

1 **BYLAWS**
2 **OF**
3 **THE SUPER SABRE SOCIETY**

4 **ARTICLE I**

5 **NAME AND MISSION**

- 6 1. Name. The name of this non-profit corporation is the Super Sabre
7 Society. It is also herein referred to as the SSS or the Corporation.
- 8 2. Mission Statement. The mission of the SSS is to preserve the history of
9 the F-100 Super Sabre and the men who flew the aircraft.

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11 **ARTICLE II**

12 **MEMBERSHIP**

- 13 1. Classes. There shall be four classes of membership. The terms “member”
14 or “members” when used alone and unqualified by any of the laws, rules
15 or regulations as may be created by the Corporation, shall refer to and
16 include Charter, Regular, Associate, and Honorary members defined as
17 follows.
- 18 a. Charter. This membership category is limited to those initial 430, or so,
19 members that originally formed the SSS and those selected by the
20 Board of Directors.
- 21 b. Regular. This category is open to all F-100 fighter pilots, F-100 Wild
22 Weasel Bears and F-100 Squadron Flight Surgeons.
- 23 c. Associate. Associate memberships may be offered at the discretion of
24 the Membership Committee as approved by the Chief Executive
25 Officer (CEO). Associate members are ineligible for election to the
26 Board of Directors but are eligible to serve in any of the appointed
27 positions on the Board and in any appointed Officer position. Other
28 than those who serve as appointed Directors, Associate members do
29 not have a vote in the affairs of the Corporation. Associate members
30 are also eligible for appointment to serve on SSS Committees and, in
31 that capacity, are eligible to vote solely on committee matters.
32 Associate membership applications must be accompanied by the
33 recommendations of two SSS members in good standing.

- 1 d. Honorary. Honorary membership may be offered at the discretion of
2 the Membership Committee as approved by the Board of Directors.
3 Honorary members do not have a vote in the affairs of the Corporation
4 and are not eligible to serve as Directors or Officers of the
5 Corporation.
- 6 2. Applications. Anyone who wishes to apply for membership must use the
7 application form approved and supplied by the Chief Executive Officer
8 (CEO). Membership forms are available at www.supersabresociety.com.
9 Annual dues, as established by the Board of Directors, must accompany
10 all membership applications.
- 11 3. Dues. The Board of Directors shall establish, and may change from time
12 to time, the amounts of dues to be paid by members. Dues shall be
13 payable on or before January 1st of each year.
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- 15 4. Meetings.
- 16 a. Biennial Meeting. There shall be a Biennial Meeting of the members of
17 the SSS, to be held every other year (i.e., at two year intervals) at a
18 time and place to be determined by the Board of Directors. At this
19 meeting the Chief Executive Officer (CEO) will present to the
20 membership a summary of accomplishments and of prospective plans
21 developed since the previous Biennial Meeting, a review of the
22 Society's finances, a prospective budget, and such other business and
23 other matters as may properly be presented at the meeting.
- 24 b. Special Meetings. A Special Meeting of the members shall be held
25 upon the call of the Board of Directors or a majority of the members, at
26 the time and place stated in the call.
- 27 c. Notice. The Executive Secretary (or other such person or persons
28 calling the meeting) of the SSS shall notify all members of the SSS of
29 the Biennial Meeting and any Special Meetings by email or mail not
30 less than thirty (30) days before the date of the meeting. Notice is
31 perfected on the date of the postmark or on the date an e-mail is
32 transmitted. In the case of a Special Meeting, the notice shall state the
33 purpose or purposes for which the meeting is called.
- 34 d. Quorum. The Members eligible to vote pursuant to these Bylaws who
35 attend a meeting of the members shall constitute a quorum necessary
36 for the conduct of business properly brought before the meeting.
- 37 e. Voting. Each member eligible to vote is entitled to one vote, and a
38 simple majority of votes cast shall govern on all matters properly
39 brought before a meeting of members unless otherwise provided in
40 these Bylaws.

1 5. Termination of Membership.

2 a. General Rule. Membership in the SSS shall terminate upon the death of
3 a member, or as a result of expulsion from membership by the Board
4 of Directors.

5 b. Expulsion. A member may lose membership due to conduct or action
6 determined by the Board to be injurious to the SSS.

7 6. Dues-in-Arrears and Inactive Membership Status.

8 a. Effect. When any member, after reasonable notice, has failed to pay
9 membership dues owed, all membership benefits and privileges,
10 including, but not limited to, subscription to *The Intake* journal,
11 attendance at and participation in Meetings and/or reunions of the SSS,
12 and voting on any SSS matters, will be suspended for that member.

13 b. Reinstatement. Any member whose dues are in arrears may be returned to
14 full membership status, provided that (and at the time that) the member
15 remits in full two years annual dues.

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ARTICLE III

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BOARD OF DIRECTORS

19 1. The Board of Directors. The Board of Directors shall have complete
20 responsibility and authority to direct the affairs of the Corporation, including,
21 but not limited to setting policy, appointing unelected Directors and Officers,
22 and exercising financial oversight. The Board of Directors is the policy
23 making body of the Corporation.

24 2. Number, Composition and Function. The number of Directors shall be five,
25 except for unanticipated vacancies caused by resignation, removal, illness, or
26 death. Any individual may hold only one position on the Board of Directors,
27 but a Director need not resign to run for another Board position. Directors of
28 the Corporation are designated (and are selected) and perform the functions
29 set out as follows:

30 a. President (elected by the membership). The President is the chief
31 representative of the Super Sabre Society in the conduct of all of its corporate
32 affairs. The President is the Chairman of the Board of Directors, responsible
33 for leading the Board. The President schedules, sets the agenda and presides
34 at Board meetings, in accordance with the Bylaws and Resolutions of the
35 Board. The President shall exercise general supervision over the affairs of the
36 SSS and its Officers consistent with policies established by the Board. The
37 President, as Chairman of the Board, may sign contracts, or other instruments,
38 except in cases where the signing and execution thereof is expressly delegated

1 by the Board of Directors or by these Bylaws or by statute to some other
2 Officer or agent of the SSS, and in general shall perform all duties incident to
3 the Office of the President and such other duties as may be prescribed by the
4 Board of Directors. The President may authorize and approve expenditures
5 and take such other steps he shall deem appropriate to advance the purposes of
6 the Corporation provided such steps do not exceed the scope of authority
7 granted him by the Board of Directors.

8 b. Vice-President (elected by the membership). The Vice President shall
9 perform such duties as may be assigned by the President. In the event the
10 office of the President is vacated for any reason, the Vice President shall
11 perform and be vested with all the duties and powers of the President for
12 the duration of the unexpired term of the President, unless and until the
13 Board of Directors, by majority vote, determines otherwise.

14 c. Director-at-Large (elected by the membership). The Director-at-Large is
15 and, accordingly, shares in the responsibilities and enjoys the full authority
16 of a member of the corporation's Board of Directors. The Director-at-
17 Large shall perform all duties incident to a Director of the Corporation and
18 such other duties as may be prescribed by the Board of Directors.

19 d. Executive Director (appointed by the Board of Directors). The Executive
20 Director is the Chief Executive Officer (CEO) of the Corporation and, in
21 that capacity, is responsible for and is delegated by the Board full authority
22 to perform overall day to day management of the operations of the
23 corporation. The Executive Director shall also perform all duties incident
24 to a Director of the Corporation and such other duties as may be prescribed
25 by the Board of Directors.

26 e. Executive Secretary (appointed by the Board of Directors). The Executive
27 Secretary shall be responsible for taking attendance, verifying the quorum
28 and recording minutes at all Board of Directors meetings, and at the
29 Biennial meeting of the SSS membership. The Executive Secretary shall
30 be responsible for preparation of meeting materials, dissemination of such
31 materials to the Directors before all meetings and reporting to Directors not
32 in attendance all actions taken in response to Board direction. The
33 Executive Secretary shall serve as the Board parliamentarian and shall
34 perform such other duties as may be assigned from time to time by the
35 President of the Corporation.

36 3. Eligibility. Only Charter or Regular members are eligible to serve as
37 President, Vice-President or Director-at-Large. Appointed Directors may be
38 Charter, Regular or Associate members, or non-members. All five Directors
39 are eligible to vote at meetings of the Board of Directors.

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1 4.Election. Elections of Directors are conducted as follows.

2 a. Nominations. Any member may suggest candidates to run for the
3 elected positions on the Board by notifying the Chief Executive Officer
4 (CEO), in writing, of the name of each such candidate, during the
5 nomination period announced by the Chief Executive Officer (CEO).
6 The standing Elections Committee, comprised of at least three
7 members not currently serving on the Board of Directors, and
8 appointed by the Chief Executive Officer (CEO), will review the
9 eligibility of the nominees whose names have been submitted, and will
10 list the name of each nominee determined to be eligible as a candidate
11 on a slate for election.

12 b. Voting. The slate of candidates assembled by the Elections Committee
13 will be listed on a printed ballot and made available to all Charter and
14 Regular SSS members in good standing by an appropriate means (e.g.,
15 postal mail, e-mail, or other electronic means, or any combination
16 thereof) selected by the Executive Director. The Executive Director
17 will notify the membership of the voting period and will provide
18 instructions for completing and returning the completed ballot. All
19 Charter and all Regular members are entitled to vote. At the end of the
20 voting period, the members of the Election Committee will count the
21 votes and the Chief Executive Officer (CEO) will announce the
22 outcome to the membership. The candidate who receives the greatest
23 number of votes will be declared the winner.

24 c. Proxies. Voting by proxies is not permitted.

25 d. Tie Votes. In the event of a tie vote, a run-off election will be held
26 within 60 days. If the run-off results in a two-way tie, the winner will
27 be determined by a coin flip (if more than a two-way tie, then by a
28 blind drawing, e.g., names in a hat) conducted by the CEO.

29 e. Election Irregularities. Any challenge to the conduct or outcome of an
30 election may be submitted, in writing, to the CEO by any member
31 eligible to vote. The CEO will investigate and respond. If the
32 complaining member remains dissatisfied, he may address his
33 complaint to the President for consideration by the Board of Directors.
34 In such instances, the decision of the Board of Directors is final.

35 5. Terms. Each elected Director is elected to serve a four-year term and is
36 eligible for re-election to serve successive (or additional nonconsecutive
37 four-year) terms without limit. Elected terms run from January 1 until
38 December 31 of the third following year. In order to preclude a complete
39 turnover of the members of the Board in one election, the terms of the
40 Board members will be staggered, as follows:

- 1 a. Vice-President and Director-at-Large. The next term of the elected (or
2 reelected) Vice-President and the initial term of the newly elected
3 Director-at-Large will begin on January 1, 2013.
- 4 b. President. The next term of the elected (or reelected) President will
5 begin on January 1, 2015.
- 6 c. Executive Director and Executive Secretary. The appointed Directors
7 (the Executive Director and the Executive Secretary) serve from the
8 date they are appointed by the Board of Directors until relieved of their
9 office by the Board of Directors, or until they choose to resign,
10 whichever first occurs.
- 11 6. Resignation. Any Director may resign at any time by giving written
12 notice to the President. Such resignation shall take effect at the time
13 specified thereon, or, if no time is specified at the time of acceptance
14 thereof as determined by the Board of Directors. Any Director who
15 resigns, or who is removed from office, shall thereafter be ineligible to run
16 for election to the Board of Directors until one full term (four years) has
17 elapsed after the date the unfulfilled term has ended. This restriction shall
18 not apply to one who has resigned in order to take another Board or
19 Officer position.
- 20 7. Removal. The vote of a majority of the number of the Directors
21 established by these Bylaws shall be required to remove an appointed
22 Director from office prior to the expiration of the term for which that
23 Director has been appointed, provided that the Director whose removal is
24 in question shall recuse and shall not be entitled to vote on that question.
25 Any voting member may petition the BOD for a recall election for any
26 elected Board member. Such petition must be signed by at least 10% of
27 the eligible voters. Such election shall be managed by the Election
28 Committee and a majority of those voting shall prevail.
- 29 8. Vacancies. Vacancies among the Directors, whether caused by
30 resignation, death, or removal, shall be filled by the President, in
31 consultation with the remaining Directors, for the period of the unexpired
32 term. In the case that the position of the President is vacated, the Vice
33 President will assume the position for the period of the unexpired term.
- 34 9. Meetings. At all meetings of the Board of Directors, the President shall
35 preside (i.e., serve as chairman of the Board of Directors), provided that,
36 in the absence (or recusal) of the President, the Vice-President shall
37 preside; and, in the absence (or recusal) of both the President and the
38 Vice-President, another Director designated in advance by the President
39 shall preside as acting chairman at the meeting, for the duration of the
40 absence or recusal.

- 1 a. Annual Meeting. The Board of Directors will meet at least once a year.
2 The Board of Directors shall provide by Resolution the time and place
3 for the holding of the annual meeting of the Board.
- 4 b. Special Meetings. Special meetings of the Board of Directors may be
5 called by the President or by a majority of the voting Directors then in
6 office.
- 7 c. Quorum. The presence of a simple majority of the Board of Directors
8 shall constitute a quorum for the transaction of business at any meeting
9 of the Board. Directors may attend a meeting by telephonic or other
10 means of communication such that all persons participating in the
11 meeting can hear each other.
- 12 d. Majority Rule. Each Director attending a meeting is entitled to one
13 vote, and a simple majority of votes cast shall govern on all matters
14 properly brought before a meeting of members unless otherwise
15 provided in these Bylaws.
- 16 10. Compensation. Directors shall not receive compensation for their service
17 but may be reimbursed for legitimate expenses incurred in the conduct of
18 appropriate SSS business, at the discretion of the Board of Directors.

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20 **ARTICLE IV**

21 **OFFICERS**

- 22 1. Officers. The Officers of the SSS shall be the Chief Executive Officer
23 (CEO); the Chief Financial Officer (CFO); the Chief Information Officer
24 (CIO); and such other Officers of the Corporation as may be appointed by
25 a majority vote of the Directors voting at a duly held meeting of the Board
26 of Directors.
- 27 2. Selection, Eligibility and Term. The Officers of the Corporation are
28 appointed by the Board of Directors (by simple majority vote of the
29 Directors voting at a duly held meeting of the Board). Officers may be
30 Charter, Regular or Associate members, or non-members. Officers serve
31 without term limit, at the pleasure of the Board or until the Officer
32 resigns, whichever first occurs. Officer appointments shall be recorded in
33 the minutes of the Board meeting and shall state the effective date.

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- 1 3. Removal. The Board may remove any Officer whenever in the Board's
2 judgment the best interests of the SSS would be served thereby. Removal
3 of an Officer requires the simple majority vote of the Directors voting at a
4 duly held meeting of the Board of Directors. Officer removals shall be
5 recorded in the minutes of the Board meeting and shall state the date the
6 removal becomes effective.
- 7 4. Vacancy. A vacancy in any office because of death, resignation, removal,
8 disqualification, or otherwise, shall be filled by the Board of Directors
9 with a qualified replacement as soon as practicable.
- 10 5. Chief Executive Officer (CEO).
- 11 a. Authority. The Executive Director is the Chief Executive Officer
12 (CEO) of the corporation. As CEO, he reports directly to the Board of
13 Directors and is responsible for overall day to day management of
14 corporation operations, in the performance of which he is delegated
15 full authority by the Board of Directors. The Chief Executive Officer
16 (CEO) is assisted in his duties by the Chief Financial Officer (CFO)
17 and by the Chief Information Officer (CIO) of the Corporation, both of
18 whom report directly to the Chief Executive Officer (CEO).
- 19 b. Budget. The CEO is responsible for development of an annual budget
20 each year prepared by the Chief Financial Officer (CFO). The CEO
21 will furnish a copy of the budget, after he has approved it, to the Board
22 of Directors as and when directed by the President.
- 23 c. Biennial Membership Meetings. The CEO shall recommend to the
24 Board of Directors the site for the Biennial Membership Meeting.
25 Upon Board approval of the site, the CEO shall be authorized to
26 negotiate a suitable contract with the site for the Biennial Meeting.
27 The CEO shall be responsible for all administrative details of the
28 Meeting, such as hospitality arrangements, day trips or events,
29 audiovisual arrangements, and any other details to provide a suitable
30 environment for the meeting. The CEO shall perform other duties that
31 may be assigned to him from time to time by the Board of Directors.
- 32 d. Committees. The Chief Executive Officer (CEO) shall establish and
33 appoint members to the corporation's three standing committees: a
34 Membership Committee, an Elections Committee, and a Reunion
35 Committee. The Chief Executive Officer (CEO) may also establish
36 and dissolve (and appoint the members of) other committees as, in his
37 discretion, are merited to aid in conducting appropriate corporation
38 business. Members of these committees, at the discretion of the CEO,
39 may or may not be members of the Super Sabre Society.

- 1 6. Chief Financial Officer (CFO). The Chief Financial Officer (CFO) is the
2 Treasurer of the Corporation. The Chief Financial Officer (CFO) shall
3 report directly to the Chief Executive Officer (CEO). The Chief Financial
4 Officer (CFO) shall oversee the management of all funds and securities of
5 the corporation, including: preparation and execution of the budget;
6 administration of the SSS's financial records; assuring an annual financial
7 review by a CPA is performed and submitted to the Board of Directors
8 each year; and assuring compliance with statutory financial requirements.
9 The Chief Financial Officer (CFO) shall prepare and provide to the Chief
10 Executive Officer (CEO), for his review, approval, and submission to the
11 Board of Directors, each quarter, on or about thirty (30) calendar days
12 after each fiscal quarter has ended, a detailed, current and complete SSS
13 Income and Expenses Statement and a Balance Sheet, as of the end of the
14 immediately preceding fiscal quarter, and such other financial statements
15 as may be directed by the Chief Executive Officer (CEO). The Chief
16 Financial Officer (CFO) shall, in addition, prepare such other financial
17 statements or reports as may be assigned to him from time to time by the
18 Chief Executive Officer (CEO).
- 19 7. Chief Information Officer (CIO). The Chief Information Officer (CIO)
20 reports directly to the Chief Executive Officer (CEO). The CIO shall
21 exercise oversight of the SSS website and shall ensure that the content is
22 appropriate to the purposes of the Super Sabre Society. The Chief
23 Information Officer (CIO) shall, in addition, perform such other duties as
24 may be assigned by the Chief Executive Officer (CEO).
- 25 8. Compensation. Officers shall not receive compensation for their service
26 but may be reimbursed for legitimate expenses incurred in the conduct of
27 appropriate SSS business, at the discretion of the CEO (in the instance of
28 the CEO, at the discretion of the Board of Directors).

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ARTICLE V

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FISCAL YEAR

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

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1 **ARTICLE VI**

2 **INDEMNIFICATION AND INSURANCE**

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

10 a. Duty to Defend. The duty to defend shall take effect immediately upon
11 receipt by the Board of Directors of written notice of a claim or charge
12 seeking damages for any act or omission covered herein, against a
13 present or former Director or Officer of the Corporation or other such
14 person(s) designated in the discretion of the Board of Directors.

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

19 2. Inapplicability.

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

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

31 3. Insurance. The Corporation will provide an “Errors and Omissions”
32 liability insurance policy for the Directors and Officers of the
33 Corporation.

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ARTICLE VII

PROCEDURE

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

ARTICLE VIII

APPROVAL AND AMENDMENTS

1. Approval. These amended Bylaws were duly enacted by the Board of Directors as of April 11, 2015 after approval of the Super Sabre Society members by referendum held April 11, 2015 pursuant to the provisions of the initial Bylaws adopted February 2, 2006, as amended by the members on April 12 2012 and as earlier amended by the members on January 1, 2011, November 7, 2009, and on April 2, 2009. These amended Bylaws take effect and supersede the initial Bylaws, as amended, governing the Corporation, as of the date of their enactment, April, 11, 2015.
2. Amendments. Any SSS member may propose amendments to these Bylaws. All proposed amendments to the Bylaws must be submitted to the Chief Executive Officer (CEO). The CEO will provide a copy of the proposed changes to the Membership Committee for review and formulation of a recommendation to the Board of Directors as to which proposed amendments should be submitted to the members for a vote. After review by the Board of Directors, the Elections Committee under the direction of the Chief Executive Officer (CEO) has the responsibility for conducting voting by the membership on proposed amendments to the Bylaws. A two-thirds (2/3) majority of the votes cast by the members voting electronically, by email, postal mail or in person, such means to be determined by the Election Committee, and on a date (or dates) set by the Board of Directors, will constitute final approval of any and all amendment(s) to these Bylaws.

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ARTICLE IX

DISSOLUTION

This Corporation may be dissolved at any time by recommendation of the Board of Directors approved in writing by two-thirds (2/3) of the members in good standing. In the event of dissolution of the Corporation whether voluntarily or involuntarily, or by operation of law, none of the assets of the Corporation shall be distributed to any of its members, but after payment of all the lawful debts of the Corporation, its property and assets shall be given to a charitable organization or organizations of the kind described in Section 501 of the Internal Revenue Code of 1954, as amended, such organization or organizations to be selected by the Board of Directors.