

BYLAWS
OF
FRIENDS OF THE SUPER SABRE

ARTICLE I - NAME AND MISSION

1. Name. The name of this non-profit corporation is Friends of the Super Sabre. It is also herein referred to as the FSS, the Corporation, or the Organization.

2. Mission Statement. The mission of the FSS is to preserve the history of the North American Aviation F-100 Super Sabre; to honor those who served with it; and to inspire others to service beyond self. The FSS's primary objective is to facilitate the development and operation of the F-100 Super Sabre Memorial Exhibit (F-100 SSME). To that end, the FSS will collect artifacts and memorabilia for the F-100 Super Sabre Memorial Exhibit at the Military Aviation Preservation Society (MAPS) Museum located in North Canton, OH.

3. Organization Limits. The FSS is only authorized to perform activities or solicit funds that directly contribute to the achievement of our mission.

ARTICLE II - MEMBERSHIP

1. Membership to Friends of the Super Sabre is open to anyone and everyone with a love of aviation and the desire to accomplish and support the mission and goals of the organization. There shall be no distinction between levels and classes of membership. Simply applying for and/or requesting membership will be the primary requirement. Once a member, membership will continue until a specific request to be removed is received.

2. Applications. Any individual desiring to become a member of the FSS shall apply on a form approved and supplied by the Board of Directors for that purpose. Membership forms are available from the President or any Board Member, and on the FSS web site: www.friendsofthesupersabre.org. There will be no yearly dues and no membership fees. Members will, however, be expected to help with and support the various projects designed to accomplish the mission and goals of the Organization - with their time, financial aid, moral support or whatever means they have available.

3. Every effort will be made to keep FSS members apprised of events and accomplishments of the Organization.

4. Termination of Membership.

a. General Rule. Membership in the FSS continues until the member resigns, dies or is removed by the board.

b. Expulsion. A member may lose membership due to conduct or action determined by a majority vote of the board to be injurious to the FSS.

ARTICLE III - BOARD OF DIRECTORS

1. The Board of Directors. The Board of Directors shall have complete responsibility and authority to direct the affairs of the Corporation, including, but not limited to strategic planning, financial matters, operational direction and compliance with applicable laws and rules.

2. Number. The number of Directors shall be seven except for the unanticipated vacancies caused by resignation, illness, or death. The Directors of the Corporation shall serve additionally as Officers of the Corporation, and are designated as follows: a Chairman/President (CEO), Chief Operations Officer (COO), Chief Financial Officer (CFO), Chief Information Officer (CIO) and three Directors.

3. Resignation. Any Director may resign at any time by giving written notice to the President/Chairman. Such resignation shall take effect at the time specified thereon, or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

4. Removal. The vote of a majority of the number of the Directors established by these Bylaws shall be required to remove a Director from office.

5. Vacancies. Vacancies among the Directors, whether caused by resignation, death, or removal, shall be filled by the Chairman/President, in consultation with the remaining Directors within a reasonable time. In the case that the position of the Chairman/President is vacated, the Executive Officer will assume the position until a new Chairman/President is selected.

6. Meetings. Board meetings will be held quarterly as scheduled by the chairman. Board meetings will also be held when called for by two members of the board and will suffice as a quarterly meeting if none has been held during the quarter. We desire to have one board meeting a year with members in attendance. Other board meetings may be conducted via electronic two-way communications where all attendees can hear the conversations

7. Quorum. The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

8. Compensation. Directors shall not receive any compensation for their service.

ARTICLE IV - OFFICERS

1. Officers. The Officers of the FSS shall be the President/Chairman (CEO), Chief Operations Officer (COO), Chief Financial Officer (CFO), Chief Information Officer (CIO), Executive Officer, and such other Officers of the Corporation as may be selected by a majority vote of the Board of Directors.

2. Selection. The Officers of the FSS will serve continuously until they either resign, are removed, replaced, or die.

3. Removal. The Board may, by a majority vote, remove any Officer elected by the Board of Directors whenever, in their judgment, the best interests of the FSS would be served thereby.

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled at the discretion of the Board of Directors.

5. President/Chairman of the Board (Pres/CEO). The President/Chairman of the Board will be the Chief Executive Officer and as such will be the principal Officer of the Corporation and shall exercise general supervision over the affairs of the FSS and its Officers consistent with policies established by the Board of Directors. This Officer, in his or her capacity as Chairman, will be responsible for leading the Board of Directors. The President/Chairman of the Board may sign contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the FSS, and in general shall perform all duties incident to the Office of the President/Chairman of the Board and such other duties as may be prescribed by the Board of Directors. The President/Chairman of the Board may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Corporation provided such steps do not exceed the scope of authority granted him or her by the Board of Directors.

6. Chief Financial Officer (CFO). The Chief Financial Officer shall oversee the management of all funds and securities of the corporation, including the preparation and execution of the budget, administration of the FSS's financial records, assuring an annual financial review by a CPA is performed and submitted to the Board of Directors each year and file IRS tax forms in compliance with "statutory requirements." The CFO may conduct other duties that could be assigned to him or her from time to time by the President/Chairman of the Board of Directors.

7. Chief Operations Officer (COO). The Chief Operations Officer will be responsible for all operations in direct support of the written mission, including coordination of airframes, artifacts, relics, memorabilia and other items as appropriate. The COO will coordinate all activities with CEO and CFO as required or as appropriate.

8. Chief Information Officer (CIO). The Chief Information Officer will be responsible for all written and verbal communications outside the organization, i.e. to the general Public and to the membership. He/she will also be responsible for advertisements, digital displays, digital databases, and pamphlets, etc. The CIO shall be responsible for preparation of meeting materials, dissemination of such materials to the Board of Directors in advance of all meetings and reporting to Board members not in attendance all actions taken in response to Board direction. The CIO shall be responsible for the recording of minutes of all Board of Directors meetings, including the meeting of the FSS Membership meetings. The CIO will have oversight of the FSS web site and Facebook page and will ensure that the content is appropriate to the purpose of the Corporation.

9. Legal Advisor (non-voting). The Legal Advisor will provide legal assistance and guidance to the Board of Directors as requested or as necessary.

10. Executive Officer (ExO) (non-voting). The Executive Officer shall perform such duties as may be assigned by the President/Chairman of the Board of Directors. In the event the office of the President/Chairman is vacated for any reason, the Executive Officer shall perform and be vested with all the duties and powers of the President/Chairman until the remaining Board of Directors elect a replacement President.

ARTICLE V – COMMITTEES

Acquisition Committee
Event Committee
Gift Shop and Sales
Marketing Committee
Membership Committee

ARTICLE VI - FISCAL YEAR

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

ARTICLE VII – INDEMNIFICATION

1. Application. Any present or former Director or Officer of the Corporation or other such persons so designated by the discretion of the Board of Directors, shall be indemnified and defended by the Corporation in connection with any action, suit or proceeding to which any such person or his legal representative may be made a party by reason of his having been a Director or Officer of the Corporation subject to the following provisions:

a. Duty to Defend. The duty to defend shall take effect immediately upon receipt by the Board of Directors of written notice of a claim or charge seeking damages for any

act or omission covered herein, against a present or former Director or Officer of the Corporation or other such person(s) designated in the discretion of the Board of Directors.

b. Duty to Indemnify. The duty to indemnify shall be determined in accordance with the terms of this Article, and further shall be predicated upon a final determination of the liability, if any, of the indemnified party.

2. Inapplicability.

a. This indemnification and defense shall not apply (i.e., will not be available) in matters as to which such person or persons has (have) been adjudicated guilty of a crime or is (are) determined liable at law for gross negligence or intentional misconduct in relation to matters involved in their performance on behalf of the Corporation; and

b. This indemnification and defense shall also not apply to any matter(s) settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of criminal conduct, gross negligence or intentional misconduct.

ARTICLE VIII - PROCEDURE

1. The rules contained in the most recent edition of *Robert's Rules of Order* shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of these Bylaws.

2. All checks written for more than \$500 require two signatures. Checks for \$500 or less require written or email approval from at least one other board member on the account.

ARTICLE IX – DISSOLUTION

Upon dissolution of this organization, all assets and funds will be distributed to other IRS 501(c)(3) charitable organizations with a similar mission of preserving the history of the F-100 Super Sabre.

ARTICLE X - APPROVAL AND AMENDMENTS

1. Approval. These amended Bylaws were duly enacted by the Board of Directors on February 15, 2012 and amended by the Board of Directors on March 28, 2015 and October 15, 2015.

2. Amendments. Any FSS member may submit amendments to these bylaws. All proposed amendments to the Bylaws of the Corporation must be submitted in writing to the Board of Directors.

Amendment to Bylaws as approved by unanimous vote of the board on April 26, 2017.
Article III – Board of Directors: Changed number of members of the board to seven and changed Member at Large to three Directors.
Article IV – Officers: Add Facebook page to CIO description of duties.

Effective April 26, 2017

President/Director – Anne Coleman-Cohagan

Chief Operations Officer – Mike Dean

Chief Financial Officer – Linda Dean

Chief Information Officer – Bob Weston

Directors –Bettye Dunham, Pam Dunham and Ken Ramsay

Legal Advisor (non-voting) – vacant

Executive Officer (non-voting) – vacant