

CONSTITUTION & BY-LAWS

OV-1 MOHAWK ASSOCIATION CONSTITUTION AND BYLAWS

ARTICLE I

NAME

The name of the organization shall be the OV-1 Mohawk Association Incorporated. This name is variously referred to in the Constitution and By-Laws as the Association or Organization. The Association is a nonprofit corporation.

ARTICLE II

PURPOSE

The purpose of the Association shall be to collect and disseminate information of interest and benefit to the members.

The purpose of the Association shall be to preserve the history of the OV-1 series of aircraft, various civilian entities, military units, and individuals associated with the OV-1 aircraft.

The purpose of the Association shall be to encourage and promote social activities for the membership.

The purpose of the Association shall be to interface and cooperate with other organizations as deemed appropriate.

ARTICLE III

MEMBERSHIP

SECTION A

Regular voting membership shall be open to all persons whose interests, in the opinion of the Board of Directors, are consistent with the purposes of the Association as set forth in the Constitution.

There shall be two classes of members of the Association: "Member" and "Honorary Member".

Under the category of Honorary Member, the Board of Directors, by majority vote, may award: Lifetime Membership, without retraction, to our former P.O.W.'s, Lifetime Membership to members who served in a Mohawk unit and who have been awarded a 100% permanent and total disability rating by the Department of Veterans Affairs for a service-connected condition.

Honorary Membership to Spouses of deceased Members who were active members at the time of their death. Membership may be awarded for a period of two years, or the remainder of the deceased's

membership, whichever is longer. After that time, the spouse will be offered regular membership in the Association at the annual dues rate.

Honorary Membership to those Members who have performed or provided the Association with a service of great value or sacrifice. This category, once awarded, will be reviewed annually by the Board of Director's for continuation or discontinuation.

All Honorary Members will enjoy full privileges of the Association including the right to vote.
(Amendment 3)

Clarified the requirement of permanent and total disability rating from Department of Veterans Affairs.
Eliminated "totally existent on disability" statement. (Amendment 4)

SECTION B

All applications for membership will be made to the Membership Director on the Association's membership form.

Applicants will be elected to membership by a majority vote of the Officers at the Board of Directors meeting.

Membership dues are an amount the Board of Directors may determine from time to time. Dues are payable in advance to the Treasurer of the Association.

A member who fails to pay a financial obligation to the Association within six months of the due date shall be removed from good standing and will no longer be entitled to any of the benefits of the Association. A member may be reinstated to good standing, with the permission of the Board of Directors, upon full payment of all delinquent obligations.

Any member, who willfully violates the Constitution, By-Laws, or rules and regulations of the Association, may be expelled or suspended from membership by the Board of Directors. Fifteen days before expulsion or suspension the member must be provided with written reasons for the proposed termination. The member must be given an opportunity, either verbally or in writing, to be heard five days before the effective date of the purposed termination.

ARTICLE IV

MEETINGS

The annual reunion of the members will be held on the dates and in the location, the Board of Directors may determine. Notice of the time and place of the annual reunion will be provided to each member at least 90 days prior to the reunion. Although not mandatory, items requiring approval by vote of the members should be included in the meeting announcement.

Association business will be conducted at the annual business meeting. Any business items proposed by the Board of Directors or Association members attending the meeting and seconded by the attendees can be enacted provided there is a quorum of at least 60% of the members attending the reunion present in the business meeting. Examples of business items that can be conducted at the annual business meeting are, but not limited to, election of directors, determination of future reunion sites, and constitutional amendments. Adoption of constitutional amendments will require a two-thirds majority of the members attending the meeting. Only active members of the Association will be allowed to vote at the annual business meeting. (Amendment 2)

Special meetings of the members may be called by the Executive Director anytime he/she may deem advisable. It shall be his/her duty to call a special meeting whenever requested to do so in writing, signed by 30 or more members. Notice of the time, place and purpose of any special meetings will be provided to each member at least 10 days before the meeting. No business will be transacted except that related to the purpose of the special meeting.

At all meetings of members, questions of order shall be governed by Roberts Rules of Order.

No voting by proxy will be allowed.

Meeting notices will be provided via electronic means in addition to mailings. (Amendment 4)

ARTICLE V

BOARD OF DIRECTORS

SECTION A

The Officers of the Association are the Executive Director/President, Reunion Director, Communications Director, Historical Director, Membership Director, Secretary, Treasurer, Legal Affairs Director, and PX Director. (Amendment 1) (Amendment 4) (Amendment 5) (Amendment 7)

The term of office for each elected member of the Board shall be for three years. The terms of elected members shall be arranged so that one third thereof shall be elected each year. An elected member shall be eligible to serve consecutive three-year terms in any one position, with the exception of President and Secretary. (Amendment 6) The President and Secretary shall be eligible to serve two consecutive three-year terms. If at the end of the second three-year term, provided no candidates are willing to assume the duties of the incumbent, the incumbent may continue to serve, provided the incumbent wishes to continue. If at the end of a second three-year term, when there is a candidate or candidates who wish to assume the duties of the incumbent, the incumbent must step down. If at any time during the incumbent's third or subsequent, consecutive three-year term a candidate is found the incumbent will step down at the next annual reunion. Whenever more than one candidate is seeking an office on the board normal election procedure will apply.

Directors shall be elected by the members at the annual reunion business meeting.

The Board of Directors will have the authority to fill vacancies in any office for any reason other than expiration of the term of office. The period of appointment will end at the next annual reunion.

Should any member of the Board of Directors, to include the Executive Director, either be unable to complete or vacate(s) his or her position prior to completion of his or her term of office, the Executive Director/President will call a meeting of the Board of Directors in order to elect/appoint a replacement board member. Should the board member being replaced be the Executive Director, the Secretary will call a special meeting of the Board of Directors in order to elect/appoint a replacement Director and act as Chairperson until the newly appointed/elected Executive Director/President assumes his or her office. The appointed/elected individual will perform the duties of the office to which he or she is elected/appointed until the OV-1 Mohawk Association members at their next annual business meeting elect a replacement. Should the newly appointed/elected official already be a member of the Board of Directors, he or she will continue to carry out his or her other Board of Director functions.

A serving Director who fails to satisfactorily perform the duties of his/her office may be expelled from the Board of Directors by $\frac{3}{4}$ (three-fourths) majority vote of the remaining directors. This vacant position would then be filled by the method established in the preceding paragraph. (Amendment 4)

Meetings of the Board can be called at any time by the Executive Director/President. Regular meetings will be held quarterly and special meetings shall be called by the Executive Director/President upon written request of three members of the Board. There will be ten days written or verbal notice of the time, place, and purpose of any special meeting.

At all meetings of the Board of Directors, five members will constitute a quorum for the transaction of business. No funds of the Association will be expended for any purpose, other than ordinary and regular expenses of the Association, except upon affirmative vote of not fewer than five members of the Board.

In addition to the powers granted elsewhere in these bylaws the Board of Directors has the authority to approve the appointment of standing committees, to provide for the appointment of temporary committees as deemed advisable and necessary, and to delegate duties and responsibilities among Board members as required. It shall authorize or provide for the authorization of all disbursements, and may make, alter and repeal rules and regulations pertaining to the use of the Association's facilities and equipment.

SECTION B

The duties and qualifications of the Directors are:

THE EXECUTIVE DIRECTOR/PRESIDENT SHALL:

Be an ex-officio member of all committees except the nominating committee.

Appoint all standing committees including the nominating committee for his/her term of office.

Sign all contracts and agreements authorized by the Board of Directors.

Make an activity report to the Board and Association members at the annual reunion.

Be Chairman of the Board of Directors for his/her term of Office.

Manage the overall affairs of the Association. This shall include insuring that necessary business records are maintained.

The Executive Director is responsible for other administrative affairs including preparations for Board meetings and in consultation with other Directors, the agenda for the annual reunion.

Coordinate special programs which promote the OV-1 Mohawk Association. (Amendment 4)

THE SECRETARY SHALL:

Be the custodian of all official records and documents of the Association.

Record and maintain minutes of all Board meetings, the annual reunion business meeting, and any other official function as directed by the Executive Director.

Be responsible for the publication of official meeting notices and announcements.

Coordinate the Board meetings (normally held via conference call).

Chair the Board meetings.

Publish Board meeting agenda and minutes.

File the Document of Incorporation with the State of Minnesota each year or as required.

THE TREASURER SHALL:

Be the custodian of all official financial records and accounts of the Association.

Receive all funds of the Association, keep accurate records and keep the funds in the banking institution designated by the Board of Directors.

Disburse funds with the concurrence of the Board of Directors.

Make a financial report at each Board of Directors meeting and to the Association membership at the annual reunion business meeting, or when directed by the Executive Director.

Operate the Association's merchandise exchange with assistance of members appointed by the Executive Director.

Prepare and file the Association annual income tax return with the assistance of a CPA selected by the Board.

THE COMMUNICATIONS DIRECTOR SHALL:

Be responsible for the publication of the "MOHAWKER" newsletter.

Be responsible for the management of the association website through establishment of a Website Host Company and the hiring of a Webmaster to maintain updated information for all areas of the site.

Utilizing the Newsletter, email blasts, and social media to publicize the annual reunion and other activities deemed appropriate by the Board of Directors.

Be responsible for representing the Association and cooperating with other organizations having similar interests in aviation and military history.

Coordinate air show activities with various Mohawk operators and Association members for Mohawk Association representation.

Coordinate with other veterans groups to promote the Association and the various Association activities such as fund raising and reunions. (Amendment 7)

THE MEMBERSHIP DIRECTOR SHALL:

Be responsible for maintenance of membership status. Membership status includes but is not limited to membership renewals and membership recruitment.

Publish a membership directory and issue membership certificates.

Act as a liaison to any regional groups that maybe formed under the auspices of the Association.

THE HISTORICAL DIRECTOR SHALL:

Be responsible for the archival material of the Association and supplying information of historical interest to the Publication/Information Director.

THE LEGAL AFFAIRS DIRECTOR SHALL:

Serve as the legal advisor to the Board of Directors in matters pertaining to the business of the Association.

ARTICLE VI

COMMITTEES

At least ninety days in advance of the annual reunion, the Executive Director/President will appoint from the membership a nominating committee. It will be the duty of the nominating committee to place in nomination at the annual reunion a slate of nominees, a minimum of one member for each expiring term or vacancy to be filled in the Board of Directors. (Amendment 4)

The Executive Director/President may appoint additional committees as are from time to time authorized by the Board of Directors.

ARTICLE VII

AMENDMENTS

The constitution and by-laws may be amended by a vote of two-thirds majority of the members attending the Annual Reunion business meeting.

ARTICLE VIII

DISSOLUTION

In the event of dissolution of the Association any remaining assets after all liabilities and obligations have been satisfied will revert to a not-for-profit, tax-exempt charitable organization, preferably an aviation-oriented organization approved under Section 501(c)3, or Section 501(c)4 of the U.S. IRS Code, which has demonstrated to the satisfaction of the Board of Directors the ability to manage the assets, and which has been selected by the Board of Directors prior to the dissolution of the Association. (Amendment 4)

ARTICLE IX

INDEMNIFICATION

To the fullest extent allowed by applicable law, the Association shall indemnify and hold harmless any member, director, or officer of the Association against claims of any kind or from any source whatsoever, including costs and expenses incurred in the defense thereof, and may acquire such policies of insurance as shall provide full protection therefore.

AMENDMENT 1

Ratified during the General Membership Meeting on March 11, 2000

The OV-1 Mohawk Association Constitution and By-Laws, Article V, Section A, First Paragraph, is hereby amended as follows:

The Officers of the Association are the Executive Director/President, Reunion Director, Publications/Information Director, Historical Director, Membership Director, Secretary, Treasurer, Promotions Director, Legal Affairs Director, and PX Director.

AMENDMENT 2

Ratified during the General Membership Meeting on March 11, 2000

The OV-1 Mohawk Association Constitution and By-Laws, Article IV, Third Paragraph, is hereby amended as follows:

Association business will be conducted at the annual reunion business meeting. Any business items proposed by the Board of Directors or Association members attending the meeting and seconded by the attendees can be enacted provided there is a quorum of at least 60% of the members attending the reunion present in the business meeting. Examples of business items that can be conducted at the annual business are, but not limited to, election of directors, determination of future reunion sites, and constitutional amendments. Adoption of constitutional amendments will require a two-thirds majority of the members attending the meeting. Only active members of the Association will be allowed to vote at the annual business meeting.

AMENDMENT 3

Ratified during the General Membership Meeting on October 2, 2002

The OV-1 Mohawk Association Constitution and By-Laws, Article III, Section A, Third Paragraph, is hereby amended as follows:

Under the category of Honorary Member, the Board of Directors, by majority vote, may award: Lifetime Membership, without retraction, to our P.O.W.'s and to our Members who have served in a Mohawk unit, and who are totally existent on 100% disability from an active service related injury.

Honorary Membership to Spouses of deceased Members who were active members at the time of their death. Membership may be awarded for a period of two years, or the remainder of the deceased's membership, whichever is longer. After that time, the spouse will be offered regular membership in the Association at the annual dues rate.

Honorary Membership to those Members who have performed or provided the Association with a service of great value or sacrifice. This category, once awarded, will be reviewed annually by the Board of Director's for continuation or discontinuation.

All Honorary Members will enjoy full privileges of the Association including the right to vote.

AMENDMENT 4

Ratified during the General Membership Meeting October 13, 2012

The OV-1 Mohawk Association Constitution and By-Laws, Article III, Section A, Third Paragraph, is hereby amended as follows:

Insert the word "former" to describe P.O.W.'s

Clarify requirement for Lifetime Membership to include 100% permanent and total disability rating by the Department of Veterans Affairs for a service-connected condition. Eliminated the need for member to be "totally existent" on disability for award of this membership category.

Article IV, MEETINGS, is hereby amended as follows:

Second and fifth paragraphs were modified by substituting the word “provided” for the previous “mailed” notices of meetings.

Article V, BOARD OF DIRECTORS, Section A, is hereby amended as follows:

“Promotions” or “Programs” Director (both titles were used in the document) replaced by “Website Director/Administrator” to more accurately describe the current work of this position. The former duties of the position were divided between the Executive and the Publication/Information Directors.

A new, fifth, paragraph is inserted to read:

“A serving Director who fails to satisfactorily perform the duties of his/her office may be expelled from the Board of Directors by $\frac{3}{4}$ (three-fourths) majority vote of the remaining directors. This vacant position would then be filled by the method established in the preceding paragraph.”

Article V, Section B:

The Executive Director shall be given the added duty of:

“Coordinate special programs which promote the OV-1 Mohawk Association.”

New duties of Website Director/Administrator position are:

“Coordinate with the Website Host Company for management of the website to include any additions, deletions and/or changes necessary in software support as directed by the Executive Director and the Board of Directors.

Coordinate and maintain a means to access the website for all allowed users in either public-access areas or member-restricted areas of the website.

Be responsible for the day-to-day operation of the website to include information additions, deletions and/or changes as may be necessary and ongoing.”

The Publication/Information Director shall be given the added duties of:

“Coordinate air show activities with various Mohawk operators and Association members for Mohawk Association representation.

Coordinate with other veterans groups to promote the Association and the various Association activities such as fund raising and reunions.”

Article VI, COMMITTEES, is hereby amended as follows:

Replace partial word “per” with “member” and complete the sentence with “for each expiring term or vacancy to be filled in the Board of Directors”.

Article VIII, DISSOLUTION, is hereby amended as follows:

Replace “the American Wings Air Museum” with “a not-for-profit, tax-exempt charitable organization, preferably an aviation-oriented organization approved under Section 501(c)3, or Section 501(c)4 of the U.S. IRS Code, which has demonstrated to the satisfaction of the Board of Directors the ability to

manage the assets, and which has been selected by the Board of Directors prior to the dissolution of the Association.”

AMENDMENT 5

Ratified during the General Membership Meeting on October 2, 2015.

The OV-1 Mohawk Association Constitution and Bylaws, Article V, Section A, Paragraph 1 is hereby amended as follows: Title of "Executive Director" is amended to "Executive Director/President. Board of Directors is amended to add the position of "PX Director".

AMENDMENT 6

Ratified during the General Membership Meeting on September 16, 2017.

The OV-1 Mohawk Association Constitution and Bylaws, Article V, Section A, Paragraph 2 is hereby amended as follows: An elected member, shall be eligible to serve consecutive three-year terms in any one position, with the exception of the President and Secretary.

AMENDMENT 7

Ratified during the General Membership Meeting on October 22, 2022

The OV-1 Mohawk Association Constitution and By-Laws, Article V is hereby amended as follows: Retitle and combine duties and responsibilities of the Publication/Information Director and Website Director/Administrator to update the association Officers to meet the needs of current communication practices utilizing internet, email, and website-based resources.

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