

Subject: TAI 2018 Resolution # 01 – Limitation on Number of Positions a Candidate Can Run For

Affected Bylaw: Article V, Section 1, National Officers and Duties:

Officers

The National officers of TAI (“**Officers**”) will consist of the following: (a) the National President and First Vice President, each elected by the Voting Members; (b) the Second Vice President (Military), who will be appointed by the National President; (c) the Executive Recording Secretary, Treasurer, Financial Secretary, and Parliamentarian, each elected by the Voting Members; (d) the Historian and Public Relations Officer, each appointed by the National President and approved by the Board. The DOTA Advisory Panel is appointed by the National President and does not vote on matters before the Board. The provisions of these Bylaws applicable to Officers and National Directors shall apply to individuals serving as Officers and Directors in each such capacity, unless the context requires otherwise.

Officers elected by the voting Members shall be elected by majority vote at the National Convention.

Officers elected by the Voting Members shall be elected by majority vote and presented at the National Convention. The Procedures Manual will outline the process.

Any Officer or Director (including those elected by the Voting Members or appointed by the Board) may be removed (A) by majority vote of the Voting Members at a National Convention or (B) upon an affirmative vote of at least two-thirds (2/3) of the entire Board (1) for Cause or (2) whenever in its judgment the best interests of TAI would be served. Removal for Cause of an Officer who serves as a Director shall be subject to the provisions of Section 14 of Article III of these Bylaws.

Amended: Article V, Section 1, as indicated below:

Officers

The National officers of TAI (“**Officers**”) will consist of the following: (a) the National President and First Vice President, each elected by the Voting Members; (b) the Second Vice President (Military/Retired), who will be appointed by the National President; (c) the Executive Recording Secretary, Treasurer, Financial Secretary, and Parliamentarian, each elected by the Voting Members; (d) the Historian and Public Relations Officer, each appointed by the National President and approved by the Board. The DOTA Advisory Panel is appointed by the National President and does not vote on matters before the Board. The provisions of these Bylaws applicable to Officers

and National Directors shall apply to individuals serving as Officers and Directors in each such capacity, unless the context requires otherwise.

~~Officers elected by the voting Members shall be elected by majority vote at the National Convention.~~

Officers elected by the Voting Members shall be elected by majority vote and presented at the National Convention. The Procedures Manual will outline the process.

Any Officer or Director (including those elected by the Voting Members or appointed by the Board) may be removed (A) by majority vote of the Voting Members at a National Convention or (B) upon an affirmative vote of at least two-thirds (2/3) of the entire Board (1) for Cause or (2) whenever in its judgment the best interests of TAI would be served. Removal for Cause of an Officer who serves as a Director shall be subject to the provisions of Section 14 of Article III of these Bylaws.

Individuals can run for and hold only one position at the National or Regional level during an election year. Individuals cannot hold multiple officer or director positions, as serving in multiple officer positions has a tendency to be unmanageable and creates a conflict of interest.

Officers elected by the Voting Members shall be elected by majority vote during National and Region Elections. An individual can run for and hold only one position at the National or Regional level during an election year.

The Voting Members of each Region shall elect four (4) Regional Representatives to serve on the Board (twelve (12) Regional Representatives in total). Regional Representatives shall serve as first line liaisons between Chapters in the Region and the National Board.

Rationale: Allowing individuals to run for and/or hold multiple positions at the National and Regional levels has great potential to create a conflict of interest, and diminish the integrity of TAI. In addition, it is inconceivable that an individual could be elected by his/her peers, hold multiple positions, and perform his/her fiduciary responsibilities in a responsible and professional manner.

Resolution for Adoption: THEREFORE, be it resolved that **Article V, Section 1**, be amended herein to allow candidates seeking office at either the National or Regional level, to run for only one position during an election year.

Subject: **TAI 2018 Resolution – #02 - Balloting and Election Committee**

Affected Bylaw: Article VII, Section 3: Committees

Section 3. Permanent Committees. As of the Effective Date, the Permanent Committees of TAI consist of the Executive Committee, Finance Committee, Membership Committee, Awards Committee/Noel F. Parrish Award Committee, Heritage Committee, Youth Committee, Development, Merchandise Committee and Fundraising Committee, all of which will meet regularly in support of TAI requirements.

As of the Effective Date, the Personnel Committee, Public Relations Committee, Nominations Committee, Military Affairs Committee, Bylaws Committee, Protocol Committee, Harry Sheppard Research/History Committee and Resolutions Committee are permanent committees that meet and operate as needed.

The Personnel Committee will be appointed by the Board in consultation with the National President. Members of this committee must have the necessary credentials, knowledge and experienced in human resources matters, including with respect to the Fair Labor Standards Act (FLSA), wage and hour issues, and other applicable state and federal employment rules and regulations.

Amended:

Section 3. Permanent Committees. As of the Effective Date, the Permanent Committees of TAI consist of the Executive Committee, Finance Committee, Membership Committee, Awards Committee/Noel F. Parrish Award Committee, Heritage Committee, Youth Committee, Development, Merchandise Committee and Fundraising Committee, all of which will meet regularly in support of TAI requirements.

As of the Effective Date, the Personnel Committee, Public Relations Committee, Nominations Committee, Military Affairs Committee, Bylaws Committee, Protocol Committee, Harry Sheppard Research/History Committee, **Balloting and Election Committee** and Resolutions Committee are permanent committees that meet and operate as needed.

The Personnel Committee will be appointed by the Board in consultation with the National President. Members of this committee must have the necessary credentials, knowledge and experienced in human resources matters, including with respect to the Fair Labor Standards Act (FLSA), wage and hour issues, and other applicable state and federal employment rules and regulations.

Rationale: TAI needs a specific committee that addresses the incorporation of electronic ballots or USPS mail ballots for voting, as the members no longer vote on anything at the National Convention. It is responsible for securing the vendor who will handle the electronic voting as well as the vendor who will handle the USPS mail ballots. This committee would meet only as needed and will consist, at a minimum, of the Chairs of the following committees: Nominations, Resolutions, and Membership; and, will include the National Parliamentarian and two ad hoc members appointed by the National President.

Resolution for Adoption: Be it resolved that **Article VII, Section 3** be amended and restated to include a new committee: “Balloting and Election Committee.

Subject: **TAI 2018 Resolution #03 - Region Presidents Role on the Executive Committee**

Affected Bylaw: Article VII, Sections 1 and 2

Section 1. General. The Board may appoint from among its members one or more committees, composed of one (1) or more Directors, for such purposes and with such powers as the Board may provide; provided, that neither the Executive Committee nor any other committee shall have the power to amend, adopt or repeal the Articles or these Bylaws, fill vacancies on the Board, remove any members of the Board, authorize distributions, or propose to Members any action that requires Member approval.

Committee Chairs will be appointed by the National President from among qualified TAI Members.

Procedures and requirements for the operation of Committees may be set forth in the Manual, or as determined by the Board from time to time.

Section 2. Executive Committee. When the Board is not in session, the Executive Committee shall have and may exercise such powers as delegated to it by the Board.

As of the Effective Date, the Executive Committee will be comprised of:

- National President
 - First Vice President (National)
 - Executive Recording Secretary (National)
 - Treasurer (National)
 - Parliamentarian (National)
 - Three (3) Regional Presidents (one (1) from each Region)
- A. The Executive Committee shall act on behalf of, and within the powers delegated to it, by the Board.
 - B. The Executive Committee will meet as required.
 - C. The Executive Committee will report all of its recommendations or actions to the National President and the Directors for review and approval.
 - D. Any expenditure in excess of \$20,000, individually or in the aggregate during any two (2) year term, shall require the prior approval of a majority of the full Board.

Amended: Article VII, Section 1

Section 1. General. The Board may appoint from among its members one or more committees, composed of one (1) or more Directors, for such purposes and with such powers as the Board may provide; provided, that neither the

Executive Committee, which consists of the nationally elected officers, elected by majority of the voting members of the body, nor any other committee shall have the power to amend, adopt or repeal the Articles or these Bylaws, fill vacancies on the Board, remove any members of the Board, authorize distributions, or propose to Members any action that requires Member approval.

Committee Chairs will be appointed by the National President from among qualified TAI Members.

Procedures and requirements for the operation of Committees may be set forth in the Manual, or as determined by the Board from time to time.

Section 2. Executive Committee. When the Board is not in session, the Executive Committee shall have and may exercise such powers as delegated to it by the Board.

As of the Effective Date, the Executive Committee will be comprised of:

- National President
- First Vice President (National)
- Executive Recording Secretary (National)
- Treasurer (National)
- Financial Secretary (National)
- Parliamentarian (National)
- ~~Three (3) Regional Presidents (one (1) from each Region)~~

- A. The Executive Committee shall act on behalf of, and within the powers delegated to it, by the Board.
- B. The Executive Committee will meet as required.
- C. The Executive Committee will report all of its recommendations or actions to the National Board of Directors for review and approval.
- D. Any expenditure in excess of \$20,000, individually or in the aggregate during any two (2) year term, shall require the prior approval of a majority of the full Board.

Rationale: The Executive Committee is comprised of nationally elected officers. Any meetings held by this committee is an opportunity for those officers to communicate with one another; and, for the National President, who presides over this committee to apprise them of his/her plans for the organization going forward so each may execute his/her respective duties in accordance. The focus of the Executive Committee is strictly on a national/strategic level. No single Regional President can directly impact or influence a national officer's committee; and, region and chapter issues are not discussed on a national level.

Article X, Section 1 of the current Bylaws states, "The Voting Members of each Region will elect their respective Regional Presidents and four (4) Regional Representatives as

their designated representatives on the Board, who shall act on behalf of their respective Regions and the Corporation as a whole.” Since the members of each region elects their respective representation, those Region officers are not nationally elected and, therefore, should not be members of the Executive Committee. They are already on the (national) Executive Board of Directors. Region Presidents should be mandated to create and use their respective region boards to discuss issues that pertain to their level of organizational operations; such as, focusing their attention on growing chapters and replicating sound STEM based youth programs. They should be identifying regional opportunities for growth, while engaging the Board to market their programs and create fundraising opportunities for local support.

Resolution for Adoption: Therefore, be it resolved that TAI By-Laws, **Article VII, Section 1** be amended and restated to define the Executive Committee composition to include only nationally elected officers. And, **Article VII, Section 2**, be amended and restated to exclude Region Presidents from being on the Executive Committee. Therefore, Region Presidents can best serve their regional chapters through their position on the Board and not the Executive Committee.

Subject: TAI 2018 Resolution #04 – Composition of the Board of Directors (BoD), Articles III, VI, X

Affected Bylaw: Article III, Section 3

Number and Election. The number of Directors which shall constitute the entire Board shall be determined, and may be changed from time to time, by resolution of the Board, but the number shall be no less than three (3) and no more than thirty (30). Effective upon the adoption of these Bylaws, the number of Directors which shall constitute the entire Board shall initially be twenty-six (26) including historian, public relations and three (3) corporate slots any vacancies). As of the Effective Date, the Board shall be composed of the following officers:

- National President
- First Vice President
- Second Vice President (Military)
- Executive Recording Secretary
- Treasurer
- Financial Secretary
- Parliamentarian
- Three (3) Regional Presidents (one (1) from each Region)
- Twelve (12) Regional Directors (four (4) from each Region)
- Immediate Past President (serving for one (1) year following the expiration of his or her term in office as National President, subject to extension for an addition one (1) year by the then-current National President); provided, that if a National President is reelected to serve another term as National President or elected to serve as any other voting member of the Board, such National President shall serve on the Board as the National President or in such other office (and not as the Immediate Past President) and the Board seat of the Immediate Past President shall remain vacant during the succeeding Board term

Each of the above shall be full, voting members of the Board.

- In addition, the Board may select three (3) Corporate Directors to serve on the Board in a non-voting capacity. Unless otherwise specified in these Bylaws or determined by the Board, such non-voting Corporate Directors shall be counted for purposes of calculating the number of Directors required for a quorum and the number of Directors constituting the full Board.

Each of the Directors shall be elected by the Voting Members (each for a two (2) year term) at annual meetings of the Members (the National Convention, as defined below); provided, that (a) the Second Vice President (Military) shall be appointed by the National President, (b) the Regional Presidents (one (1) Regional President from each Region) shall be elected by Voting Members from their respective Regions at the applicable Regional Caucus (as defined below) or as otherwise determined by the applicable Region and approved by the Board, (c) the Regional Directors (four (4) Regional Directors from

each Region) shall be elected by Voting Members from their respective Regions at the applicable Regional Caucus or as otherwise determined by the applicable Region and approved by the Board, and (d) the Immediate Past President shall be the immediate past National President (without reelection or election as another voting member of the Board), and shall serve for one (1) year following the expiration of his or her term as National President, unless his or her term is extended for an additional one (1) year by the then-current National President.

Amended: Article III, Section 3

Number and Election. The number of Directors which shall constitute the entire Board shall be determined, and may be changed from time to time, by resolution of the Board, but the number shall be no less than three (3) and no more than thirty (30). Effective upon the adoption of these Bylaws, the number of Directors which shall constitute the entire Board shall initially be ~~twenty-six (26)~~ **seventeen (17) (including historian, public relations and three (3) corporate slots** ~~any~~ ~~vacancies~~). As of the Effective Date, the Board shall be composed of the following officers:

- National President
 - First Vice President
 - Second Vice President (Military)
 - Executive Recording Secretary
 - Treasurer
 - Financial Secretary
 - Parliamentarian
 - Three (3) Regional Presidents (one (1) from each Region)
 - ~~Twelve (12) Regional Directors (four (4) from each Region)~~
-
- Immediate Past President (serving for one (1) year following the expiration of his or her term in office as National President, subject to extension for an addition one (1) year by the then-current National President); provided, that if a National President is reelected to serve another term as National President or elected to serve as any other voting member of the Board, such National President shall serve on the Board as the National President or in such other office (and not as the Immediate Past President) and the Board seat of the Immediate Past President shall remain vacant during the succeeding Board term.

Each of the above shall be full, voting members of the Board.

- In addition, the Board may select three (3) Corporate Directors to serve on the Board in a non-voting capacity. Unless otherwise specified in these Bylaws or determined by the Board, such non-voting Corporate Directors shall be counted for purposes of calculating the number of Directors required for a quorum and the number of Directors constituting the full Board.

Each of the **National Officers** Directors shall be elected by the Voting Members for a period ~~(each for a two (2) year term)~~ **not to exceed two (2) consecutive two (2) year terms**

~~at annual meetings of the Members (the National Convention, as defined below); provided, that (a) the Second Vice President (Military) shall be appointed by the National President, (b) the Regional Presidents (one (1) Regional President from each Region) shall be elected by Voting Members from their respective Regions at the applicable Regional Caucus (as defined below) or as otherwise determined by the applicable Region and approved by the **their** Board, (c) the Regional Directors (four (4) Regional Directors from each Region) shall be elected by Voting Members from their respective Regions at the applicable Regional Caucus or as otherwise determined by the applicable Region and approved by the Board, and (d) **(e)** the Immediate Past President shall be the immediate past National President (without reelection or election as another voting member of the Board), and shall serve for one (1) year following the expiration of his or her term as National President, unless his or her term is extended for an additional one (1) year by the then-current National President.~~

Affected Bylaw: Article VI, Sections 1-4

Article VI: Regional Officers and Duties

Section 1. REGIONAL OFFICERS

The officers of each Region (as set forth in Article X) will consist of a Regional President who shall serve on the National Board. The Regional President shall appoint a Regional First Vice President and a Regional Second Vice President from among the elected Regional Directors.

- A. The duties of the Regional First Vice President are to perform the duties of the Regional President in the incumbent's absence or upon the incumbent's request. In the event of the death, incapacity, resignation, or removal of the Regional President, the Regional First Vice President shall become the Regional President for the remaining portion of the term.

- B. The duties of the Regional Second Vice President are to assume the duties of the Regional First Vice President, as needed.

Section 2. REGIONAL DIRECTORS

The Voting Members of each Region shall elect four (4) Regional Representatives to serve on the Board (twelve (12) Regional Representatives in total). Regional Representatives shall serve as first line liaisons between Chapters' in the Region and the National Board.

Section 3. TERM AND ELECTION

Except as indicated above or otherwise determined by the Board, the Regional President, Regional Directors and any other Regional officers shall be elected by the Voting Members of the respective Region at the applicable Regional Caucus, or as provided in Section 3 of Article X of these Bylaws, and shall serve in such offices for two (2) year terms consistent with Section 4 of Article III of these Bylaws.

Section 4. **RESPONSIBILITIES OF REGIONAL OFFICERS AND REPRESENTATIVES**

The Regional President, Regional Representatives and any other Regional officers shall represent the Members of their respective Region, but in executing their duties, they must also act in the best interests of TAI and in accordance with their fiduciary duties to the Corporation, as a whole.

Amended: Article VI, Sections 1-4

Section 1. **REGIONAL OFFICERS**

The officers of each Region (as set forth in Article X) will consist of a Regional President who shall serve on the National Board. The Regional President shall appoint a Regional First Vice President and a Regional Second Vice President from among the elected Regional ~~Directors~~ **Representatives**.

- A. The duties of the Regional First Vice President are to perform the duties of the Regional President in the incumbent's absence or upon the incumbent's request. In the event of the death, incapacity, resignation, or removal of the Regional President, the Regional First Vice President shall become the Regional President for the remaining portion of the term.
- B. The duties of the Regional Second Vice President are to assume the duties of the Regional First Vice President, as needed.

Section 2. **Regional ~~DIRECTORS~~ Representatives**

The Voting Members of each Region shall elect four (4) Regional Representatives to serve on **its respective Regional** Board (twelve (12) Regional Representatives in total). Regional Representatives shall **continue to** serve as first line liaisons between Chapters in the Region and **relay information to their respective Region Presidents, who in turn, will bring those issues, if required, to** the National Board.

Section 3. **TERM AND ELECTION**

Except as indicated above or otherwise determined by the Board, the Regional President, Regional ~~Directors~~ **Representatives** and any other Regional officers shall be elected by the Voting Members of the respective Region at the applicable Regional Caucus, or as provided in Section 3 of Article X of these Bylaws, and shall serve in such offices for ~~two (2) year terms consistent~~ **no more than two (2) year terms consistent** with Section 4 of Article III of these Bylaws.

Section 4. **RESPONSIBILITIES OF REGIONAL OFFICERS AND ~~DIRECTORS~~ REPRESENTATIVES**

The Regional President, Regional ~~Directors~~ Representatives and any other Regional officers shall represent the Members of their respective Region. **In executing their duties, they must also act in the best interests of TAI and in accordance with their fiduciary duties to the Corporation,**

as a whole via assisting the chapters in elevating the corporate organization's reputation on a local level.

Affected Bylaw: Article X, Sections 1 and 3: Regions, Chapters

Section 1. Regions. The Members and Chapters of the Corporation shall be organized into three (3) regions (“**Regions**”) consisting of geographical areas established in order to assure sectional representation on the Board, and to facilitate communication between the Board and the various regions of the nation and the world. The Voting Members of each Region will elect their respective Regional Presidents and four (4) Regional Directors as their designated representatives on the Board, who shall act on behalf of their respective Regions and the Corporation as a whole.

Section 3. Regional Caucuses. The Voting Members of each Region shall elect their Regional President and Region Representatives in conjunction with the revised election process during the election years as presented to the Board.

Amended: Article X, Sections 1 and 3: Regions, Chapters

Section 1. Regions. The Members and Chapters of the Corporation shall be organized into three (3) regions (“**Regions**”) consisting of geographical areas established in order to assure sectional representation on the Board, and to facilitate communication between the Board and the various regions of the nation and the world. The Voting Members of each Region will elect their respective Regional Presidents and four (4) Regional ~~Directors~~ **Representatives** as their designated representatives on the **Region** Board, who shall act on behalf of their respective Regions and the Corporation as a whole. **The twelve (12) Regional ~~Director~~ Representatives will meet with its respective Region BoD, not National which places them in a better position to provide direct services to their assigned Chapters in their particular region.**

Section 3. Regional Caucuses. The Voting Members of each Region shall elect their Regional President and Region Representatives, **with chapter assignments**, in conjunction with the revised election process during the election years as presented to the Board **and later the Body**.

Rationale: Regional Representatives serve as first-line liaisons between chapters in the region and their Regional President, as a proper chain of command would dictate. They provide direct services to their assigned chapters and should have monthly or quarterly meetings with their assigned chapter presidents to discuss their needs and/or concerns, which in turn are relayed to the Region President during their regional board meeting for action or further elevation as needed. TAI is best served when Region Representatives engage with and assist their assigned chapter presidents; thereby extending the capabilities of their region presidents. Additionally, by reassigning Regional Representatives to their Regional Boards, the National Board's span of control becomes more manageable and less unwieldy.

Resolution for Adoption: Therefore, be it resolved that the following TAI Bylaws, be amended and restated:

- **Article III, Section 3** – Effective upon the adoption of these Bylaws, the number of Directors which shall constitute the entire Board shall be seventeen (17) (including historian, public relations and three (3) corporate slots.)
- **Article VI, Section 2** – TAI will dissolve the use of Regional Representatives as members of the National Board of Directors.
- **Article VI, Section 4** - The Regional President, Regional Representatives and any other Regional officers shall represent the Members of their respective Region. In executing their duties, they must also act in the best interests of TAI and in accordance with their fiduciary duties to the Corporation, as a whole via assisting the chapters in elevating the corporate organization's reputation on a local level.
- **Article X, Section 3 - Regional Caucuses.** The Voting Members of each Region shall elect their Regional President and Region Representatives, with chapter assignments, in conjunction with the revised election process during the election years as presented to the Board and later the Body.

SUBJECT: TAI 2018 Resolution #05 - Minor Administrative Edits to Bylaws

Affected Bylaw: Article V, Section 5, Paragraph 1

Section 5. **DUTIES OF THE EXECUTIVE RECORDING SECRETARY**

The duties of the Executive Recording Secretary are to record all meetings of The Board, the Executive Committee, and National Convention, and deliver all recorded media, notes, attachments, and support documents to the National President within sixty-five (65) days of the close of the applicable meeting. Resolutions approved during National Convention are sent to the Chairs of the Resolutions and Bylaws Committees for authentication and publication. The Executive Recording Secretary shall serve on the Board and shall have such other duties as may be set forth in the Manual, or as determined by the Board from time to time.

Amended: Article V, Section 5, Paragraph 1

Section 5. **DUTIES OF THE EXECUTIVE RECORDING SECRETARY**

The duties of the Executive Recording Secretary are to record all meetings of The Board, the Executive Committee, and National Convention, and deliver all recorded media, notes, attachments, and support documents to the National President within sixty-five (65) days of the close of the applicable meeting. The Executive Recording Secretary shall serve on the Board and shall have such other duties as may be set forth in the Manual, or as determined by the Board from time to time.

Minor changes to the Bylaws, such as edits or administrative changes, can be made by the Executive Recording Secretary or Chair of the Bylaws Committee, at the direction of the President/Board of Directors without a formal vote, provided that such changes DO NOT change the content of the Bylaw itself.

Rationale: Currently TAI By-Laws states, “All resolutions and By-Law changes approved by the Board of Directors must be ratified by a two-thirds (2/3) vote of the Membership/Body by absentee ballot or direct voting at next convention”. The above stated resolution eliminates that process and allows the Board to approve minor edits and administrative changes and TAI members no longer have to vote on administrative changes.

Resolution for Adoption: THEREFORE, be it resolved that **Article V, Section 5, Paragraph 1** be amended to allow the Executive Recording Secretary or Chair of the Bylaws Committee, at the direction of the President/Board of Directors without a formal vote, provided that such changes DO NOT change the content of the Bylaw itself.

Subject: **TAI Resolution #06 –TAI Term Limits per the DC Code**

Affected Bylaw: Article III, Section 3, last paragraph; and Section 4. Terms of Directors and Officers.

Each of the Directors shall be elected by the Voting Members (each for a two (2) year term at annual meetings of the Members (the National Convention, as defined below); provided, that (a) the Second Vice President (Military) shall be appointed by the National President, (b) the Regional Presidents (one (1) Regional President from each Region) shall be elected by Voting Members from their respective Regions at the applicable Regional Caucus (as defined below) or as otherwise determined by the applicable Region and approved by the Board, (c) the Regional Directors (four (4) Regional Directors from each Region) shall be elected by Voting Members from their respective Regions at the applicable Regional Caucus or as otherwise determined by the applicable Region and approved by the Board, and (d) the Immediate Past President shall be the immediate past National President (without reelection or election as another voting member of the Board), and shall serve for one (1) year following the expiration of his or her term as National President, unless his or her term is extended for an additional one (1) year by the then-current National President.

Section 4. Terms of Directors and Officers. Except as stated above for the Immediate Past President (who shall serve for a term of one (1) year, subject to extension for an additional year by the then-current National President), each Director elected shall hold office for a two (2) year term (measured by the time between National Conventions) until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Unless otherwise determined by the Board or the Members, Directors may be re-elected for additional terms without term limits. Directors need not be residents of the District of Columbia. The term of any Director who is also an officer shall apply to such individual in their capacity as both Director and officer. Any officer also serving as a Director shall serve as an officer and Director conterminously.

Amended: Article III, Section 3, last paragraph; and Section 4.

Each of the National Officers/Directors shall be elected by the Voting Members for a period not to exceed two (2) consecutive (2) year terms for a maximum of five (5) years, in accordance with DC Code.

Section 4. Terms of Directors and Officers. Except as stated above for the Immediate Past President (who shall serve for a term of one (1) year, subject to extension for an additional year by the then-current National President), each Director elected shall hold office for a two (2) year term (measured by the time between National Conventions) until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Unless otherwise determined by the Board or the Members,

Directors may be re-elected for additional terms for a period not to exceed two (2) consecutive two-year terms for a maximum of five (5) years, in accordance with DC Code.

Directors need not be residents of the District of Columbia. The term of any Director who is also an officer shall apply to such individual in their capacity as both Director and officer. Any officer also serving as a Director shall serve as an officer and Director conterminously.

Rationale: TAI to set term limits for all elected TAI National Officers/Directors, Regional Presidents and Regional Board Representatives for a period not to exceed two (2) consecutive (2) year terms, in accordance with DC Code, not to exceed a total of five (5) years. This will allow for the organization to attract new and fresh engagement to advance TAI going forward and to attract professional members of TAI who are focused and dedicated to the legacy of Tuskegee Airmen and have a willingness to execute the business of TAI in a sound fiscal manner.

Resolution for Adoption: THEREFORE, be it resolved that **Article III, Section 3, last paragraph; and Section 4**, be adopted as amended herein to set term limits for all elected TAI National Officers/Directors, Regional Presidents and Regional Board Representatives for a period not to exceed two (2) consecutive two-year terms for a maximum of five (5) years, in accordance with DC Code.