4.3 G (11)** Closing invocation

**4.3 G (12)** Adjournment

**4.4** Except as otherwise stated by these by-laws, a majority of the BoD shall constitute a quorum for the transaction of business or for any specific item of business.

**4.5** A BoD may vote either in person or by proxy, provided the person authorized with the proxy is in agreement to act on the absent members behalf.

**4.6** Any action required or permitted to be taken by the BoD or any committee therefore may be taken without a meeting if all members of the BoD or committee consent in writing to adoption of a resolution authorizing the action. The resolution and the written consent shall be filed with the minutes of the proceedings.

**4.7** Whenever a vacancy on the BoD shall prevent a quorum from being present, the quorum shall then consist of a majority of the Board members minus the vacancy.

**4.8** The BoD shall designate, from their ranks, an executive committee and other standing committees. Such committees shall have all authority as the BoD shall delegate.

**4.9** The executive committee of the BoD in conjunction with the President of the RHA is authorized in the capacity of the executive committee to employ such secretarial help and other assistance as may be necessary and required to carry out the aims and goals of the RHA.

## **ARTICLE 5 OFFICERS**

**5.1** The BoD of the RHA shall elect or appoint a President, one or more Vice Presidents, a Secretary, a Treasurer, one or more assistant Secretaries or Treasurers, or other officers as the BoD may deem necessary.

**5.2** One person may hold more than one office in the RHA except for the office of President and Secretary.

**5.3** Each officer shall hold office at the discretion and direction of the BoD.

**5.4** An officer may be removed with cause by a majority vote of the BoD at a special meeting called by the CoB for that purpose.

**5.5** The President shall be the Chief Operating Officer (COO) of the RHA, shall be responsible for carrying out and implementing the policies and decisions of the BoD, have general supervision of the day to day affairs of the RHA and keep the BoD fully informed of the activities of the RHA.

**5.5 A** The President shall have the power to sign alone, unless the BoD shall specifically require an additional signature, on all contracts authorized whether generally or specifically by the BoD.

**5.5 B** In the absence or disability of the President of the RHA the Executive Vice president shall perform all the duties of the President. The Executive Vice President shall perform such duties as may be prescribed by the President of the RHA.

**5.5 C** The Secretary, shall be a member of the BoD and attend all meetings of the Board and Executive committee, (or his/her official designee) and shall preserve in the books of the RHA the true minutes of the proceedings of all meetings. He or She shall keep in his or her custody the Seal of the RHA and shall have the authority to affix it to all instruments where it is required. He or she shall give all notices required by statute, these By Laws or resolution and shall perform any other duties as may be delegated by the BoD or by the Executive Committee.

**5.5 D** The Treasurer shall be a member of the BoD and shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the corporation. He or She shall have the care and custody of all funds and securities of the RHA, and shall or cause to be deposited said funds in the name and to the credit of the RHA in such bank accounts at such depositories as the BoD may from time to time determine. He or She shall disperse funds of the RHA as may be ordered by the President, taking proper vouchers for the disbursements and shall render to the President and BoD at the Annual Meeting of the BoD and whenever requested by them, an accounting of all Treasurer transactions and of financial condition of the RHA. If required by the BoD, he or she shall deliver to the President of the RHA, and shall keep in force a bond in form, amount and with surety of securities satisfactory to the BoD, conditioned for faithful performance of the duties of the office, and for restoration to the RHA in case of death, resignation, retirement or removal from office, all the books, papers, vouchers, money, and property of whatever kind in the possession or control of the Treasurer and belonging to the RHA.

**5.5 E** The Assistant Secretary, in the absence or disability of the Secretary, shall perform the duties and exercise the power of the Secretary.

**5.5 F** The Assistant Treasurer, in the absence or disability of the Treasurer, shall perform the duties and exercise the power of the Treasurer.

## **ARTICLE 6 MISCELLANEOUS**

**6.1** The RHA shall keep at the principle office complete and accurate records and books of account of the RHA, including a minute book which shall contain a copy of the Articles of Incorporation/Certificate of Incorporation, a copy of these By laws, a copy of the RHA Policies and Procedures, Minutes of meetings of the BoD, Minutes of meetings of all Committees, and a list of records containing the names, address and demographic data of all members of the RHA.

**6.2** The Corporate Seal shall be in such form as the BoD shall from time to time prescribe.

**6.3** The RHA, by order of the BoD, shall authorize and support an official publication, (newsletter), published at least quarterly, (Jan, Apr, Jul, Oct), to be officially known as the “Charging Charlie Flier”, which shall carry all official notices of the RHA, to include the annual Treasurers report and keeping the Active General membership informed of official RHA business. The President of the RHA shall appoint an Editor-in-Charge and shall have operational supervision.

**6.4** The fiscal year of the RHA shall be fixed by the BoD from time to time, subject to applicable law.

**6.5** These By laws may be amended, altered, or repealed, and new By laws approved by the BoD at a meeting of the general membership, called for the purpose of amending these By laws provided that any notice of such meeting include the proposed amendment, alteration, or repeal of these By laws.

**6.6** The BoD may accept on behalf of the RHA any contribution, gift, bequest or devise presented to the RHA.

## **ARTICLE 7 CONTRACTS, CHECKS, BANK ACCOUNTS, AND INVESTMENTS**

**7.1** The BoD must approve such depositories as it shall deem proper for the funds of the RHA and shall determine who shall be authorized on the RHA’s behalf to sign bills, notes, receipts, acceptance, endorsements, checks, releases, contracts and documents.



**7.2** The funds of the RHA may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real estate, personal or otherwise, including stocks, bonds, or other securities, as the BoD may deem desirable.

## **ARTICLE 8 INDEMNIFICATION**

**8.1** The RHA may, to the fullest extent now and hereafter permitted by law, indemnify any person threatened to be made a party to any action or proceedings by reason of the fact that he or she, his testator or intestate was a director, officer, employ or agent of the RHA, against judgments, fines, amount paid in settlement and reasonable expenses, including attorneys fees.

## **ARTICLE 9 AMENDMENTS**

**9.1** These By laws may be amended by the affirmative vote of the general membership, recommended by the BoD of the RHA at the biennial general membership convention.

## **ARTICLE 10 DISSOLUTION**

**10.1** In the event the RHA must be dissolved, the assets, after all debts have been paid, shall be donated to one or more charitable organizations. The BoD present at the last meeting shall decide the recipients of said assets. Federal, State and Local laws **and requirements** Separated the two words shall be adhered to during dissolution proceedings.

