

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 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;

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;

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;

WHEREAS Civil Air Patrol is designated as the civilian auxiliary of the United States Air Force under 10 USC Chapter 959 which authorizes various Air Force support and designates Civil Air Patrol and its members as instrumentalities of the United States while carrying out missions assigned by the Secretary of the Air Force.

NOW THEREFORE, be it resolved by the Board of Governors 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 U.S.C. §§ 403, which sets forth the purposes, rights, and restrictions of Civil Air Patrol.

ARTICLE II NAME AND STATUS

The name of the Corporation shall be "Civil Air Patrol." The Corporation may also be referred to as "Civil Air Patrol" or by such other titles as may be approved in the Bylaws. In accordance with 10 USC §9492, the Civil Air Patrol is a volunteer civilian auxiliary of the Air Force when the services of the Civil Air Patrol are used by any department or agency in any branch of the Federal Government.

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 (hereinafter called the 'Board') may designate.

ARTICLE IV TERM

Civil Air Patrol shall have perpetual existence.

ARTICLE V OBJECTS AND PURPOSES

The objects and purposes of Civil Air Patrol in US Code are as follows:

1. To provide an organization to encourage and aid citizens of the United States in contributing their efforts, services, and resources in developing aviation and in maintaining air supremacy.
2. To provide an organization to encourage and develop, by example, the voluntary contribution of private citizens to the public welfare.
3. To provide aviation education and training especially to its senior and cadet members.
4. To encourage and foster civil aviation in local communities.

5. To provide an organization of private citizens with adequate facilities to assist in meeting local and national emergencies.
6. To assist the Department of the Air Force in fulfilling its noncombat programs and missions.

ARTICLE VI POWERS AND RESTRICTIONS

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 age, disability or the provisions of Title VI and VII of the Civil Rights Act of 1964 is prohibited, to include but not limited to; race, color, and national origin, religion, sex, age, disability, and genetic information.

ARTICLE VIII BOARD OF GOVERNORS

1. The Board, in accordance with 10 USC § 9497, is the governing body of Civil Air Patrol and responsible for the effective, efficient, and proper management and fiduciary oversight of Civil Air Patrol.
2. Composition of the Board is described in 10 USC §9497.
3. The Commander, Civil Air Patrol—United States Air Force, shall serve as an advisor to the Board.
4. The Board shall select, retain, and remove the Civil Air Patrol National Commander who also serves as the Corporation's Chief Executive Officer.
5. The Board shall select, retain, and remove the Civil Air Patrol Chief Operating Officer.

6. The Board shall appoint standing committees as required to perform the statutory and regulatory requirements of their responsibilities.
7. The Board may provide for the payment or reimbursement of expenses incurred by the members of the Board in the performance of their duties.
8. Any Board Member may resign at any time by filing a written resignation with the Executive Secretary.
9. A member of the Board may be removed by a vote of no less than 8 for cause.
10. Board members will serve a four-year term. A Member of the Board may not be extended. The foregoing notwithstanding, if the Board membership term of the Chair ("Board Term") is scheduled to end prior to end of the Chair's term as described in Article IX below ("Leadership Term") (if, for example, the Chair was elected to the Leadership Term in the third year of Board Term), the Board Term of the Chair is deemed extended through the end of the Leadership Term. This extended Board Term is subject to the resignation and removal provisions above.

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

1. The four (4) Members of the Board appointed by the Secretary of the Air Force or designee shall serve consistent with Article VII 10 of these articles and 10 USC § 9497.
2. Appointments will only be recognized when written notice is received by the Chair of the Board. A copy shall be provided to the Executive Secretary of the Board for administrative purposes.

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

1. Three (3) Members of the Board shall be appointed jointly by the Secretary of the Air Force or designee and the National Commander of the Civil Air Patrol.
2. Appointments will only be recognized when written notice is received by the Chair of the Board. A copy shall be provided to the Executive Secretary of the Board for administrative purposes.
3. Any vacancy in the position of a Member of the Board appointed pursuant to this Article VIII-B and not filled within ninety (90) days shall be filled by the majority vote of no less than 6 Members of the Board.

ARTICLE VIII-C
CIVIL AIR PATROL SELECTEES TO THE BOARD OF GOVERNORS

1. Four (4) Civil Air Patrol Members shall be selected by the Civil Air Patrol Senior Advisory Group. Candidates for consideration must be senior members in good standing, have been awarded the Paul G. Garber Award, and have at least five (5) years of Civil Air Patrol service.
2. Applicants will submit a written application in accordance with published Civil Air Patrol directives.

ARTICLE IX
CHAIR AND VICE CHAIR OF THE BOARD OF GOVERNORS

1. In accordance with 10 USC § 9497, the Chair of the Board shall be chosen by the Members of the Board from among the Members appointed by the Secretary of the Air Force and the Members selected by Civil Air Patrol and shall serve a term of two (2) years. The position of Chair shall be held on a rotating basis between members of the Board appointed by the Secretary of the Air Force and members of the Board selected by Civil Air Patrol.
2. The Vice Chair of the Board shall be chosen by the Members of the Board from among the eligible appointment groups and shall serve a two-year term. The eligible appointment groups will be those two appointment groups not serving as Chair at the time of the appointment.
3. The Vice Chair shall assume the duties of the Chair in the temporary absence of the Chair.
4. In the event of a vacancy in the office of Chair or Vice Chair prior to the expiration of their two (2) year term, a new Chair or Vice Chair shall be chosen by the Members of the Board from among the remaining Members of the same appointment group for Chair and the two eligible appointment groups for the Vice Chair to serve out the remainder of the two (2) year term. Within 30 calendar days of the vacancy, the Board shall select the replacement.
5. The Chair may be removed from the chair by an affirmative vote of two-thirds (not less than 7) of the members of the Board, not including the Chair.
6. The Chair and the Vice Chair shall have signature authority on behalf of Civil Air Patrol, as outlined in the Bylaws.

ARTICLE X
GOVERNOR EMERITUS

1. Governor Emeritus status may be awarded pursuant to Board Policy.
2. Governors Emeritus will not have formal or legal responsibilities as governing Board members.

ARTICLE XI
CIVIL AIR PATROL SENIOR ADVISORY GROUP

1. The members of the Civil Air Patrol Senior Advisory Group (CSAG) shall be as follows:
 - a. National Commander
 - b. National Deputy Commander
 - c. National Executive Officer
 - d. Commander of each Civil Air Patrol region
 - e. National Command Chief
 - f. Chief Operating Officer as a non-voting member
 - g. The Commander, Civil Air Patrol-United States Air Force, as an advisor
 - h. Such additional Advisors as the National Commander may appoint in writing as non-voting members.
2. The Civil Air Patrol Senior Advisory Group shall:
 - a. Advise the National Commander on strategic matters impacting the volunteer membership;
 - b. Recommend to the Board amendments to the Constitution and Bylaws and policies pertaining to matters impacting members;
 - c. Receive applications for selection to, and select, Civil Air Patrol Members on the Board in accordance with Article VIII-C;
 - d. Approve Hall of Honor nominees and grant Life Membership;
 - e. Establish, increase, and lower national dues for all categories of membership;
 - f. Carry out such additional duties as may be directed by the Board.

ARTICLE XII
CIVIL AIR PATROL COMMAND COUNCIL

1. The Civil Air Patrol Command Council is an advisory body to the National Commander and shall focus on operational issues related to the Civil Air Patrol mission.

2. The members of the Civil Air Patrol Command Council shall be as follows:
 - a. National Commander
 - b. National Deputy Commander
 - c. National Executive Officer
 - d. Commander of each Civil Air Patrol Region
 - e. Commander of each Civil Air Patrol Wing
 - f. National Command Chief
 - g. Commander, Civil Air Patrol—United States Air Force, and the Chief Operating Officer shall serve as advisors to the Command Council.

ARTICLE XIII 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. The Board may make discretionary appointments of other agents and representatives of the Corporation. However, such agents and representatives shall not have the general authority to bind the Corporation in the same manner as the corporate officers named herein.

ARTICLE XIV TERM OF OFFICE

The terms of office for corporate officers are as follows:

1. The National Commander shall serve a three-year (3) term of office, which may be extended up to an additional one (1) to three (3) years at the election of the Board. The term (or any renewal term, if applicable) shall commence on the date determined by the Board and conclude three (3) years later.
2. In the event of death, resignation, or removal of the National Commander/Chief Executive Officer the National Deputy Commander shall assume the responsibilities of this office as Acting National Commander/Chief Executive Officer until the Board has selected an interim or new National Commander/Chief Executive Officer. During the service of an Acting National Commander/Chief Executive Officer, the Board may replace the Acting National Commander/Chief Executive Officer with an Interim National Commander/Chief Executive Officer

by a majority vote of the Board (no less than 6). The Board shall select a new National Commander/Chief Executive Officer with deliberate speed but not later than one hundred and twenty (120) days following vacancy. The National Commander/Chief Executive Officer shall serve in the grade of Major General; an Acting National Commander/Chief Executive Officer shall retain existing grade.

3. The National Deputy Commander shall serve at the pleasure of the National Commander and may serve sequential National Commanders if appointed by the National Commander. The National Deputy Commander shall serve in the Civil Air Patrol grade of Brigadier General.

4. The Chief Operating Officer shall serve from the date employed until such employment ceases.

5. The Chief Financial Officer shall serve from the date employed until such employment ceases.

6. The General Counsel shall serve from the date employed until such employment ceases.

ARTICLE XV MEMBERSHIP ACTION REVIEW PANEL

The Membership Action Review Panel (herein after referred to as the 'Panel') is the final appeal opportunity for members who have been subject to a final adverse membership action and have exhausted all administrative remedies in Civil Air Patrol. The Panel shall accept appeals only if initial review demonstrates that the final membership action was motivated by retaliation, reached without due process, or involved a material failure to follow applicable Civil Air Patrol regulations. The Panel is the final appeal body for such decisions.

ARTICLE XVI 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, shall become the property of the Corporation, and shall be administered and accounted for as prescribed in the Bylaws, regulations, and policies.

3. Civil Air Patrol may direct philanthropy to the Civil Air Patrol Foundation, Inc. (the Foundation), or another custodian or supporting organization, and may transfer assets to the Foundation for management for the benefit of Civil Air Patrol.

ARTICLE XVII
AMENDMENT OF THE CONSTITUTION AND BYLAWS

1. This Constitution may be amended at any time by the approval of no less than six (6) of the members of the Board at a duly constituted meeting.
2. Bylaws may be amended at any time by the approval of no less than six (6) of the members of the Board at a duly constituted meeting.
3. Proposals to amend the Constitution and/or Bylaws may be initiated by the Board, or the Civil Air Patrol Senior Advisory Group.
4. No entity of the Civil Air Patrol shall have the power to amend or eliminate any of the requirements established by federal statute, such statutory authority being reserved to the Congress of the United States. No entity of the Civil Air Patrol shall have the power to amend or eliminate any of the requirements established by the Constitution and Bylaws, such authority being reserved to the Board.

ARTICLE XVIII
DIRECTIVES

1. To further the orderly administration of the activities, business, and affairs of the Corporation, the National Commander shall establish and maintain regulations, and amendments thereof, which shall be applicable to all members of Civil Air Patrol. These regulations, as may be amended, will be based on policies established by the Board, Cooperative Agreement with the United States Air Force or law.
2. The Chief Operating Officer will establish directives for the national staff that ensure compliance with applicable statutes and codes, and generally accepted accounting practices, and to promote efficiencies as well as risk management in Civil Air Patrol's business affairs.
3. The Board may direct the National Commander to issue, modify or rescind interim change letters, regulations, or portions of regulations.

BYLAWS

SECTION 1 AUTHORITY

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 either of the following:

2.1.1. "Civil Air Patrol"; or

2.1.2. "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, including the words "Civil Air Patrol" and may also refer to its status as the United States Air Force Auxiliary.

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

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 Civil Air Patrol Senior Advisory Group. 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:

4.2.1. For a new member, at the time the application for membership is presented.

4.2.2. For a renewing member, during the three-month period prior to the membership expiration date.

4.3. The National Commander or Chief Operating Officer may, on a case-by-case basis, waive payment of, or lower the amount of, annual dues for any member for good cause shown.

4.4. Membership dues may be established in accordance with directives.

SECTION 5 TERMINATION OF MEMBERSHIP

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

5.2. Membership in Civil Air Patrol may be terminated at any time for cause. Procedures for termination actions, including review and appeals, if any, shall be as set forth in the directives and shall be consistent with the provisions of the Constitution and Bylaws.

SECTION 6 MEMBERSHIP ACTION REVIEW PANEL

6.1. Members who have been subject to a final adverse membership action and have exhausted all administrative remedies within Civil Air Patrol, shall have a right to appeal the action to the Membership Action Review Panel (herein after referred to as "Panel"). For purposes of this Section, an adverse membership action is defined as demotion in grade; removal from command of a region or wing; suspension of membership in excess of sixty (60) days due to regulatory infractions or misconduct not giving rise to a criminal investigation or criminal charges or proceedings; or termination of membership.

6.2. The Panel shall accept an appeal of a final adverse membership action if the Panel determines after an initial review that the action appears to have been motivated by retaliation,

reached without due process, or involved a material failure to follow applicable Civil Air Patrol directives. The Panel may accept or decline an appeal of a final adverse membership action in all other cases.

6.3. The Panel shall be chaired by the volunteer Chief of the Civil Air Patrol Legal Officer Corps or their designee, who must be a duly appointed Civil Air Patrol legal officer. The chair of the Panel shall be a non-voting, ex-officio member of the Panel. Membership shall consist of eight (8) voting members, one from each region. Membership is limited to those members serving in the grade of Colonel or higher and not currently serving as a commander or vice commander at any level. Each Region Commander will nominate a slate of candidates for the Panel, and the National Commander will select one from each region for appointment. Region Commanders may only nominate members assigned to units within their Region. The members of the Panel must be confirmed by the Board of Governors (hereinafter referred to as 'Board') and will serve a term of four (4) years. The terms shall be staggered, and a member shall not be eligible for reappointment. Two (2) new members shall be appointed per year. A Panel member shall not consider a review from an applicant from the region they represent. If the individual appealing to the Panel is assigned at the National level, all eight voting members will participate in the appeal. In the event of a tie vote on any appeal action, the Panel will sustain the commander's action. In all matters involving members not assigned at the National level, five (5) voting members shall constitute a quorum; in matters involving members assigned at the National level, six (6) members shall constitute a quorum.

6.4. If the Chair of the Panel seeks legal advice from, or legal advice is otherwise provided to the Panel by the Civil Air Patrol General Counsel, a decision not to follow the legal advice must be documented and briefed to the Board for awareness and action if necessary.

6.5. The Panel shall follow administrative and procedural instructions provided by General Counsel to the extent that the same are not inconsistent with the Civil Air Patrol Constitution, Bylaws, or directives. If the Panel disagrees with the administrative or procedural instruction and consensus with General Counsel cannot be reached, the issue must be presented to the Board's Governance Committee for administrative and/or procedural determination.

6.6. The Panel may affirm, reverse, or modify in favor of the member the final adverse action. Furthermore, if the Panel determines that the adverse membership action was reached without due process or involved a material failure to follow applicable Civil Air Patrol directives, it may remand the case to the party who initiated the adverse membership action to correct the deficiencies.

6.7. The decision of the Panel on all matters over which it has jurisdiction is final and not subject to further appeal or proceedings within Civil Air Patrol.

SECTION 7

MEMBERSHIP UNITS

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

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

7.3. Units of Civil Air Patrol are as follows:

7.3.1. National Headquarters. Members assigned to the National Headquarters membership units are those members assigned by the National Commander or Chief Operating Officer.

7.3.2. Regions:

7.3.2.1. Civil Air Patrol shall be divided geographically into areas known as regions. The wings that shall comprise each region shall be determined by the Civil Air Patrol Senior Advisory Group.

7.3.2.2. 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.

7.3.3. Wings:

7.3.3.1. 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 and U.S. Virgin Islands.

7.3.3.2. 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.

7.3.3.3. Each wing may be subdivided by the Wing Commander into groups, squadrons, and flights as prescribed by regulations.

7.3.4. Other Units. The establishment of special at-large units such as the Congressional Squadron and overseas units is authorized. Such units shall report to a designated representative of the National Commander.

SECTION 8

UNIT MEETINGS

Any chartered unit commander may convene a meeting of the general membership or a group of members for such times, at such places, and for such purposes as the commander shall determine.

SECTION 9 UNIT FUNDS AND PROPERTY

9.1. 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.

9.2. 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 financial and property reports and shall submit its accounts for audit as prescribed by regulation.

9.3. 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.

SECTION 10 UNIT RECORDS

The National Headquarters and each unit of the Corporation shall maintain records as provided by statutes, codes, agreements, and directives.

SECTION 11 SELECTION OF KEY LEADERS

11.1. Key leaders shall be selected as follows:

11.2. The National Commander/Chief Executive Officer shall be selected, retained, evaluated, and removed by the Board. Candidates for National Commander/Chief Executive Officer shall apply by self-nomination. The Board shall establish a Personnel Committee to define the criteria for the Civil Air Patrol National Commander position and Chief Executive Officer and provide the initial screening of the candidate applications. The candidates will be presented to the Board for final interview and selection. The National Commander/Chief Executive Officer will be selected by an affirmative vote of no less than eight (8) of the members of the Board.

11.2.1. Minimum qualifications for National Commander/Chief Executive Officer are:

11.2.1.1. Be a Civil Air Patrol member in good standing;

11.2.1.2. Have a bachelor's degree from an accredited college or university;

11.2.1.3. Have completed Level V of the Civil Air Patrol Professional Development Program;

11.2.1.4. Have served as a Civil Air Patrol Region or Wing Commander who completed their term of office other than due to a removal for cause;

11.2.1.5. The Board of Governors Personnel Committee may develop additional desired qualifications as required to determine the best qualified candidate.

11.2.1.6. The Board may waive any qualifications as needed should the candidate demonstrate comparable skills and experience.

11.3. The National Deputy Commander will be selected by the National Commander from a pool of qualified candidates, shall be approved by majority vote (6) of the Board, and serve at the pleasure of the Civil Air Patrol National Commander. Candidates for National Deputy Commander will apply by self-nomination and must meet the same criteria as candidates for National Commander. The Board may waive any qualifications as needed should a candidate demonstrate comparable skills and experience.

11.4. The Chief Operating Officer (COO) shall be selected, retained, evaluated, and removed by the Board. The Personnel Committee will establish criteria for the position and vet the initial candidates. Final selection of the Chief Operating Officer will be by the affirmative vote of two-thirds (8) of the members of the Board. The Chief Operating Officer serves at the pleasure of the Board and may be removed by the affirmative vote of two-thirds (8) of the members of the Board, subject to any contractual rights they may have at the time of removal.

11.5. The Chief Financial Officer (CFO) shall be selected by the Chief Operating Officer, in coordination with the Chief Executive Officer, and approved by majority vote (6) of the Board. The Chief Financial Officer serves at the pleasure of the Corporation and may be removed upon request of either the Chief Executive Officer or the Chief Operating Officer by a majority vote (6) of the Board.

11.6. The General Counsel (GC) shall be selected by the Chief Operating Officer, in coordination with the Chief Executive Officer, and approved by majority vote (6) of the Board. The General Counsel serves at the pleasure of the Corporation and may be removed by majority vote (6) of the Board. The Chief Executive Officer or the Chief Operating Officer may request this action by the Board.

SECTION 12

CANDIDATES FOR NATIONAL COMMANDER/CHIEF EXECUTIVE OFFICER AND NATIONAL DEPUTY COMMANDER

12.1. Following the call for nominations by the Board, individuals who meet the qualifications outlined in Section 11 of the Bylaws and who wish to be considered for the office of National Commander/Chief Executive Officer may file a self-nomination with the Board of Governors Personnel Committee.

12.2. Following the call for nominations by the National Commander/Chief Executive Officer, individuals who meet the same qualifications as those outlined in Section 11 for the National Commander who wish to be considered for the office of National Deputy Commander will apply by self-nomination to the National Commander.

SECTION 13 CORPORATE OFFICERS

13.1. National Commander/Chief Executive Officer. The National Commander/Chief Executive Officer is responsible for overall control of the organization. They will report directly to the Board, who will select, retain, evaluate performance and remove, if necessary, in accordance with the Constitution. The National Commander/Chief Executive Officer shall:

13.1.1. In their capacity as National Commander:

13.1.1.1. Serve as a member and preside over all meetings of the Civil Air Patrol Senior Advisory Group and Command Council.

13.1.1.2. Appoint and remove Region Commanders.

13.1.1.3. Appoint the Civil Air Patrol Inspector General, who will be approved by and can only be removed by a majority vote (6) of the Board.

13.1.1.4. Following established processes and directives, appoint and remove National staff members as needed, except for those positions as previously identified requiring Board of Governors approval/removal.

13.1.1.5. Following established processes and directives, appoint and dissolve such committees, advisory boards as required by the nature of the office.

13.1.1.6. Adopt and maintain directives in accordance with Article XVIII of the Constitution.

13.1.1.7. Manage the allocation and use of corporate assets for safety and efficiency in accordance with federal law, the Constitution and Bylaws, and Civil Air Patrol directive publications; and

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

13.1.2. In their capacity as Chief Executive Officer:

13.1.2.1. Serve as a non-voting advisor to the Board.

13.1.2.2. Executing of the overall strategic direction and operation of the corporation.

13.1.2.3. Ensure an effective and efficient organization maximizing both the volunteer structure and the services provided by National Headquarters.

13.1.2.4. Identify ways to promote leadership capacity and development within the Corporation and its members.

13.1.2.5. Recommend the annual budget to the Board and update the Board throughout the year.

13.1.2.6. Ensure appropriate resources for Federal and State funding as well as private support.

13.2. National Deputy Commander. The National Deputy Commander shall:

13.2.1. Serve as a member of the Civil Air Patrol Senior Advisory Group and Command Council;

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

13.2.3. Focus their primary efforts on the daily mission of the volunteer force of Civil Air Patrol.

13.3. Chief Operating Officer. The Board shall contract the services of the Chief Operating Officer to:

13.3.1. Administratively report to the Board, but shall be under the operational direction of the Chief Executive Officer;

13.3.2. Serve as Executive Secretary to the Board and represent the Board at National Headquarters;

13.3.3. Administer the daily affairs of the Corporation;

13.3.3.1. Facilitate business and strategic planning processes from development through implementation to meet Board goals and objectives;

13.3.3.2. Manage development and implementation of the Civil Air Patrol's annual budgets;

13.3.3.3. Identify and mitigate risks to the corporation within tolerance levels established by the Board and Chief Executive Officer;

13.3.3.4. Serve as primary office responsible for review and acceptance of contractual

obligations on behalf of Civil Air Patrol;

13.3.3.5. Facilitates development and implementation of directives for the Corporation;

13.3.3.6. Facilitates efforts to ensure Civil Air Patrol compliance with laws, directives, and contractual obligations;

13.3.4. Manage and lead the Civil Air Patrol National Headquarters and National Staff;

13.3.4.1. Oversee the personnel management of the National staff, paid and volunteer, subject to the restrictions in the Constitution, these Bylaws, and directives;

13.3.4.2. Following established processes and directives, appoint and dissolve such committees and advisory boards as required by the nature of the office.

13.3.5. Procure resources and manage corporate expenditures in accordance with corporate budget and in compliance with requirements associated with receipt of federal appropriated funds;

13.3.6. Advise the National Commander/Chief Executive Officer, National Staff, Civil Air Patrol Senior Advisory Group and the Command Council; and

13.3.7. Perform such duties as the Board or the Chief Executive Officer shall direct.

13.4. **General Counsel.** The General Counsel shall:

13.4.1. Serve as the principal legal officer of the Corporation, particularly on matters of corporate risk, litigation, employment, contracting, and leasing;

13.4.2. Serve as the Secretary of the Corporation;

13.4.3. Shall receive assistance from the volunteer Chief of the Civil Air Patrol Legal Officer Corps, particularly on matters of internal regulatory interpretation, membership proceedings, and command counsel; and

13.4.4. Perform other duties as the nature of the office may require or as directed by the Chief Executive Officer or the Chief Operating Officer.

13.5. **Chief Financial Officer.** The Chief Financial Officer shall:

13.5.1. Serve as Treasurer of the Corporation;

13.5.2. Serve as financial advisor to the Board, the Board of Governors Audit/Compliance Committee, the National Commander/Chief Executive Officer, the Chief Operating Officer and the Civil Air Patrol Senior Advisory Group;

- 13.5.3. Serve as Chair of the National Finance Committee;
- 13.5.4. With the assistance of the National Finance Committee, prepare the annual corporate budget;
- 13.5.5. Perform an annual, independent audit of the accounts of the Civil Air Patrol;
- 13.5.6. Prepare and submit financial reports for the Board, the Chief Executive Officer, and Chief Operating Officer as required;
- 13.5.7. Provide care and custody of Civil Air Patrol funds and investments;
- 13.5.8. Perform other duties as the nature of the office may require or as directed by the Chief Executive Officer or the Chief Operating Officer.

SECTION 14

SUSPENSION AND REMOVAL

- 14.1. The National Commander may be removed from office by an affirmative vote of no less than eight (8) members of the Board.
- 14.2. The National Commander may be removed from office for a lack of confidence and/or personal misconduct (including but not limited to criminal conduct or personal misconduct involving gross negligence); and/or 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 General Counsel who shall immediately notify the Chair of the Board, and Commander CAP-USAF, provide the National Commander an opportunity to respond to the allegations, and cause the charges to be reviewed or investigated at the direction of the Board. Copies of the charges, responses, results of the investigation and findings shall be provided to all members of the Board and to the United States Air Force. The Board shall convene to vote on removal or retention, and the subject officer, at the discretion of the Board, may be placed in suspended status until the issue is decided by the Board.
- 14.3. The National Deputy Commander serves at the pleasure of the National Commander. If the National Commander removes the National Deputy Commander prior to the end of the National Commander's term, the National Commander should send notification of such removal to the Board within 48 hours. The foregoing notwithstanding, the National Commander may consult with the Board prior to such action.

SECTION 15
CIVIL AIR PATROL CANDIDATES FOR THE BOARD OF GOVERNORS

The process for determining Civil Air Patrol selectees for the Board is prescribed in Civil Air Patrol directives and minimum qualifications for Civil Air Patrol selectees are outlined in Article VIII-C of the Constitution of the Civil Air Patrol. The Board or the National Commander/Chief Executive Officer may direct additional criteria for consideration during the selection process in order to identify candidates with special skills or qualities needed or desired by the Board.

SECTION 16
**MEETINGS OF THE CIVIL AIR PATROL BOARD OF GOVERNORS, SENIOR ADVISORY GROUP, AND
COMMAND COUNCIL**

16.1. The Board of Governors (the Board), a deliberative and governing body, shall meet a minimum of three (3) times a year in person, by video conferencing, or in hybrid meeting formats, provided that video or hybrid technology allows participants to see and hear each other. Actions may be taken by the Board electronically by unanimous consent. Votes shall be secret if requested by any voting member. Members may not vote by proxy or delegation. Six (6) members shall constitute a quorum.

16.2. Civil Air Patrol Senior Advisory Group. The Civil Air Patrol Senior Advisory Group, which is a deliberative body, shall meet a minimum of two (2) times a year. Meetings may be conducted in person, by video conferencing, or in hybrid meeting formats, provided that video or hybrid technology allows participants to see and hear each other. Meetings are called by the National Commander in their discretion or upon written request endorsed by a majority of the appointed members. Votes shall be secret if requested by any voting member. Members may send a delegate by providing written notice to the National Commander prior to the meeting. A majority of the voting members shall constitute a quorum.

16.3. Command Council. The Command Council is an advisory body. It shall meet a minimum of two (2) times a year. Meetings may be conducted in person, by video conferencing, or in hybrid meeting formats, provided that video or hybrid technology allows participants to see and hear each other when duly recognized by the National Commander or other presiding official. A majority of the appointed members shall constitute a quorum.

16.4. The meetings of the deliberative bodies in this section shall be conducted in accordance with the general principles of Robert's Rules of Order. The foregoing notwithstanding, a group may determine its own meeting and procedural standards by adopting such standards and communicating those standards to the Board for its review and approval.

16.5. Regular meetings for deliberative bodies shall be called with 20 days' notice by the official listed above. Special meetings may be called with 10 days' notice, but such meetings must have a video conferencing option, and discussion and action will be limited to the agenda items in the notice. Minutes for meetings of these groups shall be published to members no later than forty-

five (45) days following the adjournment of the meeting and shall be reviewed and approved by the group at its next meeting. Attendance at a meeting (other than to protest the conditions of the meeting) constitutes a waiver of notice, and any meeting at which at least two-thirds of appointed members are present is deemed to be duly called.

SECTION 17 COMMITTEES OF THE BOARD OF GOVERNORS

17.1 The Board may create one or more committees of the Board and appoint Members of the Board to serve on them. Each committee shall be established by charter and have two or more Members, who serve at the pleasure of the Board. The creation of a committee and appointment of Members to it must be approved by a majority vote of no fewer than six (6) when the action is taken.

17.2 The Board shall have the following standing committees:

17.2.1. Audit/Compliance

17.2.2. Personnel

17.2.3. Governance

17.3 Section 16, which governs meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, apply to committees of the Board and their members as well, except that a quorum shall be a majority of the members of the committee.

SECTION 18 CIVIL AIR PATROL COMMITTEES

18.1. National Finance Committee.

18.1.1. The committee shall be composed of the following:

18.1.1.1. The Chief Financial Officer who shall serve as Chair; and

18.1.1.2. Four (4) additional committee members appointed by the National Commander/Chief Executive Officer.

18.1.2. The National Finance Committee shall meet at least twice annually at such times and at such places as the Chair of the National Finance Committee shall determine. Special meetings may be called by the Chair of the National Finance Committee. 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 and speak with each

other during the meeting. A member 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.

18.1.3. The National Finance Committee, through the Chief Financial Officer shall be responsible for advising the Board of Governors Audit/Compliance Committee in the financial planning and utilization of all the funds and investments of Civil Air Patrol and shall exercise accounting control over all funds of any unit of Civil Air Patrol.

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

18.2. Constitution and Bylaws Committee.

18.2.1. The Constitution and Bylaws Committee shall consist of the following members:

18.2.1.1. The General Counsel as Chair;

18.2.1.2. Chief of the Legal Officer Corps; and

18.2.1.3. Three (3) additional members appointed by the National Commander/Chief Executive Officer.

18.2.2. The Constitution and Bylaws Committee shall be responsible to review and make recommendations to the Board's Governance Committee concerning any changes to the Constitution or Bylaws which are referred to it by the Committee, Civil Air Patrol Senior Advisory Group, any member of the Board or Civil Air Patrol Senior Advisory Group, or by the Chief Operating Officer.

18.3. Other Civil Air Patrol Committees. 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 Chair from among the members of the committee unless otherwise designated in these Bylaws.

18.3.1. Meetings of such committees shall be at such times and at such places as the Chair may determine.

18.3.2. If practicable, notice of such meetings should be given to each member at least five (5) days prior to such meeting and such notice should outline as far as practicable the matters to be considered.

18.3.3. Committee reports shall be made available to the National Commander, Civil Air Patrol Senior Advisory Group, the Chief Operating Officer, and members of the committee.

SECTION 19
CIVIL AIR PATROL NATIONAL ADVISORY COUNCIL

19.1. The Civil Air Patrol National Advisory Council shall be composed of all past volunteer national Leaders of Civil Air Patrol who served as the National Commander.

19.2. The Civil Air Patrol National Advisory Council shall be available to the Board, the National Commander/Chief Executive Officer, Chief Operating Officer, Civil Air Patrol Senior Advisory Group and Command Council, for advice and counsel on Civil Air Patrol matters, and they may perform such other duties as the National Commander or Board may consider proper.

SECTION 20
CIVIL AIR PATROL HALL OF HONOR

20.1. As its highest honor and to recognize sustained outstanding service to Civil Air Patrol, the Civil Air Patrol Senior Advisory Group may confer a Life Membership or induct a member or a longtime employee who is not a member into the Hall of Honor.

20.2. The National Commander shall appoint the Chair and at least four (4) other members to the Hall of Honor Committee.

20.3. A member is not eligible for nomination to the Hall of Honor while serving in any corporate office and for a period of two (2) years after leaving corporate office. The preceding two-year restriction does not apply to an employee who was not a corporate officer. A member or an employee, as described herein above, may be inducted into the Hall of Honor upon recommendation of the Hall of Honor Committee on approval of the Civil Air Patrol Senior Advisory Group.

20.4. 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 Civil Air Patrol Senior Advisory Group.

SECTION 21
ANNUAL REPORT TO CONGRESS

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 22
RESTRICTIONS ON CIVIL AIR PATROL SELECTEES TO THE BOARD OF GOVERNORS

22.1. A Member may not hold any other concurrent position as:

22.1.1. A commander, deputy commander, chief of staff, or Command Chief or Senior Enlisted Leader at national, region or wing level or the National Executive Officer;

22.1.2. A member of the National Commander's staff or any position that creates a perception of undue board influence in operational matters;

22.1.3. A corporate employee.

SECTION 23
REMOVAL OF MEMBERS OF THE BOARD OF GOVERNORS

23.1. Reasons to remove or propose removal of a member of the Board for cause include but are not limited to the following: Criminal conviction for a felony offense or unfavorable information, conflict of interest that cannot be reconciled, gross negligence or malfeasance, ineffectiveness, and continuous unexcused non-attendance.

23.2. The Board may remove any of its selected Civil Air Patrol Members for cause by no less than eight (8) votes at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been sent by registered or certified delivery method return receipt requested, or validated electronic receipt of email acceptance to the board member proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Board Member shall be given an opportunity to be heard and have the matter considered by the Board at the time and place mentioned in the notice; however, the Board Member shall not participate in the vote.

23.3. The Board may propose to remove any of its appointed members for cause by no less than eight (8) votes at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been sent by registered or certified delivery method return receipt requested, or validated electronic receipt of email acceptance to the Board Member proposed for removal and the Secretary of the Air Force at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Board Member shall be given an opportunity to be heard and have the matter considered by the Board at the time and place mentioned in the notice; however, the Board Member shall not participate in the vote. Following a vote of no less than eight (8) to propose removal of a Board Member appointed or jointly appointed by the Secretary of the Air Force, the Chair of the Board of Governors with the assistance of the General Counsel shall forward the recommendation to the Secretary of the Air

Force for action through the office of the Assistant Secretary for Manpower and Reserve Affairs (SAF/MR) who will appoint the replacement within 90 days.

SECTION 24

AMENDMENT OF THE CONSTITUTION AND BYLAWS

24.1. The Constitution may be amended at any time by the approval of no less than six (6) of the members of the Board at a duly constituted meeting.

24.2. These Bylaws may be amended at any time by the approval of no less than six (6) of the members of the Board at a duly constituted meeting.

24.3. Proposals to amend the Constitution and/or Bylaws may be initiated by the Board, the National Commander/Chief Executive Officer, Chief Operating Officer, or the Civil Air Patrol Senior Advisory Group.

24.3.1. Such initiatives by the Board shall be ordinarily routed through the Constitution and Bylaws Committee before being routed back to the Board for approval.

24.3.2. Such initiatives by the Civil Air Patrol Senior Advisory Group shall be ordinarily routed through the Constitution and Bylaws Committee before being submitted to the Board for approval.

24.3.3. Notwithstanding the foregoing, the Board may exercise its discretion in making exceptions to this process for any reason, including but not limited to administrative changes and exigent circumstances.

SUMMARY OF CHANGES

21 May 2025

Constitution and Bylaws revised in their entirety. Prior references to Board of Governors Standards of Conduct, Conflicts of Interest and Indemnification for Board members are now included in Board Policies. In addition, Civil Air Patrol member indemnification is referred to in pertinent directives.