

ARTICLE I: NAME AND STATUS

Section 1: NAME – This organization shall be known as the "ARMY & AIR FORCE EXCHANGE SERVICE (AAFES) RETIRED EMPLOYEES ASSOCIATION" or "AREA" and its Executive Board shall have its principal location in Duncanville, Texas. "AREA" and "ASSOCIATION" refers to and encompasses all persons who are bona fide members and all Association Local Chapters.

Section 2: Status – The National level of AREA is a 501(c)7 organization with a designated limited membership. This status is extended to the Local Chapters through the approval of a Charter. The Scholarship Fund is a 501(c)3 organization that allows donations from any source that are tax-deductible for the contributor.

ARTICLE II: PURPOSE The purpose of this association is threefold: (1) To foster communication and social activities between retired Army & Air Force Exchange Service Employees; (2) to support the interests of the Exchange, its employees, and the people it serves; and (3) to promote the interests of Association members.

ARTICLE III: MEMBERSHIP

Section 1: ELIGIBILITY - Eligible for membership are: Retired civilian personnel of the Exchange; all other persons receiving an annuity under the Exchange Retirement Program; former employees of the Exchange, including civilians, foreign nationals, and third-country nationals; military personnel who, while serving in the United States Armed Forces, were assigned for duty with AAFES; surviving spouses for all previously listed categories. Active Exchange employees are eligible for associate AREA membership upon payment of dues in accordance with the by-laws.

Section 2: DUES -- Dues will be paid in accordance with the Bylaws.

Section 3: All eligible categories shown in Section 1, must be a member of AREA to hold an AREA Executive Board or Chapter President or Vice-President position, participate in activities sanctioned by AREA (except as noted in Article VII, Section 3, below), or vote on any issue put before the general membership.

ARTICLE IV: EXECUTIVE BOARD OFFICERS AND ELECTIONS

Section 1: The Officers of the Association shall consist of four persons: President; Vice-President, Treasurer, and Secretary. These officers shall perform the duties herein specified, those specified by the bylaws, and such other duties as are usually incident to their office. A term of office will be for four years beginning June 1st in even-numbered years. The Vice-President shall be designated the Acting President for the remainder of the President's term whenever the President vacates the office during his term for whatever reason. Officers of the Association shall be elected to their positions by the general membership in accordance with Section 4.

Section 2: The Executive Officers of the Association are the nine voting members of the Board. They consist of the four Officers of the Association set forth above, and these five additional members, who are appointed by the president for indefinite terms as vacancies occur: Social Networking/News Director, Membership Director, and three Member-at-Large representatives of the entire membership.

The Executive Officers plus non-voting appointees such as program directors, as set forth in the by-laws, shall comprise the Executive Board.

Section 3: The members of the Executive Board shall not be held personally liable or responsible in any manner for any debts, obligations, liabilities, or other indebtedness of the Association unless specifically and individually agreeing thereto in the minutes of a called meeting of the Executive Board.

Section 4: A Nominating Committee of 3 members of AREA should be appointed by the President by 15 January in an election year to develop and submit the names of all persons it nominates for Officers of the Association (with the prior consent of each nominee) to the President. Nominations may be made for one or more persons to each elected office. The April e-Newsletter will be used to provide ballots to the membership with the nominees' names for each office and will be voted on by returning the marked ballots to the Secretary of AREA by mid-May. The persons receiving the highest number of votes will be declared by the President as elected for terms concurrent with the president's term of office. An email sent to all members fulfills the Nominating Committee requirement.

Section 5: The installation of officers shall take place on/about 1 June. The retiring President will administer an affirmative oath to the newly elected officers.

Section 6: A vacancy in the Vice-President, Treasurer, or Secretary positions which occurs during the term of office shall be filled by appointment by the remaining voting members of the Board.

Section 7: A member elected to office of President may not serve for more than two consecutive full terms plus the unexpired term to which they may have been appointed by the Executive Board. In the absence of a nominee for President, the President may serve additional terms.

ARTICLE V: MEETINGS

Section 1: General Membership meetings, and Business meetings for AREA and Chapter officers and guests, shall be held on dates and at places to be determined by the Executive Board.

Section 2: The Executive Board shall call additional meetings of the Association, as it shall deem necessary.

Section 3: The Executive Board shall meet at the call of the President

ARTICLE VI: ANNUAL FINANCIAL AND AUDIT REPORTS:

Section 1: A financial report provided by the accountant, and reviewed by the Treasurer, summarizing the financial results of AREA for the past fiscal year shall be posted securely to the AREA website in July. A notice will be placed in the July e-Newsletter referring members to the annual report.

Section 2: AREA will follow all federal and state requirements to perform external audits for nonprofits. The services of a CPA may be utilized to conduct a financial statement review or compilation when the President, Vice President, or Treasurer leaves the position. However, if the AREA Accountant or Treasurer identifies a significant discrepancy in the financial records, a Certified Fraud Examiner will be retained for an investigative review. The results of any reviews will be provided to the President and Treasurer for their action.

ARTICLE VII: LOCAL CHAPTERS: Local Chapters are AREA entities chartered by the Executive Board. A Charter is a document signed by the President and Secretary designating the official name and activation of a Local Chapter.

Section 1: Local Chapters are encouraged and may be established with the approval of the Executive Board provided they conform to the Association constitution.

Section 2: A Local Chapter Charter may be withdrawn by unanimous decision of the Board or at the request of the local chapter if deemed in the best interest of the Association. The Board will determine the dissolution process and disposal of any unclaimed Local Chapter assets in such cases.

Section 3: Local Chapter members eligible for AREA membership (ARTICLE III) are not required to be dues-paying members of the Association. They may participate in Local Chapter activities in accordance with each Local Chapter's policy but may not serve as President or Vice-President in the Local Chapter. They will not receive AREA publications, nor can they vote on Association matters.

Section 4: Local Chapters may determine their own procedures for election of local chapter officers.

Section 5: Informal Chapters are those chapters that do not name officers, apply dues, or otherwise operate as a formal chapter. These chapters will usually name a contact person and meet from time to time for social purposes and to share AREA/Exchange information.

ARTICLE VIII: AMENDMENTS: This constitution may be amended by a two-thirds vote of the members voting. The e-Newsletter will be used to provide ballots to each member. The AREA Executive Board on its motion, or upon written request by at least five members in good standing, shall propose amendments. The amended constitution shall become effective March 1 (or other date approved by the Board) as appropriate.

ARTICLE IX: BYLAWS: The Bylaws of the Association shall be enacted, and may be amended, by two thirds vote of the Executive Board at a meeting called for such purpose.

ARTICLE X: STATUS OF ASSOCIATION AND CONTINGENCY PLANNING

Section 1: Although the Association consists of individuals formerly associated with the Exchange and may, from time to time, participate with the Exchange in mutually beneficial activities, no action, statement, position, or policy by this Association shall, in any manner or for any purpose, be considered to be that of the Exchange, and no action, statement, position, or policy of this Association shall in any manner bind, obligate, or reflect in any manner upon the Exchange, its agents, officers, and /or directors.

Section 2: While the goal of the Association is to remain a viable organization indefinitely, the Association will develop a contingency plan that will outline the steps to take if membership drops below the level necessary to sustain the organization; and/or we no longer have sufficient volunteers to run the organization.