

ASSOCIATION OF GRADUATES
UNITED STATES AIR FORCE ACADEMY



Bylaws

Adopted by the Membership
6 May 2011

**BYLAWS OF THE ASSOCIATION OF GRADUATES (AOG)
OF THE
UNITED STATES AIR FORCE ACADEMY**

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6 May 2011**

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**BYLAWS OF
THE ASSOCIATION OF GRADUATES (AOG)
OF THE
UNITED STATES AIR FORCE ACADEMY**

ARTICLE I. Purpose

Section 1. Vision: The Association of Graduates (AOG) is the primary organization of United States Air Force Academy (USAFA) graduates and friends of the Academy, dedicated to supporting the Academy mission of building leaders of character for the Air Force and the nation, and providing service and support to graduates, friends and cadets.

Section 2. Mission: To pursue our vision and to serve and support the United States of America, the United States Air Force, the United States Air Force Academy, and the graduate community by:

- a. Working in partnership with the Academy to produce and foster graduates with an enduring commitment to integrity, excellence, and service to country.
- b. Providing leadership, communication, and support to all Academy graduates and friends of the Academy, and promoting camaraderie among them.
- c. Promoting the heritage of the Academy, our common traditions, and the accomplishments of our graduates.

ARTICLE II. Definitions

Section 1. AOG: Association of Graduates of the United States Air Force Academy (AOG): A nonprofit (Internal Revenue Code 501(c) (3)), tax-exempt private Association of Graduates, incorporated in the State of Colorado.

Section 2. Graduate: A person who has met the requirements for graduation from USAFA and has been granted a degree of Bachelor of Science by the Academy Superintendent.

Section 3. Member: Any graduate, and certain others, who have paid dues and satisfied all other membership requirements as determined by these Bylaws and the Board of Directors (the Board).

Section 4. Elected Directors: AOG graduate members who have been elected by the membership as set forth in Article VI.

Section 5. Appointed Directors: AOG graduate members appointed to the Board of Directors pursuant to the requirements set forth in Article V.

Section 6. Replacement Directors: AOG graduate members appointed to the Board of Directors pursuant to the requirements set forth in Article V Section 13c to fill elected or appointed director positions.

Section 7. Membership Benefits: All offered/advertised services of the AOG.

ARTICLE III. Membership

Section 1. Graduate Members: Graduate membership is available to all graduates of the Academy. Any graduate may become a member by paying dues as determined by these Bylaws and the Board of Directors. Graduate members will be eligible for all benefits and may vote in accordance with Article III, Section 7.

Section 2. Life Graduate Members: Graduates may become life graduate members by paying a lifetime fee.

- a. Life memberships are not transferable, nor can they be bequeathed.
- b. All life memberships terminate upon the death of the member. Surviving spouses will be extended lifetime affiliate membership status.
- c. Life Membership at Graduation (LMAG) is a special program allowing cadets to pay installments toward becoming Life Graduate members upon graduation. While participating in the LMAG program, cadets are eligible for all membership benefits, but may not vote in elections.

Section 3. Honorary Members: Honorary membership may be awarded to non-graduates who have rendered outstanding and conspicuous service to the Air Force, the Academy and/or the AOG. Honorary members must be recommended by a member of the Board and receive unanimous acceptance by all members present at a quorum of the Board. Honorary membership is restricted to 25 living persons. Honorary members are life members, will not pay dues and will be eligible for all the benefits of membership, but may not vote in elections.

Section 4. Associate Members: Associate membership has been awarded in the past to non-graduates who were identified by the President and Chief Executive Officer (CEO) as friends of the Academy. Associate members pay annual dues or have become life associate members. Associate members are eligible for all the benefits of membership and may vote in accordance with Article III, Section 7. New associate memberships are no longer offered by the AOG.

Section 5. Affiliate Members: Affiliate membership may be awarded to non-graduates who have been identified by the President and CEO as friends of the Academy. Affiliate members pay annual dues or can become life affiliate members by paying a lifetime fee. Affiliate members are eligible for all the benefits of membership but may not vote in elections.

Section 6. Annual Membership Meetings: There shall not be an annual meeting of the members.

Section 7. Membership Voting: Graduate and associate members may vote in elections of directors, to amend the Articles of Incorporation and/or Bylaws, and on any issues submitted to the membership by the Board. Each member has one vote and may not allocate their vote to anyone else.

Section 8. Membership Dues: Members are required to pay applicable dues. Annual dues are established by the President and CEO; life membership fees are recommended by the President and CEO and approved by the Board.

Section 9. Termination or Denial of Membership:

- a. Membership in the AOG may be terminated by resignation at any time by written
- b. Membership shall lapse at such time or times as the Board may establish for failure to pay dues.
- c. Membership may be terminated or denied for cause, after a closed hearing by the Board, by the affirmative vote of two-thirds of the entire Board. Causes for termination or denial may include, but are not limited to, conduct contrary to the best interests of the Air Force, the Academy, or the AOG such as conviction in a court of law for a crime of moral turpitude, dismissal from the military, or discharge under other than honorable conditions.
 - i. A written motion for termination or denial may be submitted by any Director or by petition of at least 1000 graduate members.
 - ii. The member will be provided written notice of the termination or denial and the reasons therefore at least 45 days prior to the closed hearing. The member considered for termination or denial may submit a written defense, appear in person before the Board, or do both to challenge the termination or denial. There is no right to representation in these proceedings. If affirmed by a vote of the Board, the termination or denial is effective five days after the conclusion of the closed hearing.

ARTICLE IV. Corporate Officers

Section 1. Corporate Officers: The corporate officers of the AOG are the President & Chief Executive Officer (CEO), who reports to the Board, and the Chief Financial Officer (CFO), who reports to the CEO. The CEO may recommend that the Board appoint other senior staff members as corporate officers. The President and CEO shall be a non-active duty graduate member who is a full-time, salaried employee of the AOG.

Section 2. Selection of the President and CEO: The President and CEO is recommended by a Board-appointed selection committee, approved by a two-thirds vote of the entire Board and signed to a contract negotiated by the Board or its agent. Contract renewal does not require a selection committee process, but must be approved by a majority of a quorum of the Board.

Section 3. Duties of the President and CEO: Subject to the general direction and control of the Board, the business, property, and funds of the AOG shall be managed and controlled by the President and CEO in accordance with Board policy. Subject to the general direction and control of the Board, the President and CEO shall have full power and authority to decide, determine and authorize all acts of the AOG not prohibited by Colorado or federal law, or retained by the Board of Directors.

ARTICLE V. Board of Directors

Section 1. Board Composition: Directors of the Board shall be graduate members of the AOG. The Board will consist of not more than 15 directors who are selected in accordance with the procedures set forth in Section 2 below.

Section 2. Elected and Appointed Directors:

- a. There shall be eleven directors elected by the membership eligible to vote, unless positions are vacated before their term expires, whereby the Board may select replacements in accordance with Section 13.
- b. There shall be no more than four appointed directors appointed by a majority vote of a quorum of the Board. Board elections to fill appointed director vacancies can be done at any time. The Nominating Committee will make recommendations to the Chair prior to nominations coming from the Chair. Absent a Chair nomination, a Board majority may direct a Chair nomination of a suitable candidate.

Section 3. Terms of Directors:

- a. Elected Directors serve a four-year term. Directors are eligible to run for a second consecutive four-year term. Terms of office for elected directors begin at the first regularly scheduled meeting of the Board after the election and expire at the first regularly scheduled meeting of the Board after the biennial election four years later.
- b. The terms of appointed directors shall be staggered with no more than two directors appointed following each biennial election of the Board. Terms of office for appointed directors begin upon selection by the Board and will expire at the first meeting of the Board after the biennial election four years later. Appointed directors may serve a second consecutive four-year term consistent with approval procedures outlined herein.
- c. No director, whether elected, appointed, or in combination, shall be eligible to serve for more than two consecutive full terms, without a four-year minimum break in service. For the purpose of re-election or reappointment, a director who has served more than half a term is considered to have served a full term.

Section 4. Duties of Directors: As a minimum, all candidates must agree to fulfill the requirements of AOG Director as listed below:

All Directors must:

- a. Owe a duty of care and loyalty to the Association of Graduates and its members and must be dedicated to the AOG Vision, Mission, ideals and principles.
- b. Be capable of attending all meetings of the AOG Board, and meetings of any committees to which he/she is assigned, and commit the time required to discharge Board and committee duties. The term “capable of attending” means being able and

willing to afford the travel to and from Colorado Springs at least four (4) times each year and able to afford the time away from his/her profession to attend these meetings and for related work. The AOG shall not pay compensation to directors for services rendered as a director. Directors may be reimbursed for expenses incurred in the performance of their duties to the AOG in reasonable amounts approved by the Board.

- c. Perform their duties as a director, including without limitation their duties as a member of any committee of the Board, in good faith, and in the best interests of the association.
- d. Operate in an open fashion and guide the AOG toward achieving its mission.

Section 5: Officers of the Board

- a. The officers of the AOG Board are the Chair, Vice Chair, Secretary, and Treasurer.
- b. The Chair shall be an elected director. The Chair shall:
 - i. Convene and lead such meetings of the Board as may be deemed necessary.
 - ii. Nominate a Vice Chair, Secretary and Treasurer for approval by the Board.
 - iii. Act as an official representative of the AOG.
 - iv. Nominate candidates to be appointed as directors in accordance with Article V, Section 2b.
- c. The Vice Chair shall be an elected director. The Vice Chair shall:
 - i. Succeed the Chair and assume the duties, responsibilities and authority of the Chair in the event of the temporary or permanent absence of the Chair.
 - ii. Coordinate the activities of all committees.
 - iii. Perform duties as directed by the Chair.
 - iv. Chair the Governance Committee.
- d. The Secretary shall be an AOG graduate member and shall serve as parliamentarian and will perform other duties as directed by the Chair and those required by Colorado law. In the event of the permanent absence of both the Chair and Vice Chair, the Secretary shall convene a meeting of the entire Board to select a new chair.
- e. The Treasurer shall be an AOG graduate member and shall perform duties as directed by the Chair or requested by the President and CEO as appropriate.

Section 6. Conduct of Board Meetings: Subject to the provisions of the Colorado Revised Nonprofit Corporation Act and limitations in the Articles of Incorporation and these Bylaws, all meetings should be conducted using *Robert's Rules of Order* (most recent edition) as a guide.

Section 7. Regular and Special Board Meetings:

- a. Regular meetings of the Board shall be held at least twice each fiscal year at such times and places as the Board may prescribe. Additional regular meetings may be scheduled by the Board.
- c. Special meetings of the Board may be called at any time by the Chair or by not less than one-third of the Board. Special meetings shall be held at such times and places as specified in the notices for the meetings and may include telephonic or video conferencing.
- d. All regular Board meetings will be scheduled at least 60 days in advance of the meeting and will have a published agenda. All special meetings will be called with a minimum of ten workdays notice, if possible. Notice of a special meeting shall specify the matters to be considered at the meeting, and action at that meeting shall be confined to the matters specified in the notice.
- e. The Board may permit any director (or any member of a committee designated by the Board) to participate in a meeting of the Board or committee thereof through the use of any means of communication by which all directors participating in the meeting can hear one another during the meeting.
- f. Any action required by law to be taken at a meeting of the Board, or any committee thereof, or any other action which may be taken at a meeting of directors, or any committee thereof, may be taken without a meeting, if a notice stating the action to be taken and the time by which the directors must respond is transmitted in writing to each member of the Board, and each member of the Board, by the time stated in such notice, either:
 - i. votes in writing for such action, or
 - ii. votes in writing against such action, abstains in writing from voting, or fails to respond or vote and also fails to demand that action not be taken without a meeting.

Action under 7e is taken only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted. Such action shall be effective only if and when the AOG has received a sufficient number of writings meeting the requirements of the preceding sentence, unless such writings specify a different effective date. Any such writings may be delivered to the AOG by electronically transmitted facsimile or other form of wire or wireless communication.

Section 8. Access to Board Meetings: All Board meetings shall be open to all members who are able to attend in person. Board meetings, or specified sessions of such meetings, may be held in

executive session as specified below. When a particular session of a Board meeting is expected to be held in executive session, it will be noted on the meeting agenda.

Board meetings, or portions thereof, will be held in executive session in the following exceptional circumstances:

- a. When two-thirds of the directors present at a quorum of the Board direct an executive session.
- b. At the request of any official guest who is on the agenda of a meeting of the Board.
- c. When considering matters pertaining to nominations for directors or committee members or involving the employment, promotion, discipline, or dismissal of an officer, employee, member or agent of the AOG.
- d. When considering matters relating to fundraising activities or financial transactions where public disclosure would serve to diminish the AOG position.
- e. When consulting with AOG legal counsel concerning disputes that are the subject of possible, pending or imminent court proceedings, or matters that are privileged or confidential between attorney and client.
- f. When investigating possible or actual criminal misconduct of an officer, employee, agent, or any member of the Board or committee of the AOG.
- g. When considering matters subject to specific constitutional, statutory, or judicially-imposed requirements protecting particular proceedings or issues from public disclosure.

Section 9. Board Meeting Minutes: The Board shall publish minutes for all Board meetings, unless the subject matter meets the exceptional circumstances outlined in Section 8 above or the vote concerns an honorary membership. The minutes should be substantively descriptive of each meeting and will include voting results along with a summary of directors' perspectives stated during motion consideration. Minutes should be published within five days of approval by the Board.

Section 10. Voting by Directors:

- a. A quorum of more than half of the total number of directors must be present for the Board to act on any issue.
- b. Each director is entitled to one vote on every issue except that appointed directors eligible for reappointment may not ratify their own nomination.
- c. No director shall give another director the right to vote for them by proxy on any issues before the Board.
- d. A simple majority of the directors present at a quorum of the Board will pass any motion considered by the Board except:

- i. The following motions require a two-thirds vote of the entire Board:
 - 1. Recommending to the members that the Articles of Incorporation or Bylaws be amended, changed, or repealed, or other issues requiring a vote of the membership;
 - 2. Changing the election schedule in extraordinary circumstances;
 - 3. Removing an appointed director, a replacement director, or a Board officer, in accordance with Section 12. The director or Board officer being considered for removal may not vote on their own removal.
 - 4. Referring an issue to a vote of the membership;
 - 5. Hiring or removing the President and CEO.
- ii. The following motions require a two-thirds vote of a quorum of the Board:
 - 1. Establishing additional standing committees;
 - 2. Moving to executive session.
- iii. Motions for Honorary Membership require unanimous vote of all directors present at a quorum of the Board.
- e. An issue requiring a vote of the entire Board, if other than unanimous, requires that every director be polled. Such votes will be open and recorded in the minutes, except votes regarding Honorary Memberships, which will be conducted by paper ballot and will be confidential.

Section 11. Resignation of Board Directors or Officers:

- b. A director may resign from the Board at any time. Notification of resignation will be made to the Chair and will be effective upon Chair notification or on a date specified by the director and approved by the Board.
- c. The Chair, Vice Chair or other officers of the Board may resign their position at any time. In the event an officer of the Board resigns the position, they shall remain a director unless they also resign from the Board.
- d. By an affirmative vote of the Board, directors and officers of the Board may be deemed to have resigned for failure to attend two consecutive Board meetings, or to meet stated obligations of directors as provided in these Bylaws or as directed by the Board of Directors. Resignations for failure to attend or meet obligations shall be effective at the time of such vote of the Board.

- e. Any director removed for cause under Section 11c is also removed from any office then held.

Section 12. Removal of Directors and Officers of the Board:

- a. Removal for cause of elected directors from the Board shall be in accordance with procedures set forth in Colorado law.
- c. Any director removed for cause under Section 12a is also removed from any office then held.
- f. Effect of removal from office:
 - i. Directors removed for failure to accomplish the duties of their office or unexcused failure to attend scheduled meetings will be replaced in accordance with Article V, Section 13.
 - ii. If an officer is removed from office, they shall remain a director unless they also resign from the Board or are removed from the Board in accordance with Section 12b above.

Section 13. Replacement of Board Directors or Officers Due to Removal, Resignation, Death, or Incapacitation:

- a. If the Chair resigns, is removed from the position by an action of the Board, dies or is incapacitated, the Chair will be succeeded by the Vice Chair to fulfill the remainder of the vacated term.
- b. If the Vice Chair, Secretary or Treasurer resigns, is removed by an action of the Board, dies, is incapacitated, or becomes the Chair in accordance with Section 13a, the Vice Chair, Secretary and Treasurer will be succeeded in accordance with Article VI, Section 5c.
- c. The Chair may nominate a graduate member, for approval by the Board, to serve on the Board for any elected or appointed director vacancy which occurs by reason of resignation, removal, death, or incapacitation. The term of the replacement director shall continue until the end of the unexpired term of the replaced director.

ARTICLE VI. Nominations and Elections

Section 1. Nominations for Director:

- a. On or before 30 June of even-numbered years, the Board shall advise the Nominating Committee of the need for candidates and provide guidance concerning the skills, talents and capabilities desired by the Board.

- b. The AOG will publicize the skills, talents and capabilities being sought, the method of volunteering for consideration by the Nominating Committee, the timeline and to whom volunteer packages should be sent.
- c. The AOG shall also publicize that any graduate member may have their name placed on the ballot without review or consideration by the Nominating Committee by submitting a petition showing support of at least 25 AOG members by their signature and AOG ID Number.
- d. The Nominating Committee shall nominate at least twice as many candidates for election as there are vacancies.

Section 2. Election of Directors: Elections by vote of the membership will be held to elect directors as follows:

- a. Election of directors will be held in odd-numbered years.
- b. Elections will be held in the February – March timeframe. In extraordinary circumstances, the Board may adjust the election schedule to accommodate those circumstances.
- c. No membership quorum is required for a valid election of directors.
- d. Approximately half of the elected director positions will be open at each director election.

Section 3. Other Elections, Referenda and Membership Votes: Elections, referenda and other votes of the membership may be held in even-numbered years for other issues that cannot be delayed until the normal election cycle.

Section 4. Election and Ballot Requirements:

- a. A notice of election will be provided to all voting-eligible members.
- b. The candidate names will be arranged randomly on the ballot.
- c. Voting may be conducted by electronic means and/or paper ballot if necessary. Ballots must be completed according to instructions accompanying the ballot. Election management may be contracted to a private firm or may be conducted by the AOG.
- d. To be counted, ballots must be completed by the date specified by the Board which may not be later than 31 March, or no later than such other date as the Board may specify. Ballots must be received at the AOG offices, or other location as may be stipulated by the Board, prior to noon Mountain Time on the final day of balloting. If electronic voting is used, the voting website will be closed at noon Mountain Time.

- e. Voting-eligible members may cast one vote for each director vacancy and one vote for each question put on the ballot. Cumulative voting may not be used. Members may not give their vote to be cast by another member.
- f. If used, electronic voting will be appropriately validated to ensure that the provisions of Article VI, Section 3e are fulfilled.
- g. The election will be considered concluded upon certification by the Secretary.

Section 5. Selection of Board Chair and Officers:

- a. The Board Chair will be selected by the Board.
- b. Any current or newly elected or appointed director may nominate an elected director to be Chair as soon as possible after the election or vacancy. Elected directors may nominate themselves. Selection of the Chair and officers will be conducted at the first regularly scheduled meeting of the Board after the election. In cases where more than two directors are nominated, an initial vote will be taken to establish the top two nominees. Then, a final vote will determine the new Chair by majority vote of a quorum of the Board.
- c. The Chair will nominate the Vice Chair, Secretary and Treasurer for approval by the Board.

Section 6. Term of Office of the Board Chair and Officers:

- a. The term of office of the Chair shall begin upon election to the office and continue through the election of the next Chair two years later.
- b. The maximum continuous period of service for a Chair is two consecutive terms without at least a four year break between terms. The Vice Chair, Secretary and Treasurer will serve terms to coincide with the term of the Chair, however, each officer will remain in office until the new officer has been approved by the Board, provided they otherwise meet the requirements of the office.

ARTICLE VII. Class Advisory Senate (CAS)

Section 1. Composition: The CAS will consist of not more than one graduate member selected by each graduated class. The President of the CAS will be an ex-officio member of the Board, without vote.

Section 2. Meetings and Role: The CAS shall meet at least annually, pursuant to procedures approved by the Board. It shall act as an outreach arm of the AOG leadership, seeking members' views and attempting to resolve differences among those views. The CAS will be advisory to the Board and will inform the Board on relevant issues.

ARTICLE VIII. Committees

Section 1. Creation/Designation of Committees: The Board may establish standing and special committees. Committees report to the Board. The Board will establish the composition of each committee except as otherwise specified in the Bylaws.

Section 2. Appointment of Committee Chair and Members: All committees of the Board must have one or more directors. The Board Chair shall nominate the chair and director members of the committee for approval by the Board. The committee chair shall nominate additional members for the committee for approval by the Board.

Section 3. Committee Meetings: Committee meetings will be held at the call of the committee chair or at the call of any two of its members. Meetings may be held by teleconference.

Section 4. Meeting Minutes: Committees will keep minutes as required by federal and state laws.

Section 5. Authority of Committees: All standing committees and other committees established by the Board of Directors shall make recommendations for approval by the Board except as noted in Section 6a.

Section 6. Standing Committees: The Board shall have, as a minimum, the following standing committees:

- a. ***Finance and Investment Committee:*** The Finance and Investment Committee composition and size shall be determined by the Board and will include at least two directors. The Finance and Investment Committee shall be chaired by a director. Members shall be experienced in financial or business management. The Finance and Investment Committee shall review the AOG's Financial Management and Investment Plan (FMIP), financial condition, investment portfolio and budget, and make recommendations to the Board for modifications as appropriate. The Finance and Investment Committee may establish in the FMIP an investment subcommittee composed of highly qualified professionals to make and manage investments.
- b. ***Audit Committee:*** The Audit Committee composition and size shall be determined by the Board and will include at least two directors. Members of the Audit Committee shall have financial experience and at least one member shall be a certified public accountant, if possible. The Audit Committee shall oversee the auditing process of the AOG's books and records.
- c. ***Nominating Committee:*** The Nominating Committee shall be composed of two elected directors, one of whom will serve as chair, and five AOG graduate members at-large.
 - i. A member may not serve on the Nominating Committee during an election process in which the member is a candidate for election.

- ii. Other than those candidates who are placed on the ballot by petition, recommendations for candidates to be placed on the ballot shall be made by the Nominating Committee for approval by the Board.
 - iii. The Nominating Committee shall maintain a pool of candidates qualified to serve as directors or committee members.
- d. ***Governance Committee:*** The Governance Committee composition and size shall be determined by the Board and will consist of AOG graduate members, at least two of whom must be directors. The Governance Committee shall be chaired by the Vice Chair of the Board. Duties of the committee include:
 - i. Overseeing and evaluating the governance of the AOG as well as the functioning of the Board and the Class Advisory Senate.
 - ii. Addressing ethics issues and adjudicating conflicts of interest.
 - iii. Conducting periodic reviews of the AOG Bylaws, and ensuring that AOG practices are consistent with the Bylaws.
- e. ***Heritage and Traditions Committee:*** The Heritage and Traditions Committee composition and size shall be determined by the Board and will consist of AOG graduate members, at least two of whom must be directors. Duties of the committee include:
 - i. Promoting and preserving the legacy of the Academy through the accomplishments of its graduates.
 - ii. Developing AOG heritage policies and projects for Board approval.
 - iii. Reviewing proposals from classes and individuals for new heritage programs and projects; determining whether the proposals comply with AOG policies and objectives; and making recommendation to the Board.
 - iv. Representing the class, the individual and/or the AOG on proposals approved by the Board and presented to the Academy through the Memorial Board or other requisite Academy councils, committees and approval authorities.
 - v. Advising the AOG Board and the Academy on the Academy-generated heritage policies, programs and projects.
 - vi. Evaluating all requests to place names on the Graduate War Memorial Wall and making recommendations to the AOG Board.

ARTICLE IX. Chapters, Affinity Groups and Other Organizations

Consistent with policies established by the Board, the President and CEO may issue rules and/or guidelines concerning the establishment and support of graduate chapters, affinity groups and other organizations that support the mission, goals and objectives of the AOG.

ARTICLE X. Indemnification

Any person who serves on behalf of the AOG as a director, officer, employee, chair or member of any committee shall be deemed an agent of the AOG for purposes of legal indemnification and shall be indemnified by the AOG against reasonable expenses incurred by such person in accordance with and to the fullest extent permitted by the laws of the State of Colorado.

ARTICLE XI. Conflicts of Interest

Section 1. Director Conduct: No director, officer, or committee member of the AOG shall request or accept any interest or favor (financial or otherwise) that might influence his or her actions relating to the AOG or its affiliated organizations. The Board acknowledges that conflicts of interest may occasionally arise and that neither the elimination from the board of all persons who might potentially have any such conflict nor the avoidance of all transactions involving a conflict of interest would necessarily serve the best interests of the AOG. Nonetheless, each member of the Board is encouraged to avoid undisclosed conflicts of interest and to refrain from influencing the Board's action on a matter in which such director is financially interested. It is therefore the policy of the AOG to avoid the participation of any director in the Board's consideration of a matter which poses a conflict of interest for that director.

- a. For these purposes, a conflict of interest shall be deemed to arise whenever a matter under consideration involves the potential for significant benefit to a director or to any business, financial, or professional organization of which the director or a member of such director's immediate family is an officer, director, member, owner, or employee.
- b. Whenever any matter comes before a meeting of the Board which gives rise to a potential conflict of interest, the affected director shall make known the conflict to the remaining directors present at such meeting, shall, after answering any questions posed by the other directors, withdraw from the meeting for as long as the matter is under consideration, and shall neither be present, nor cast a vote.
- c. If the withdrawal of the affected director results in the absence of a quorum, no action shall be taken on the matter in question until a quorum of disinterested directors can be established.
- d. The minutes of a meeting at which a conflict of interest arises shall reflect that a disclosure was made, the affected director's withdrawal from the meeting and abstention from voting, and, if action is taken on the matter, the continued presence of a quorum.

- e. As with all other matters coming before the Board, the disinterested directors shall pass upon a matter that poses a conflict of interest for another director in a manner which they reasonably and in good faith believe to be in the best interests of the AOG.
- f. In the event an issue is not resolved at the committee or Board level, the matter shall be referred to the Governance Committee for review. For the purposes of ethics oversight, the Governance Committee may request participation by at least one friend of the AOG not actively involved in activities of the Board who is qualified to assist in ethics advice.

Section 2. Reporting: Directors and officers shall use their best efforts to avoid any new employment, activity, investment or other interest which might involve an obligation to make a disclosure of a situation which may be in competition or conflict with the best interest of the AOG and, in all events, shall promptly disclose the same as they may arise in the future.

ARTICLE XII. Amendments to Bylaws and/or Articles of Incorporation

Section 1. Board Proposed: The Bylaws will be reviewed periodically by the Governance Committee. The Board may propose amendments to the Bylaws and/or Articles of Incorporation.

Section 2. Membership Proposed: A member may also submit proposed amendments for a vote of the membership by obtaining the signatures of members representing at least five percent of all voting members.

Section 3. Membership Voting: All amendments to Bylaws and Articles of Incorporation must be submitted to a vote of the members. A quorum of 25 percent of the membership eligible to vote is required for the vote to be valid. The amendment must be approved by the majority of that quorum.

Section 4. Non-Substantive Changes: The Board shall have the authority to make non-substantive wording and numbering changes to the Bylaws for the purpose of ensuring their consistency, grammatical correctness, and coherence.

Section 5. Effective Date of Adoption of Bylaws and Amendments: The vote is concluded and revisions and amendments adopted upon certification of the election by the Board Secretary.

ARTICLE XIII. Transition: For transition to these revised Bylaws, the terms of office for directors elected in 2011 will begin at the regularly scheduled August 2011 Board meeting.

Adopted by the membership on May 6, 2011.