



CONSTITUTION

PREAMBLE

WHEREAS, the United States has an urgent and compelling need for an organization of public spirited volunteers, knowledgeable about the importance of aerospace, and enthusiastic and skilled in the support and development of civil aviation and the maintenance of aerospace supremacy; and,

WHEREAS, the future promise and security of America requires a nucleus of educated and trained leaders, including Civil Air Patrol cadets and senior members, who can encourage and foster the continued development of civil aviation in their local communities and increase public awareness of the impact of aerospace exploration and achievements; and,

WHEREAS, the traditional values and patriotism that have served to propel America to the pinnacle of world status need to be enhanced through leadership development; and;

WHEREAS, there exists nationwide a continuing requirement for an organization of private citizens with adequate training, facilities, and the desire to assist in meeting the trauma of local and national emergencies; and,

WHEREAS, Civil Air Patrol is designated as the civilian auxiliary of the United States Air Force under 10 USC 9441 which authorizes various Air Force support and designates Civil Air Patrol and its members as instrumentalities of the United States while performing Air Force non-combat missions.

NOW THEREFORE, be it resolved by the National Board of Civil Air Patrol that the following is adopted as the Constitution and Bylaws of the Corporation, hereby revoking, repealing, and annulling all provisions of its Constitution and Bylaws as amended heretofore in effect.

**ARTICLE I
GENERAL AUTHORITY**

Civil Air Patrol is a private, nonprofit corporation chartered under special Act of Congress, 36 USC 40301 - 40307, which sets forth the purposes, rights, and duties of the Civil Air Patrol.

**ARTICLE II
NAME AND STATUS**

The name of the Corporation shall be "Civil Air Patrol" and its status is that of the volunteer civilian auxiliary of the United States Air Force. The Corporation may also be referred to as "Civil Air Patrol" or by such other titles as may be approved in the Bylaws.

**ARTICLE III
NATIONAL HEADQUARTERS**

The National Headquarters of the Corporation shall be at Maxwell AFB, Alabama, or at such other location as the Board of Governors may designate.

**ARTICLE IV
TERM**

Civil Air Patrol shall have perpetual existence.

**ARTICLE V
OBJECTS AND PURPOSES**

1. The objects and purposes of Civil Air Patrol shall be:
 - a. To provide an organization to encourage and aid American citizens in the contribution of their efforts, services, and resources in the development of aviation and in the maintenance of aerospace supremacy.
 - b. To provide an organization to encourage and develop, by example, the voluntary contribution of private citizens to the public welfare.
 - c. To provide aviation and aerospace education and training, especially to its senior and cadet members.
 - d. To encourage and foster civil aviation in local communities.
 - e. To provide an organization of private citizens with adequate facilities to assist in meeting local and national emergencies.
 - f. To assist the Department of the Air Force in fulfilling its noncombat programs and missions.

**ARTICLE VI
POWERS**

1. Civil Air Patrol shall have the power to do any and all acts and things necessary and proper to carry into effect its objects and purposes.
2. Civil Air Patrol shall have no power to issue capital stock or engage in business for pecuniary profit or gain of its members.

**ARTICLE VII
MEMBERSHIP**

Membership in Civil Air Patrol is a privilege and not a right. Qualifications and conditions for membership shall be established in the Bylaws and regulations. Discrimination based on race, sex, age, color, religion, national origin, or disability is prohibited.

**ARTICLE VIII
BOARD OF GOVERNORS**

1. The Board of Governors shall, in accordance with the provisions of the Civil Air Patrol Constitution and Bylaws, be the governing body of Civil Air Patrol and shall govern, direct and manage the affairs of the corporation.
2. Composition of the Board of Governors is described in 10 USC 9447.
3. The Board of Governors may provide for the payment or reimbursement of expenses incurred by the members of the Board of Governors in the performance of their duties.

**ARTICLE VIII-A
SELECTION OF SECRETARY OF THE AIR FORCE APPOINTEES TO THE BOARD OF GOVERNORS**

1. The four Members of the Board of Governors appointed by the Secretary of the Air Force shall serve until removed consistent with these bylaws or his/her replacement is selected by the Secretary of the Air Force.
2. Appointments will only be recognized when written notice is received by the Chairman and the Executive Secretary.

**ARTICLE VIII-B
SELECTION OF APPOINTEES FROM INTERESTED ORGANIZATIONS TO THE BOARD OF GOVERNORS**

1. Three Members of the Board of Governors shall be appointed jointly by the Secretary of the Air Force and the National Commander of the Civil Air Patrol.

2. Appointments will be recognized when written notice is received by the Chairman and the Executive Secretary.
3. Any vacancy in the position of a Member of the Board of Governors appointed pursuant to this Article VIII-B and not filled within ninety (90) days shall be filled by the majority vote of the other Members of the Board of Governors.
4. Each member of the Board of Governors appointed under this Article VIII-B shall serve a term of three years or until removed consistent with these bylaws.

ARTICLE IX
SELECTION OF CAP APPOINTEES TO THE BOARD OF GOVERNORS

1. The National Commander and National Vice Commander shall serve ex officio.
2. Two CAP Members at Large shall be selected as follows:
 - a. Candidates for consideration must be senior members in good standing; be in the grade of major or above; have been awarded the Paul G. Garber Award; and have at least five years CAP service.
 - b. Applicants will submit a written application to the National Executive Committee and be selected in accordance with published CAP directives.
 - c. A Member at Large may not hold any other concurrent position as a CAP corporate officer.
 - d. Members at Large will be appointed to serve a single four-year term.
 - e. The Members at Large may be removed from office by a 2/3 vote of the National Executive Committee.

ARTICLE IX-A
CHAIRMAN AND VICE CHAIRMAN OF THE BOARD OF GOVERNORS

1. The Chairman of the Board of Governors shall be chosen by the Members of the Board of Governors from among the Members appointed by the Secretary of the Air Force and the Members selected by the Civil Air Patrol and shall serve a term of two (2) years. The position of Chairman shall be held on a rotating basis between members of the Board of Governors appointed by the Secretary of the Air Force and members of the Board of Governors selected by the Civil Air Patrol.
2. The Vice Chairman of the Board of Governors shall be chosen by the Members of the Board of Governors from among the Members appointed by the Secretary of the Air Force and the Members selected by the Civil Air Patrol and shall serve a term of two (2) years. The position of Vice Chairman shall be held on a rotating basis between Members of the Board of Governors appointed by the Secretary of the Air Force and Members of the Board of Governors selected by Civil Air Patrol and shall not come from the same appointment group as the Chairman.
3. The Vice Chairman shall serve as the Chairman in the absence of the Chairman.

4. In the event of a vacancy in the office of Chairman or Vice Chairman prior to the expiration of his/her two (2) year term, a new Chairman or Vice Chairman shall be chosen by the Members of the Board of Governors from among the remaining Members of the same appointment group to serve out the remainder of the two (2) year term.
5. The Chairman may be removed from the chair by an affirmative vote of a majority of the Board of Governors.

ARTICLE X NATIONAL BOARD

1. The members of the National Board shall be as follows:
 - a. The National Commander
 - b. The National Vice Commander
 - c. The National Chief of Staff
 - d. The National Legal Officer
 - e. The National Finance Officer
 - f. The National Controller
 - g. The National Inspector General as a non-voting member
 - h. The commander of each CAP region
 - i. The commander of each CAP wing
 - j. The Commander, Civil Air Patrol-United States Air Force (CAP-USAF) as a non-voting member
 - k. The National Chief of Chaplain Service as a non-voting member
2. The National Board shall have the exclusive power to:
 - a. Elect the National Commander and National Vice Commander.
 - b. Adopt regulations governing the removal of the National Commander and National Vice Commander.
 - c. Establish, increase, and lower national dues for all categories of membership.
 - d. Confirm the appointment of the National Chief of Staff, National Legal Officer, National Finance Officer, National Controller, National Inspector General, and National Chief of Chaplain Service.
 - e. Approve Hall of Honor nominees and grant Life Membership.

3. The National Board shall also have the power to:
 - a. Recommend policy to the Board of Governors;
 - b. Carry out such additional duties as may be delegated by the Board of Governors.
 - c. Propose to the Board of Governors amendments to the Constitution and Bylaws.

**ARTICLE XI
THE NATIONAL EXECUTIVE COMMITTEE**

1. When the National Board is not in session, the National Executive Committee shall be vested with all the powers of the National Board, except those powers which may be reserved exclusively to the National Board.
2. The National Executive Committee shall receive applications for selection to the Member at Large positions on the Board of Governors for selection in accordance with Article IX.
3. The members of the National Executive Committee shall be as follows:
 - a. The National Commander
 - b. The National Vice Commander
 - c. The National Chief of Staff
 - d. The National Legal Officer
 - e. The National Finance Officer
 - f. The National Controller
 - g. The National Inspector General as a non-voting member
 - h. The commander of each CAP region
 - i. The Commander, Civil Air Patrol-United States Air Force (CAP-USAF) as a non-voting member
 - j. The National Chief of Chaplain Service as a non-voting member

**ARTICLE XII
CORPORATE OFFICERS**

The corporate officers of Civil Air Patrol shall be those designated in the Bylaws with authority to obligate the Corporation as provided in the Bylaws and regulations.

**ARTICLE XIII
SELECTION OF CORPORATE OFFICERS**

1. Corporate officers shall be selected as follows:

a. The National Commander and National Vice Commander shall be nominated and elected as provided in the Bylaws. Prior or current service as a member of the National Board is required for nomination or election to the position of National Commander or National Vice Commander.

b. Region commanders shall be appointed by the National Commander.

c. Wing commanders shall be appointed by the commander of the respective region.

d. The National Chief of Staff, the National Legal Officer, the National Finance Officer, the National Controller, the National Inspector General and the National Chief of Chaplain Service shall be appointed by the National Commander, subject to confirmation by a majority of those voting at the current or next National Board meeting. The failure to be confirmed by the National Board shall create a vacancy and disqualify the individual from service in the position for that term. The National Commander shall immediately appoint a replacement to fill any vacancy in those offices and that appointee shall serve with full authority of the office to which appointed until confirmed at the current or next National Board meeting.

2. The Executive Director shall be appointed by the Board of Governors.

**ARTICLE XIV
TERM OF OFFICE**

1. The terms of office for corporate officers are as follows:

a. The National Commander shall serve a single, three-year term of office and shall not be eligible for reelection to that office. The term shall commence at the close of the National Board meeting at which elected, and conclude at the close of the third general membership National Board meeting thereafter. *In the event of death, resignation, or removal of the National Commander, the National Vice Commander shall immediately become the National Commander. An election for National Commander shall then commence at the next regularly scheduled National Board meeting, whether that meeting is in the winter or the summer. Only officers elected to the position of National Commander shall serve in the grade of Major General. Officers that become National Commander by virtue of succession shall serve in the grade of Brigadier General. Officers that serve as National Commander by virtue of succession shall be eligible to run for election to the office and, if elected, shall be eligible to serve a full term in the grade of Major General.*

b. The National Vice Commander shall serve an annual term of office commencing at the close of the National Board meeting at which elected, and terminating at the close of the next general membership National Board meeting. *In the event of death, resignation, or removal of the National Vice Commander, or in the event that the National Vice Commander becomes the National Commander by virtue of Section 1(a) above, the National Chief of Staff shall immediately become the National Vice Commander. An election for National Vice Commander shall then commence at the next regularly scheduled National Board meeting, whether that meeting is in the winter or the summer. Only officers elected to the position of National Vice Commander shall serve in the grade of Brigadier General. Officers that become National Vice Commander by virtue of succession shall serve in the grade of Colonel. Officers that serve*

as National Vice Commander by virtue of succession shall be eligible to run for election to the office and, if elected, shall be eligible to serve an annual term of office in the grade of Brigadier General.

c. The National Chief of Staff shall serve an annual term of office commencing at the close of the membership National Board meeting at which confirmed, and terminating at the close of the next general membership National Board meeting. If this office becomes vacant for any reason, including Section 1(b) above, said vacancy shall be filled as provided in Article XIII.

d. The National Legal Officer, the National Finance Officer, the National Controller and the National Chief of Chaplain Service shall serve an annual term of office commencing at the close of the membership National Board meeting at which confirmed, and terminating at the close of the next general membership National Board meeting. Vacancies in those offices shall be filled as provided in Article XIII above.

e. The National Inspector General shall serve a three year term of office commencing at the close of the membership National Board meeting at which confirmed, and concluding at the close of the third general membership National Board meeting thereafter.

f. Region commanders shall serve a four-year term and are not eligible to succeed themselves.

g. Wing commanders shall serve a probationary period of one year followed by a three-year term of office. The region commander may grant an additional one-year term with the concurrence of the National Commander. Any time during the probationary period, the region commander may remove the wing commander with or without cause and without a right of appeal except as provided in Article XVI.

h. The Executive Director shall serve from the date employed until such employment ceases.

ARTICLE XV CORPORATE OFFICER SUSPENSION AND REMOVAL

1. The National Commander or National Vice Commander may be removed from office only by a vote, in person or by proxy, of two-thirds of the authorized positions of the National Board at a duly constituted regular or special meeting of the Board. The process to consider removal shall be as follows:

a. The National Commander or National Vice Commander may be removed from office for personal misconduct involving moral turpitude which creates an appearance of serious impropriety to the public or which may discredit or embarrass the Civil Air Patrol and/or the United States Air Force. Charges of personal misconduct must be forwarded promptly to the National Legal Officer who shall immediately notify the National Commander, National Vice Commander, and Commander CAP-USAF, provide the National Commander or National Vice Commander an opportunity to respond to the allegations, and cause the charges to be investigated. Copies of the charges, responses, results of the investigation and findings shall be provided to all members of the National Board and to the Air Staff. The National Legal Officer will poll the members of the National Board, by telephone, fax and/or e-mail and, if a majority of the members of the National Board determine that there is cause for further action, the National Board shall convene to vote on removal or retention, and the subject officer shall be in a suspended status until the issue is decided by the National Board.

b. The National Board will convene to consider removal of the National Commander or National Vice Commander for any reason if a request, including the reason for such removal, is signed by a majority of the authorized positions of the National Board and is presented to and approved as to form by

the National Legal Officer. The subject officer shall be in a suspended status from the approval of the petition until the issue is decided by the National Board.

2. The National Inspector General may be removed from office only by a majority vote of the Board of Governors. Removal may be with or without cause and is not subject to appeal.

3. Any other Civil Air Patrol corporate officer, except paid staff, shall be subject to suspension or removal from office by the incumbent of the office having the authority to appoint such officer. Removal or suspension from corporate office may be only for cause such as gross inefficiency in office or misconduct. Prior written notice and opportunity to correct must be given to a corporate officer before gross inefficiency may be used to suspend or remove from office.

ARTICLE XVI
MEMBERSHIP ACTION REVIEW BOARD

1. Members who have been subject to a final adverse membership action, and have exhausted all administrative remedies, shall have a right to appeal the action to the Membership Action Review Board. For purposes of this article, an adverse membership action is defined as demotion in grade; removal from command of a region, wing, group, squadron or flight; suspension of membership in excess of 60 days; or termination or non-renewal of membership.
2. The Membership Action Review Board shall accept an appeal of a final adverse membership action only if the Membership Action Review Board determines that the action was motivated by retaliation, reached without due process, or involved a material failure to follow applicable Civil Air Patrol regulations. The Membership Action Review Board may accept or decline an appeal of a final adverse membership action in all other cases.
3. The Membership Action Review Board shall be chaired by the National Legal Officer (or another legal officer, his/her designee) and shall consist of four active senior members, in the grade of Colonel, not currently in the command or vice command of a region or wing. These four members will be appointed by the National Commander, from a list of candidates provided by the National Executive Committee, and confirmed by the Board of Governors for an indeterminate term until his/her successor is appointed and confirmed. Designees may serve only in the event the chair or named member is unable to participate due to a conflict of interests.
4. The Membership Action Review Board may affirm, reverse, or modify in favor of the member, the final adverse action. Furthermore, if the Membership Action Review Board determines that the adverse membership action was reached without due process or involved a material failure to follow applicable Civil Air Patrol regulations, it may remand the case to the party who initiated the adverse action to correct the deficiencies.
5. The decision of the Membership Action Review Board is final and not subject to further appeal or proceedings within Civil Air Patrol.
6. The rules of practice and procedure, as well as all decisions of the Membership Action Review Board, shall be published.

ARTICLE XVII
FUNDS AND PROPERTY

1. Civil Air Patrol may receive gifts, bequests, devises, legacies, and donations for such purposes as are within the general scope of its corporate objects and purposes.
2. All funds and property acquired by Civil Air Patrol in any manner and from whatever sources shall be received in the name of Civil Air Patrol and shall become the property of the Corporation, and shall be administered and accounted for as prescribed in the Bylaws and regulations.

**ARTICLE XVIII
ADOPTION PROVISIONS**

1. The insignia, uniforms, copyrights, emblems and badges, descriptive or designating marks and words or phrases used by the Civil Air Patrol, on or before the date of this revision of the Constitution, are appropriated to the Corporation.
2. Except as otherwise restricted by law, the Corporation may develop and adopt such insignia, uniforms, emblems and badges, descriptive and designating marks, and words and phrases for use by the members of the Civil Air Patrol as it may consider necessary or advisable in carrying out the objects and purposes of the Corporation.
3. The membership categories, eligibility, units, grades, rules, regulations, orders, directives, instruction manuals, administrative publications, and programs in effect on the date of the adoption of this revision of the Constitution shall continue in full force and effect thereafter until the same are changed, amended, revoked, or otherwise disposed of in accordance with any procedure which may be prescribed pertaining thereto.

**ARTICLE XIX
AMENDMENT OF THE CONSTITUTION AND BYLAWS**

1. This Constitution may be amended at any time by the approval of a majority of the members of the Board of Governors at a duly constituted meeting.
2. Bylaws may be amended at any time by the approval of a majority of the members of the Board of Governors at a duly constituted meeting.
3. Proposals to amend the Constitution and/or Bylaws may be initiated by the Board of Governors, National Board, or National Executive Committee.
 - a. Such initiatives by the Board of Governors shall be ordinarily routed through the Constitution and Bylaws Committee before being routed back to the Board of Governors for approval.
 - b. Such initiatives by the National Board shall be ordinarily routed through the Constitution and Bylaws Committee before being routed to back to the National Board (or the National Executive Committee at the discretion of the National Board) before submission to the Board of Governors for approval.
 - c. Such initiatives by the National Executive Committee shall be ordinarily routed through the Constitution and Bylaws Committee before being routed to back to the National Board before submission to the Board of Governors for approval.
 - d. The Board of Governors may exercise its discretion in making exceptions to this process for reasons including but not limited to administrative changes and exigent circumstances.
4. No entity of the Civil Air Patrol shall have the power to amend or eliminate any of the requirements established by federal statute for the Board of Governors, such authority being reserved to the Congress of the United States.

**ARTICLE XX
REGULATIONS**

1. To further the orderly administration of the activities, business and affairs of the Corporation, the National Commander shall establish and maintain regulations which shall be applicable to all members of Civil Air Patrol. These regulations will be based on policies established by the Board of Governors, National Board, CAP-USAF, or law.
2. Except as provided in Article X paragraph 2.c., and paragraph 3 and 4 of this article, all CAP policies (policies promulgated by the National Board or National Commander) shall be ratified by a majority vote of the National Board.
3. The National Commander, upon declaration of a situation requiring immediate action due to a state of emergency or an unforeseen circumstance involving the preservation of life or property, may promulgate emergency regulations without the ratification of a majority vote of the National Board. Such emergency regulation shall remain in force unless revoked by a majority vote of the National Board.
4. The Board of Governors may direct the National Commander to issue, modify or rescind regulations or portions of regulations. Regulations, or portions of regulations issued, modified or rescinded by the National Commander pursuant to written instructions of the Board of Governors shall not be subject to the ratification by the National Board.

BYLAWS

SECTION 1 AUTHORITY

1.1 These Bylaws are adopted pursuant to the Constitution of Civil Air Patrol.

SECTION 2 NAME AND CORPORATE SEAL

2.1 The name of Civil Air Patrol may be stated by any of the following:

- a. "Civil Air Patrol"
- b. "Civil Air Patrol, incorporated under Special Act of Congress approved July 1, 1946, Public Law 476, 79th Congress"

2.2 Each unit, including National Headquarters, shall use a name expressing its designation, the words "Civil Air Patrol" and may also refer to its status as the United States Air Force Auxiliary as set forth in regulations.

2.3 The corporate seal shall have inscribed thereon "United States Air Force Auxiliary--Civil Air Patrol" and appears as follows:



SECTION 3 MEMBERSHIP CATEGORIES

3.1 Membership categories, membership year, eligibility, rights, duties, and privileges not otherwise provided for in the Bylaws shall be as set forth in the regulations.

SECTION 4 DUES

4.1 Each member shall pay annual National dues in such amount as may be established by the National Board. Failure to pay annual dues shall result in automatic termination of membership.

4.2 Except as otherwise provided in regulations, annual National dues shall be payable:

- a. For a new member, at the time the application for membership is presented.
- b. For a renewing member, during the three-month period prior to the membership expiration date.

4.3 The National Commander or Executive Director may waive payment of, or lower the amount of, annual dues for any member.

4.4 Unit Dues.

- a. Region commanders may establish region dues with the approval of the National Executive Committee.
- b. Wing commanders may establish wing dues with the approval of the region commander.
- c. Dues for other membership units may be established with the approval of the wing commander.

SECTION 5 TERMINATION AND NONRENEWAL OF MEMBERSHIP

5.1 Membership in Civil Air Patrol is a privilege, not a right. Membership is conditioned on adherence to Civil Air Patrol rules and regulations.

5.2 Membership in Civil Air Patrol may be terminated at any time for cause or may be non-renewed at the end of a membership year. Procedures for such actions including review and appeals, if any, shall be as set forth in the regulations and shall be consistent with provisions of Article XVI of the Constitution.

SECTION 6 MEMBERSHIP UNITS

6.1 Civil Air Patrol shall be divided into units which are not separate legal entities, but are administrative subdivisions of the Corporation.

6.2 Each cadet and senior member of Civil Air Patrol shall be assigned to a membership unit.

6.3 Units of Civil Air Patrol are as follows:

- a. National Headquarters. Members assigned to the National Headquarters membership unit are those members appointed or elected by the National Board, National Executive Committee, National Commander, or Executive Director.

- b. Regions:

- (1) The United States shall be divided geographically into areas known as regions. The wings that shall comprise each region shall be determined by the National Board.

- (2) The membership unit of each region shall consist of the region commander, the region staff, and other members of the region so assigned by the region commander.

c. Wings:

(1) Each region shall be subdivided into areas known as wings. There shall be one wing for each state, the District of Columbia, and the Commonwealth of Puerto Rico.

(2) The membership unit of each wing shall consist of the wing commander, the wing staff and other members of the wing so assigned by the wing commander.

(3) Each wing may be subdivided by the wing commander into groups, squadrons, and flights as prescribed by regulations.

d. Other Units. The establishment of special at-large units such as the Congressional Squadron and overseas units is authorized. Such units shall report directly to National Headquarters.

SECTION 7 UNIT MEETINGS

7.1 A region or wing commander may call a meeting of the general membership or of a select number of members of the region or wing for such times, at such places, and for such purposes as the commander shall determine.

7.2 Other unit commanders may call a meeting of the general membership or of a select number of members of the unit for such times, at such places, and for such purposes as the unit commander shall determine.

SECTION 8 UNIT FUNDS AND PROPERTY

8.1 All funds and property acquired by any unit of Civil Air Patrol in any manner and from whatever source shall be received in the name of "Civil Air Patrol" and shall become the property of the Corporation.

8.2 In the event of the deactivation of any unit, the funds and property of such deactivated unit shall be delivered to the wing commander who shall be responsible for assuring the equitable settlement of all accounts of the deactivated unit including any indebtedness.

8.3 All funds and property of Civil Air Patrol shall be administered and accounted for from time to time, as shall be prescribed by regulations. Each unit shall submit an annual financial report and shall submit its accounts for audit as prescribed by regulation.

SECTION 9 UNIT RECORDS

9.1 The National Headquarters and each unit of the Corporation shall maintain records as provided by regulations.

SECTION 10
CORPORATE OFFICERS

10.1 National Commander. The National Commander is the commander of Civil Air Patrol and the chief executive officer of the corporation and shall:

- a. Serve as an ex-officio member of the Board of Governors;
- b. Preside over all meetings of the National Board and National Executive Committee;
- c. Appoint and remove region commanders;
- d. Appoint and remove the National Chief of Staff, the National Legal Officer, the National Finance Officer, the National Controller, the National Chief of Chaplain Service and, in the event of a vacancy in any of these positions, appoint a replacement to serve until confirmed in accordance with Article XIII of the Constitution;
- e. Appoint the National Inspector General and, in the event of a vacancy in this position, appoint a replacement to serve until confirmed in accordance with Article XIII of the Constitution;
- f. Appoint such committees, advisory boards and staff as required by the nature of the office;
- g. Adopt and maintain regulations in accordance with Article XX of the Constitution;
- h. Perform such other duties as the nature of the office may require.

10.2 National Vice Commander. The National Vice Commander shall:

- a. Serve as an ex officio member of the Board of Governors;
- b. Serve as a member of the National Board and the National Executive Committee;
- c. Act as assistant to the National Commander, performing such duties as shall be directed by the National Commander; and
- d. In the event of the absence or incapacity of the National Commander, the National Vice Commander shall exercise any and all authority reserved to the National Commander until such time as a new National Commander is duly elected or until the National Commander is no longer absent or incapacitated.

10.3 National Chief of Staff. The National Chief of Staff shall:

- a. Serve as a member of the National Board and the National Executive Committee;
- b. Coordinate administrative matters at National Board and National Executive Committee meetings;
- c. Coordinate, monitor and receive reports from national committees and advisory boards; and

d. Act as assistant to the National Commander, performing such administrative and other duties as shall be directed by the National Commander;

e. In the event of the absence or incapacity of the National Commander and the National Vice Commander, serve as the National Commander until such time as a new National Commander is duly elected or until the National Commander or the National Vice Commander is no longer absent or incapacitated.

f. In the event of the absence or incapacity of the National Commander or the National Vice Commander, serve as a member of the Board of Governors until such time as the National Commander or National Vice Commander is no longer absent or incapacitated.

10.4 National Legal Officer. The National Legal Officer shall:

a. Serve as a member of the National Board and the National Executive Committee;

b. Serve as the legal advisor to the National Board, the National Commander and, when not in conflict with the National Board or the National Commander, to the National Inspector General;

c. Serve as the principal Legal Officer of the Corporation;

d. Serve as the Secretary of the Corporation;

e. Appoint or remove such assistants as necessary for the proper conduct of the office; and

f. Perform such other duties as the nature of the office may require.

10.5 National Finance Officer. The National Finance Officer shall:

a. Serve as a member of the National Board and the National Executive Committee;

b. Serve as financial advisor to the National Board and the National Executive Committee;

c. Serve as Treasurer of the Corporation;

d. Serve as Chairman of the National Finance Committee;

e. In coordination with the National Finance Committee, prepare the annual corporate budget;

f. Render periodic reports and accountings to the National Board and to the National Executive Committee as may be requested;

g. Perform an annual, independent audit of the accounts of Civil Air Patrol in compliance with 36 U.S.C. 10101;

h. Prepare financial reports and submit to the Board of Governors for filing as required by law;

i. Have care and custody of all Civil Air Patrol funds and investments; and

- j. Perform such other duties as the nature of the office may require.

10.6 National Controller. The National Controller shall:

- a. Serve as a member of the National Board and National Executive Committee;
- b. Serve as Vice Chairman of the National Finance Committee;
- c. Serve as the Assistant Treasurer of the Corporation and act for the National Finance Officer in the National Finance Officer's absence;
- d. Ensure that Books of Account of all funds of Civil Air Patrol are kept which shall be open for inspection, at reasonable times, by any corporate officer of Civil Air Patrol;
- e. Ensure adherence to the financial *and property management* programs approved by the National Executive Committee or National Board;
- f. Ensure that all funds received by Civil Air Patrol shall be deposited to Civil Air Patrol's credit in such depositories as the National Board or the National Executive Committee may from time to time designate;
- g. *Ensure that all property received by Civil Air Patrol shall be managed (for example: acquired, titled, accounted for, safeguarded and disposed of) in a manner consistent with Civil Air Patrol policies and in accordance with applicable Federal directives*
- h. Render periodic reports and accountings to the National Finance Officer as may be requested; and
- i. Perform such other duties as the nature of the office may require.

10.7 National Inspector General. The National Inspector General shall:

- a. Serve as the principal Inspector General of the corporation;
- b. Serve as an advisor to the Board of Governors, the National Commander, the National Board, the National Executive Committee, and the Executive Director;
- c. Develop and supervise the Civil Air Patrol Inspector General Program;
- d. Develop and supervise the Civil Air Patrol Inspection Program;
- e. Develop and operate a Civil Air Patrol Complaints Program to prevent, detect and correct any fraud, waste, mismanagement or deficiency, cadet protection issue, or abuse of authority, to include protection from reprisal of persons utilizing the Complaints Program;
- f. Conduct such investigations as may be assigned by the Board of Governors, the National Commander, or as otherwise provided by Civil Air Patrol regulation, and prepare reports thereof;

g. Conduct training programs for Inspectors General, Investigating Officers, Commanders and general membership of Civil Air Patrol;

h. Appoint and remove such Assistant National Inspectors General and Investigating Officers as required by the nature of the office; and

i. Perform such other duties as the nature of the office may require.

10.8 Region Commander. A region commander is the chief executive officer and commander of the region and shall:

a. Serve as a member of the National Board and the National Executive Committee;

b. Appoint and remove wing commanders for the wings within the region;

c. Appoint and remove region vice commanders and staff within the region;

d. Appoint such committees, advisory boards and staff as required by the nature of the office; and

e. Perform such other duties as the nature of the office may require.

10.9 Wing Commander. A wing commander is the chief executive officer and commander of the wing and shall:

a. Serve as a member of the National Board;

b. Appoint and remove unit commanders of the wing;

c. Appoint and remove a Vice Commander and staff;

d. Appoint such committees, advisory boards and staff as required by the nature of the office; and

e. Perform such other duties as the nature of the office may require.

10.10 Executive Director. The Executive Director is the chief operating officer of the corporation. The Board of Governors shall contract the services of the Executive Director to:

a. Serve as Executive Secretary to the Board of Governors and represent the Board of Governors at National Headquarters;

b. Administer the daily affairs of the corporation;

c. Manage Civil Air Patrol National Headquarters;

d. Hire, supervise and fire corporate staff within manning levels established by the Board of Governors;

- e. Manage corporate expenditures in accordance with corporate budget and in compliance with requirements associated with receipt of federal appropriated funds;
- f. Manage the allocation and use of corporate assets for safety and efficiency in accordance with federal law and Civil Air Patrol manuals and regulations; and
- g. Perform such duties as the Board of Governors shall direct.

10.11 National Chief of Chaplain Service. The National Chief of Chaplain Service is the chief chaplain of Civil Air Patrol and shall:

- a. Serve as a non-voting member of the National Board and the National Executive Committee;
- b. Serve as the spiritual advisor to the National Board and the National Executive Committee;
- c. Chair the CAP Chaplain Advisory and CAP Chaplain Executive Councils;
- d. Appoint, supervise and advise the deputy chief and secretary to the Chaplain Advisory and Executive Council;
- e. Provide guidance to eight region chaplains in matters of chaplain services;
- f. Supervise chaplain manpower and personnel including recruitment and retention;
- g. Oversee all chaplain service policies and activities;
- h. Direct ecclesiastical matters and monitor public relations;
- i. Monitor chaplain and moral leadership officer professional development and training; and
- j. Oversee and regulate National Chaplain budget submission request and expenditures.

SECTION 11 INDEMNIFICATION

11.1 Civil Air Patrol shall, subject to the conditions, provisions, and limitations established by Civil Air Patrol regulation, indemnify Civil Air Patrol members and employees designated by Civil Air Patrol regulation for liability arising from:

- a. The expenses of any civil litigation to which they are made a party defendant and
- b. Any settlement or civil judgment entered by a court of competent jurisdiction arising out of such litigation, if such claim or litigation arose as a result of their service to Civil Air Patrol, while a member of Civil Air Patrol.

SECTION 12 RESOLUTIONS

12.1 All proposed resolutions at the National Board or National Executive Committee meetings may be referred to the National Legal Officer for recommendations and proper phrasing prior to adoption.

SECTION 13
VOTING AT BOARD OF GOVERNORS, NATIONAL BOARD,
AND NATIONAL EXECUTIVE COMMITTEE MEETINGS

13.1. Members of the Board of Governors may not vote by proxy. No Member may exercise more than one vote on any issue. The vote on any issue shall be by secret ballot if requested by a Member entitled to vote thereon. If a quorum is present when a vote is taken, the affirmative vote of a majority of Members present is the act of the Board of Governors.

13.2 Voting at the National Board or National Executive Committee meetings shall be in person or by proxy. An officer eligible to vote at such meetings may appoint, in writing, a representative to serve as proxy. Any proxy authorization must be submitted to the National Commander prior to the opening of such meeting. No person may exercise more than one vote on any issue. The vote on any issue shall be by secret ballot if requested by a member entitled to vote thereon.

13.3 A majority of the votes on any issue shall constitute a decisive vote. An abstention does not constitute a vote.

13.4 Voting for the National Commander and the National Vice Commander will be conducted in that order by written, secret ballot. When there are more than two nominees, the nominee receiving the lowest number of votes shall be dropped from the next ballot until there are only two nominees. Whenever any nominee receives a majority of the votes, that nominee is elected.

13.5 Mail ballots or electronic means may be used for routine business of the National Executive Committee and National Board, and ballots used for this purpose shall be signed or authenticated by the officer entitled to vote. Balloting may be secret if requested by a member entitled to vote.

SECTION 14
MEETINGS OF THE BOARD OF GOVERNORS, NATIONAL BOARD AND
NATIONAL EXECUTIVE COMMITTEE

14.1 The Board of Governors shall meet at least twice annually, at such place as the Chairman may determine to consider any business properly brought before it. Such regular meetings shall be scheduled to generally follow the meetings of the National Executive Committee.

14.2 Special meetings of the Board of Governors may be called by the Chairman of the Board of Governors for such times and at such places as the Chairman may determine or, upon written request to the Chairman by a majority of the Members of the Board of Governors.

14.3 Any or all Members may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Members participating may simultaneously

hear each other during the meeting. A Member of the Board of Governors participating in a meeting by this means, except to protest on the record notice of such meeting, is deemed to be present in person at the meeting.

14.4 Regular meetings of the Board of Governors may be held with twenty (20) calendar days notice. Special meetings of the Board of Governors must be preceded by at least ten (10) calendar days notice to each Member of the Board of Governors of the date, time, and place, and purpose, of the meeting. Other business not included in the notice shall not be transacted at a special meeting. A Member may at any time waive any notice required by this section. The waiver must be in writing, signed by the Member entitled to the notice, and shall be filed with the minutes or the corporate records. A Member's attendance at or participation in a meeting waives any required notice of the meeting unless the Member upon arriving at the meeting or prior to the vote on a matter not noticed objects to lack of notice and does not thereafter vote for or assent to the objected action.

14.5 Minutes of all meetings of the Board of Governors shall be signed by the Chairman, attested by the Executive Secretary, and distributed to the Members of the Board of Governors within thirty (30) days of attestation. Minutes of a meeting shall be approved by the Board of Governors at its next scheduled meeting and permanently kept at National Headquarters.

14.6 Any action required or permitted to be taken at a Board of Governors meeting may be taken without a meeting if the action is taken by all Members of the Board of Governors. The action shall be evidenced by one or more written consents describing the action taken, signed by each Member, and shall be included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Member signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

14.7 There shall be no less than two meetings of the National Board each calendar year. One meeting shall occur in the first calendar quarter and shall constitute the business meeting of the National Board. The second meeting shall occur in the third calendar quarter and shall constitute the general membership meeting. A special meeting may be called by the National Commander at the conclusion of the general membership meeting as needed to confirm appointments of national officers and at such other times as the National Commander deems necessary. In addition to the exercise of its exclusive powers, the National Board may consider any other business properly brought before it.

14.8 The National Executive Committee shall meet at least twice annually and, except as otherwise directed or limited by the National Board, may consider any business properly brought before it.

14.9 Meetings of the National Board or the National Executive Committee may be called by the National Commander for such times and at such places as the National Commander may determine or, upon written request to the National Commander, by a majority of the authorized positions of the National Board or the National Executive Committee.

14.10 Notice of meetings of the National Board or the National Executive Committee shall be given to the members thereof at least 15 days in advance of such meetings. The requirement to give notice may be waived by written consent of two-thirds of the members of such body.

14.11 Minutes of all meetings of the National Board and the National Executive Committee shall be signed by the presiding officer, normally the National Commander, attested by the Secretary, distributed to the National Board within 30 days of attestation and permanently kept at National Headquarters.

14.12 Written notice is considered received on the date delivered personally or deposited in the United States mail addressed to the recipient's home or business address of record, with postage thereon prepaid. Written notice is also considered received when a written confirmation of telefax is generated by the transmitting telefax machine indicating the home or business telefax number of record of the recipient or a confirmation of opening of an electronic mail message is received from the recipient's electronic mail address of record.

SECTION 15 NATIONAL FINANCE COMMITTEE

15.1 The National Finance Committee shall be composed of the following:

- a. The National Finance Officer who shall serve as Chairman.
- b. The National Controller who shall serve as Vice Chairman.
- c. The corporate staff Director of Finance and the assigned USAF Comptroller, as nonvoting members.
- d. Three additional committee members may be appointed by the National Commander.

15.2 The National Finance Committee shall meet at least twice annually at such times and at such places as the Chairman of the National Finance Committee shall determine.

15.3 Special meetings may be called by the Chairman of the National Finance Committee.

15.4 The National Finance Committee shall be responsible for advising the National Finance Officer in the financial planning and supervision of all the funds and investments of Civil Air Patrol and shall exercise supervisory accounting control over all funds of any unit of Civil Air Patrol.

15.5 The National Finance Committee shall consider any other business that may be properly brought before it.

SECTION 16 CANDIDATES FOR NATIONAL COMMANDER AND NATIONAL VICE COMMANDER

16.1 Current or former National Board members wishing to be candidates for the office of National Commander or National Vice Commander shall file a request for consideration with the office of the Executive Director outlining a summary of their experience, qualifications, platforms, and proposals if elected. Such requests shall be filed not later than 90 days prior to the general membership National Board meeting for which the election is to be held. The Executive Director will immediately mail a copy of the candidates' requests to all National Board members. Nominations may be made from the floor.

SECTION 17 NATIONAL ADVISORY COUNCIL

17.1 The National Advisory Council shall be composed of all past National Board Chairmen and National Commanders.

17.2 They shall be available to the National Commander, to the Executive Director, to the National Board, and the National Executive Committee for advice and counsel on Civil Air Patrol matters, and they may perform such other duties as the National Commander may consider proper.

SECTION 17A COMMITTEES OF THE BOARD OF GOVERNORS

17A.1 The Board of Governors may create one or more committees of the Board of Governors and appoint Members of the Board of Governors to serve on them. Each committee shall have two or more Members, who serve at the pleasure of the Board of Governors. The creation of a committee and appointment of Members to it must be approved by a majority of all the Members in office when the action is taken.

17A.2 Sections 13, 14, and 22, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Governors, apply to committees of the Board of Governors and their members as well, except that a quorum shall be a majority of the members of the committee.

SECTION 18 CONSTITUTION AND BYLAWS COMMITTEE

18.1 A National Constitution and Bylaws Committee is established which shall consist of the following members:

- a. The National Legal Officer-Chairman-ex officio
- b. The General Counsel-ex officio
- c. The CAP National Director of Leadership Development and Membership Services-ex officio
- d. Two members appointed by the National Commander
- e. Two members appointed by the Board of Governors at its option

18.2 The Constitution and Bylaws Committee shall be responsible to review and make recommendations to the Board of Governors concerning any changes to the Constitution or Bylaws which are referred to it by the Board of Governors, National Board, any member of the Board of Governors or National Board, or by the Executive Director.

SECTION 19 OTHER NATIONAL COMMITTEES

19.1 The National Commander may appoint such committees as the business or affairs of the Civil Air Patrol may require. The National Commander shall appoint a chairman from among its members unless otherwise designated in these Bylaws.

19.2 Meetings of such committees shall be at such times and at such places as the chairman may determine.

19.3 If practicable, notice of such meetings should be given each member at least five days prior to such meeting and such notice should outline as far as practicable the matters to be considered.

19.4 Committee reports shall be made available to the National Board, the Executive Director and members of the committee.

SECTION 20 ADVISORY COUNCILS

20.1 Region or Wing Advisory Councils may be established at the discretion of each respective commander. They shall be available to their commander for advice and counsel on Civil Air Patrol matters. They may perform such other duties as their commander may assign.

SECTION 21 NATIONAL HALL OF HONOR

21.1 As its highest honor and to recognize sustained outstanding service to Civil Air Patrol, the National Board may confer a Life Membership or induct a member into the Hall of Honor.

21.2 The National Commander shall appoint the Chairman and at least four other members to the Hall of Honor Committee.

21.3 A member is not eligible for nomination to the Hall of Honor while serving in any corporate office and for a period of two years after leaving corporate office. A member may be inducted into the Hall of Honor upon recommendation of the Hall of Honor Committee on approval of the National Board.

21.4 A permanent roll of the Hall of Honor shall be maintained and prominently displayed at National Headquarters and such other places deemed appropriate by the National Executive Committee.

SECTION 22 QUORUM FOR MEETINGS

22.1 Seven Members shall constitute a quorum at any regular or special meeting of the Board of Governors. The vote of a majority of the Board of Governors present at a time at which a quorum is present and entitled to vote on the issue shall be required for the adoption for any matter voted on by the Governors, except as specifically provided by these bylaws and except that in an absence of a quorum a lesser number may adjourn the meeting from time to time.

22.2 A majority of the authorized positions of the National Board or the National Executive Committee shall constitute a quorum of that body.

22.3 For all other boards, committees, and councils, a majority of the appointed members shall constitute a quorum.

**SECTION 23
AUDITS AND INSPECTIONS BY USAF**

23.1 The United States Air Force is authorized to make such audits and inspections of Civil Air Patrol accounts and activities as it may deem necessary.

**SECTION 24
ANNUAL REPORT TO CONGRESS**

24.1 The Civil Air Patrol shall have prepared during the current year a full and complete written report on all activities of Civil Air Patrol for the preceding year. This shall be known as the Annual Report to Congress required by 36 USC 40307. Copies shall be provided to the President, all members of Congress, and such other persons as deemed appropriate.

**SECTION 25
GENERAL STANDARDS OF CONDUCT FOR MEMBERS OF BOARD OF GOVERNORS**

25.1 A Member of the Board of Governors shall discharge his or her duties as a Member of the Board of Governors, including his or her duties as a member of a committee:

- a. in good faith;
- b. with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- c. in a manner the Member of the Board of Governors reasonably believes to be in the best interests of the corporation.

25.2 In discharging his or her duties, a Member of the Board of Governors is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- a. one or more officers or employees of the corporation whom the Member of the Board of Governors reasonably believes to be reliable and competent in the matters presented;
- b. legal counsel, public accountants or other persons as to matters the Member of the Board of Governors reasonably believes are within the person's professional or expert competence; or
- c. a committee of the Board of Governors or a committee of the National Board of which the Member of the Board of Governors is not a member, as to matters within its jurisdiction, if the Member of the Board of Governors reasonably believes the committee merits confidence.

25.3 A Member of the Board of Governors is not acting in good faith if the Member of the Board of Governors has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection 25.2 unwarranted.

25.4 A Member of the Board of Governors is not liable to the corporation, or any employee or member of Civil Air Patrol for any action taken or not taken as a Member of the Board of Governors, if the Member of the Board of Governors acted in compliance with this section.

25.5 A Member of the Board of Governors shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

SECTION 26 MEMBER OF THE BOARD OF GOVERNORS CONFLICT OF INTEREST

26.1 A conflict of interest transaction is a transaction with the corporation in which a Member of the Board of Governors has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Member of the Board of Governors if the transaction was fair at the time it was entered into or is approved. A transaction in which a Member of the Board of Governors has a conflict of interest may be approved if the material facts of the transaction and the Member of the Board of Governors' interest were disclosed and the Board of Governors authorized, approved, or ratified the transaction.

26.2 For purposes of this section, a Member of the Board of Governors of the corporation has an indirect interest in a transaction if (1) another entity in which the Member of the Board of Governors has a material interest or in which the Member of the Board of Governors is a general partner is a party to the transaction or (2) another entity of which the Member of the Board of Governors is a director, officer, or trustee is a party to the transaction.

26.3 For purposes of section 26.1 a conflict of interest transaction is authorized, approved, or ratified, if it receives the affirmative vote of a majority of the Members on the Board of Governors who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single Member of the Board of Governors. If a majority of the Members on the Board of Governors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Member of the Board of Governors with a direct or indirect interest in the transaction does not affect the validity of any action taken if the transaction is otherwise approved as provided in subsection 26.1.

SECTION 27 INDEMNIFICATION OF MEMBERS OF THE BOARD OF GOVERNORS

27.1 For purposes of this section:

a. "Member of the Board of Governors" means an individual who is or was a Member of the Board of Governors, or an individual who, while a Member of the Board of Governors, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A Member of the Board of Governors is considered to be serving an employee benefit plan at the corporation's request if the Member of the Board of Governors' duties to the corporation also impose duties on, or otherwise involve services by, the Member of the Board of Governors to the plan or

to participants in or beneficiaries of the plan. "Member of the Board of Governors" includes, unless the context requires otherwise, the estate or personal representative of a Member of the Board of Governors.

b. "Expenses" include counsel fees.

c. "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses actually incurred with respect to a proceeding.

d. "Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

e. "Proceeding" means any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.

27.2 Except as provided in subsection 27.4, Civil Air Patrol may indemnify an individual made a party to a proceeding because the individual is or was a Member of the Board of Governors against liability incurred in the proceeding if the individual:

a. conducted himself or herself in good faith; and

b. reasonably believed:

(1) in the case of conduct in his or her official capacity with the corporation, that his or her conduct was in its best interests; and

(2) in all other cases, that his or her conduct was at least not opposed to its best interests; and

c. in the case of any criminal proceeding had no reasonable cause to believe his or her conduct was unlawful.

A Member of the Board of Governors' conduct with respect to an employee benefit plan for a purpose the Member of the Board of Governors reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of subsection 27.2.b.2.

27.3 The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Member of the Board of Governors did not meet the standard of conduct described in this section.

27.4 Civil Air Patrol may not indemnify a Member of the Board of Governors under this section:

a. in connection with a proceeding by or in the right of the corporation in which the Member of the Board of Governors was adjudged liable to the corporation; or

b. in connection with any other proceeding charging improper personal benefit to the Member of the Board of Governors, whether or not involving action in his or her official capacity, in which the Member of the Board of Governors was adjudged liable on the basis that personal benefit was improperly received by the Member of the Board of Governors, or in connection with a transaction in which the Member of the Board of Governors failed to disclose a conflict of interest.

27.5 Defense and/or indemnification permitted under this section in connection with a proceeding by or in the right of the corporation are limited to reasonable expenses incurred in connection with the proceeding.

27.6 Civil Air Patrol shall indemnify a Member of the Board of Governors who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Member of the Board of Governors against reasonable expenses actually incurred by the Member of the Board of Governors in connection with the proceeding.

27.7 Civil Air Patrol may pay for or reimburse the reasonable expenses incurred by a Member of the Board of Governors who is a party to a proceeding in advance of final disposition of the proceeding if:

a. the Member of the Board of Governors furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in section 27.3;

b. the Member of the Board of Governors furnishes the corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that the he or she did not meet the standard of conduct; and

c. a determination is made that the facts then known to those making the determination would not preclude indemnification under section 27.

d. The undertaking required by subsection 27.7.b. must be an unlimited general obligation of the Member of the Board of Governors but need not be secured and may be accepted without reference to financial ability to make repayment.

e. Determinations and authorizations of payments under this section shall be made in the manner specified in section 27.8.

27.8 Civil Air Patrol may not indemnify a Member of the Board of Governors unless authorized in the specific case after a determination has been made that indemnification of the Member of the Board of Governors is permissible in the circumstances because the Member of the Board of Governors has met the standard of conduct set forth in section 27.2.

a. The determination shall be made:

1. by the Board of Governors by majority vote of a quorum consisting of Members of the Board of Governors not at the time parties to the proceeding;

2. if a quorum cannot be obtained under 27.8.a.1, by majority vote of a committee duly designated by the Board of Governors (in which designation Members of the Board of Governors who are parties may participate), consisting solely of two or more Members of the Board of Governors not at the time parties to the proceeding;

3. by special legal counsel:

i. selected by the Board of Governors or its committee in the manner prescribed in section 27.8.a.1 or 2; or

ii. if a quorum of the Board of Governors cannot be obtained under section 27.8.a.1 and a committee cannot be designated under section 27.8.a.2, selected by majority vote of the full Board of Governors (in which selection Members of the Board of Governors who are parties may participate)

b. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection 27.8.a.3 to select counsel.

SUMMARY OF CURRENT CHANGES

Constitution

- Articles X (para 1.j.) and XI (para 3.i.) amended to provide that The commander, Civil Air Patrol – United States Air Force (CAP-USAF) is a non-voting member of the National Board and National Executive Committee, respectively.
- Article XIV (para 1.b.) amended to provide for mid-term election of National Vice Commander, in the event of office being vacated mid term.
- Article XIX, amended to reflect the roles of Board of Governors, National Board, National Executive Committee and Constitution and Bylaws Committee in initiating and making changes to the Constitution and Bylaws.

HISTORY/ANNOTATIONS

Following is the CAP Constitution and Bylaws, as amended by the National Board on 17 August 2000 and further amended by the Board of Governors on 5 Mar 01, 6 May 01, 1 Dec 01 and by Consent Action of the Board of Governors on 10 Dec 01 and subsequently amended by the Board of Governors as indicated below.

Summary of changes:

17 Aug 00 (effective 27 Feb 01)

Constitution

- Reference to 36 USC 201-208 updated to 36 USC 40301-40307
- Added Board of Governors as the governing body as described in 10 USC 9447
- Added selection process for CAP appointees to the Board of Governors
- Created National IG as a non-voting member of the National Board and the National Executive Committee
- Revised list of powers reserved exclusively to the National Board
- Revised list of non-exclusive powers of the National Board
- Revised the procedure to remove the National Commander or National Vice Commander from office for certain personal misconduct
- Removed the National Appeal Board
- Created the Membership Action Review Board
- Revised the procedures for amending the Constitution and Bylaws
- Established a Constitutional authorization and procedure to issue regulations

Bylaws

- Revised the position descriptions and duties of the corporate officers
- Deleted redundant procedures relating to the minutes of the National Board and National Executive Committee meetings
- Deleted redundant functions of the National Board and National Executive Committee
- Deleted the Civil Air Patrol Consultation Committee
- Clarified the functions of Region and Wing Advisory Councils
- Clarified procedures relating to Life Membership and the Hall of Honor

5 Mar 01

Constitution

- Corrected the name of the corporation to “Civil Air Patrol” to conform to 36 USC 40301
- Amended to objects and purposes to conform to 36 USC 40302 (including adding the new purpose: To assist the Department of the Air Force in fulfilling its noncombat programs and missions.)
- Corrected paragraph numbering
- Clarified that the Membership Action Review Board’s jurisdiction in suspension actions is limited to suspensions of membership

- Deleted the National Board's power to ratify amendments to the Constitution and Bylaws to comply with 10 USC 9447
- Changed the required vote of the Board of Governors for changes to the Constitution from two-thirds of the authorized positions to a majority of the members to comply with 10 USC 9447
- Established the National Chief of Chaplain Service as a non-voting member of the National Board and National Executive Committee

6 May 01

Constitution

At the 5 March meeting, items were introduced from the CAP National Board (NB). The NB asked the Board of Governors to readdress, through modification to legislation, the NB's right to ratification of changes to the CAP Constitution and Bylaws. The items were tabled for further discussion at the next meeting of the Board of Governors. Specifically, the items in question are:

- (1) The National Board requests that the Board of Governors create and submit to the Congress of the United States, such proposed legislation as to allow the National Board a right to ratification of Board of Governors' changes to the CAP Constitution and Bylaws.
- (2) The National Board requests that the Board of Governors create and submit to the Congress of the United States, such proposed legislation that would require a two-thirds majority of the Board of Governors to change the CAP Constitution.

The Board voted to return the National Board recommendations to the CAP National Board without action; the Board of Governors considers legislative changes to be inappropriate at this time.

- Deleted requirement that National Board ratify changes to the Constitution and Bylaws
- Deleted requirement for advance notice of proposed changes to the Constitution and Bylaws and requirement that votes be in person or proxy
- Added provision that the Board of Governors may provide for the payment or reimbursement of expenses incurred by the members of the Board of Governors in the performance of their duties

Bylaws

- Added that a quorum of the Board of Governors is nine members in office immediately before a meeting

1 Dec 01

Constitution

- Added that the Members of the Board of Governors appointed by the Secretary of the Air Force shall serve until removed or his/her replacement is selected by the Secretary of the Air Force
- Added that the Members of the Board of Governors appointed jointly by the Secretary of the Air Force and the CAP Commander shall serve a 3 year term

- Established rules for the selection and removal of the Chairman of the Board of Governors

Bylaws

- Established meeting requirements and rules for voting at meetings of the Board of Governors
- Established rules for committees of the Board of Governors
- Established general standards of conduct for Members of the Board of Governors
- Defined conflicts of interest for Members of the Board of Governors
- Established rules and procedures for indemnification of Members of the Board of Governors

10 Dec 01

Bylaws

- Changed quorum for Board of Governors meetings from nine to seven

2 Mar 02

Constitution

- Clarified that the three year term for the Members of the Board of Governors jointly appointed by the Secretary of the Air Force and the National Commander begins on each such member's appointment.

Bylaws

- Established that matters brought before the Board of Governors by the Constitution and Bylaws Committee must have been referred to the Constitution and Bylaws Committee by a Member of the Board of Governors, a member of the National Board, or the Executive Director.

2 Dec 03

Constitution

- Clarified that vice commanders of regions and wings may not serve on the MARB

6 Mar 04

Constitution

- Replaced Director of Personnel with Director of Leadership Development and Membership Services on the MARB

Bylaws

- Replaced Director of Personnel with Director of Leadership Development and Membership Services on the Constitution and Bylaws Committee

1 Jun 04

Constitution

- Removed CAP-USAF Vice Commander from MARB and replace him with third at-large member appointed by CAP/CC

[Research in progress to identify interim changes, if any. GC 12/18/06.]
[None found. GC 08/07/07.]

6 Dec 06

Constitution

- Distinguished "policy" from "regulations," vesting regulatory authority in National Commander and policy making authority with Board of Governors, National Board, CAP-USAF and law. (Article XX.)
- Removed employee from membership on the MARB and replace with a fourth at-large member appointed by CAP/CC. (Article XVI.)

6 Jun 07 (Changes shown in italics.)

Constitution

- Articles X (para 1.j.) and XI (para 3.i.) amended to provide that The commander, Civil Air Patrol – United States Air Force (CAP-USAF) is a non-voting member of the National Board and National Executive Committee, respectively.
- Article XIV, para 1b. amended to provide for mid-term election of National Vice Commander, in the event of office being vacated mid term.
- Article XIX, amended to reflect the roles of Board of Governors, National Board, National Executive Committee and Constitution and Bylaws Committee in initiating and making changes to the Constitution and Bylaws.

4 Oct 07

Bylaws

- Section 10.3.f. has been delinquent. It appeared in the Bylaws as early as 17 August 00, existed in the 5 March 01 edition, but somehow dropped out circa December 01. The notations above ("[Research in progress to identify interim changes, if any. GC 12/18/06.]" and "[None found. GC 08/07/07.]") related to a search for a missing segment in paragraph 10.3 and this segment was not re-discovered until late August 07. It has

been utilized at the Board of Governors meetings of 07 December 05, 07June 06 and October 07.

11 Jun 08 (Changes in shown in *italics*.)

Constitution

- Article XIV amended to provide for succession of the National Commander by the National Vice Commander and of the National Vice Commander by the Chief of Staff, each position to be filled by election at the next National Board meeting.

Bylaws

- Bylaw 10.6 is amended to add responsibility for property management to the duties of the National Controller.