

Bylaws
Of
AIR AND MARINE FAMILY FOUNDATION, INC.
A Virginia Nonprofit Corporation

ARTICLE I
PURPOSES

The purposes of the Corporation are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II
OFFICES

- 2.1 Registered Office. The registered office of the Corporation shall be at such location in Virginia as the Directors may from time to time determine.
- 2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

ARTICLE III
MEMBERS

- 3.1 The Corporation shall have no governing Members other than the members of the Board of Directors.
- 3.2 Honorary Titles. The Directors may create such additional Classes of "Membership", such as contributing members or honorary members, as they see fit, but such persons shall not have the right of Members under Virginia Nonprofit Corporation Law, as amended (the "Act").

ARTICLE IV
DIRECTORS

- 4.1 Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, except as otherwise required by the Act, these Bylaws or a resolution duly adopted by the Board.

- 4.2 Qualifications of Directors. Each Director shall be an individual of at least 18 years of age, who need not be a resident of Virginia.
- 4.3 Number, Election, and Terms of Directors. The Board of Directors shall consist of not fewer than three (3) nor more than fifteen (15) persons as determined by the Directors. The Initial Directors shall be selected by the Initial Incorporator. Directors shall serve for terms of two years and until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year.
- 4.4 Removal. Any Director may be removed from office, with or without the assignment of any cause, by a vote of a majority of the other Directors at a duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- 4.5 Quorum. A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.
- 4.6 Vote. Every Director shall be entitled to one (1) vote.
- 4.7 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.
- 4.8 Annual Meeting. The annual meeting of the Board shall be in January of each year.
- 4.9 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board.
- 4.10 Special Meetings. Special meetings of the Board may be called by the President or by one-third of the Board at any time. At least five (5) days notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.
- 4.11 Teleconference Meetings. Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.
- 4.12 Evaluation. The Directors shall at least every other year evaluate their own performance and the composition of the Board in terms of the skills, experience, and contributions of its members to identify ways it may improve its effectiveness by selection of new Directors and otherwise.

4.13 Compensation. No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director from receiving any compensation from the organization for duties other than as a Director or Officer.

ARTICLE V OFFICERS

5.1 Positions, Election, Term. The officers of the Corporation shall include a President, one or more Vice-Presidents, a Secretary and a Treasurer, who shall be elected by the Directors from among the Directors at the annual meeting of Directors and shall serve for a term of one year and until their successors are elected and qualified. The Directors may elect such other officers or assistant officers, who need not be members of the Board, as they deem appropriate from time to time.

5.2 Multiple Roles. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person.

5.3 Consecutive Terms. Officers may be elected for consecutive terms.

5.4 Duties. The duties of the Officers shall include the following:

a. The President shall preside at all meetings of the Directors and Executive Committee; shall generally supervise the business of the Corporation; and shall execute documents on behalf of the Corporation. The President shall be an ex-officio member of every Corporation committee.

b. A Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate.

c. The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board; shall assure that appropriate notice is given for all meetings of the Board; and shall perform such other duties as may be prescribed by the Board or by the President.

d. The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or by the President.

5.5 Removal of Officers. Any Officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

ARTICLE VI
COMMITTEES

6.1 Establishment. The Board may establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- a. the filling of vacancies on the Board;
- b. the adoption, amendment, or repeal of the Bylaws;
- c. the amendment or repeal of any resolution by the Board; or
- d. action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

6.2 Appointment to Committees. Unless otherwise determined by the Board or set out in these Bylaws, the President shall appoint and remove members and chairs of all committees.

6.3 Creation and Composition of Advisory Boards. The Corporation may, in its discretion, establish Advisory Boards that may include persons who are not Directors. Such Advisory Boards shall have no power to bind the Corporation and shall have only such other responsibilities and duties as delegated to them by the Board or the President.

ARTICLE VII
RESIGNATIONS AND VACANCIES

7.1 Resignations. Any Director or Officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

7.2 Filling Vacancies.

a. If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Directors in office may choose a person or persons who may serve as a Director for the remainder of the applicable term.

b. If the position of any Officer becomes vacant, by an increase in the number of Officers, or by reason of death, resignation, disqualification, or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.

ARTICLE VIII
MEETINGS AND NOTICE

8.1 Place of Meetings. Meetings may be held at such place within or without Virginia as the Board may from time to time determine.

8.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission or electronic mail, to that person's address appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or deposited with a courier service for delivery to such person. In the case of facsimile or electronic mail it shall be deemed to have been given when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws.

8.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

8.4 Electronic Mail. Any action which may be done, or is required to be done, in writing under these Bylaws or the Act, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

ARTICLE IX
LIABILITY AND INDEMNIFICATION

9.1 General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:

a. the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in the Act and any amendments and successor acts thereto; and

b. the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

9.2 Indemnification. The Corporation shall indemnify any Officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign Corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

9.3 Procedure. Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the Officer or Director has met the applicable standard of conduct set forth under that section. Such determination shall be made:

a. by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or

b. if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

9.4 Advancement of Expenses. The Corporation shall advance expenses incurred by an Officer or Director who may be eligible for indemnification pursuant to this Article in defending

a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

9.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer or Director of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

9.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE X AMENDMENTS/DISSOLUTION

10.1 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by vote of the Directors at any duly convened meeting of Directors after not less than 10 days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be affected thereby.

10.2 Bylaws. The Bylaws may be amended by vote of the majority of all Directors in office at a duly convened meeting of Directors, after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be affected.

10.3 Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of the residual assets of the corporation exclusively for exempt purposes of the corporation in such manner, or to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, for such purposes or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI MISCELLANEOUS

11.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.


11.2 Policies. The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, and document retention and destruction.

11.3 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

The above Bylaws were approved and adopted by the Board of Directors of the Organization on the 23rd day of May, 2024.



President
Edward E. Young



Secretary
Tony Crowder