

# THE SOCIETY OF WILD WEASELS

## BYLAWS

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8 April 2022

# THE SOCIETY OF WILD WEASELS - BYLAWS

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# BYLAWS OF THE SOCIETY OF WILD WEASELS

## ARTICLE I. PURPOSE

**Section 1. Vision:** To preserve, to continue, and to educate others about the Wild Weasel (WW) Concept of Operations.

**Section 2. Overview:** The Society of Wild Weasels (SOWW) is a nonprofit military fraternal organization and is the primary organization dedicated to supporting and preserving the WW Concept. The SOWW was established for those who have an interest in or have participated in the WW concept, program, or the mission. Since 4 December 2006 the SOWW has been an IRS recognized 501 (c) (3) organization with EIN 56-2600031. The 29 April 2010 Charter, a Certificate issued by the Department of Consumer and Regulatory Affairs, Government of the District of Columbia, Washington, DC, allows the Society of Wild Weasels to operate as a nonprofit corporation under the Washington D.C. Nonprofit Corporation Act.

## ARTICLE II. DEFINITIONS

**Section 1. Wild Weasel Concept of Operations:** To control the military operational airspace through the physical destruction of hostile electronic emitters using Suppression or Destruction of Enemy Air Defenses (SEAD/DEAD) tactics. Frequently referred to as the "Wild Weasel Mission."

**Section 2. Insignia:** The official emblem of the SOWW is a silver rhombus skewed to the right with rounded corners and a broad sky-blue lightning bolt signifying the Electronic Warfare Mission superimposed with a caricature of a standing angry Weasel named "Willie." Willie is adorned with aviator goggles, a flowing golden scarf, a gold lightening stroke shield, a harness with gold tipped javelin weapon in the right paw, and a control stick in the left paw. The Latin slogan *CAVE PUTORIUM*, loosely translated to "Beware the Wild Weasel," is inscribed across the bottom in bold dark-blue script.



**Section 3. Member:** An individual in one of four categories who has satisfied all other membership requirements as determined by these Bylaws and approved by the Board of Directors (the Board).

**Section 4. Board of Directors:** A group of people who manage or direct an organization.

**Section 5. Officer Director:** A SOWW member who has been elected by the membership as set forth in Article VI.

**Section 6. Other Board Director or Officer:** A SOWW member who has been selected to be on the Board of Directors by the Executive Committee.

**Section 7. Executive Committee:** The five elected SOWW Officers plus any Director or Officer selected by the Executive Committee to be an Executive Committee member.

**Section 8. Replacement Board Member:** A SOWW member appointed to the Board of Directors pursuant to the requirements set forth in Article V, Section 14. C. to fill a member-elected officer or an Executive Committee-selected director or officer position.

### **ARTICLE III. MEMBERSHIP**

**Section 1. Membership Criteria:** Individuals in these categories are eligible to become a SOWW member:

- A. U.S. Armed Forces: A current or former military member (from the Regular, Reserve or National Guard Component) that actively participated in the WW Mission or contributed to the WW program, concept, or mission is eligible to be a regular member.
- B. Civil Service: A current or former U.S. Government civilian employee that has contributed to the WW program, concept, or mission is eligible to be a regular member.
- C. Industry: A contractor who has made unique contributions to the WW program, concept, or mission is eligible to be a regular member.
- D. Others: Supporters of the WW program, concept, or mission other than those defined above, are eligible to be an associate member.

**Section 2. Regular Member:** Individuals who meet Section 1 A., B., or C. criteria. Only Regular Members pay dues and may vote.

- A. Active Regular Member: A regular member whose annual dues are current or a regular member who has paid life membership dues. A WW who becomes a Prisoner of War while on a SEAD/DEAD Mission is automatically a Life Member.
- B. Non-current Regular Member: A regular member whose dues are in arrears for more than 14 days.

**Section 3. Associate Member:** An individual that does not meet Regular Membership Criteria in Article 1 but has an interest, belief, and supports the SOWW and WW Concept. Selection requires unanimous vote of the Executive Committee. Associate members are eligible for all the member social benefits, but they may not make nominations, hold office, or vote in elections. After the membership application fee, they do not pay additional dues.

**Section 4. Honorary Member:** An individual whom the Board believes deserves recognition for their interest, belief, and support of the SOWW and WW Concept, and they do not qualify for Regular Membership. Active Members may nominate potential selectees for this category to the Board. Selection requires unanimous vote of the Executive Committee. Honorary members are eligible for all the member benefits, do not pay dues, and may not hold office or vote in elections.

**Section 5. Surviving Family Member:** Family member of a deceased SOWW member who was in any membership category. They do not vote or pay dues.

**Section 6. Member Rights:** Only active regular members have all rights and privileges of the SOWW. Any active regular member may run for office, submit nominations for office, and submit proposals for Bylaw revision or other business to be considered and voted upon by either the Board or the Members. Members proposing alterations or Bylaw amendments must present them in writing, with proper justification, at least 60 days prior to a scheduled SOWW Business Meeting (refer to Article XIII). Non-current, associate, and honorary members may only attend SOWW Business Meetings and social functions.

**Section 7. Member Business Meeting:** An active regular SOWW Member may attend the Member Business Meeting and any Board Meeting. The Member Business Meeting will occur as directed by the Executive Committee and is mandatory at every reunion.

**Section 8. Member Voting:**

- A. Active regular and life members are eligible for and entitled to one (1) vote. Elections to approve Board Member are normally conducted during SOWW Member Business Meetings. If this is not practical, the Executive Committee may direct an alternative method.
- B. The active regular members attending the reunion member business meeting shall constitute a quorum capable of transacting all business properly brought before the meeting.
- C. A simple majority vote of the quorum is required to approve officer selections.
- D. A two-thirds (2/3) majority of the quorum is required to approve or change the Bylaws, alter delegated powers, or to remove an elected officer.

**Section 9. Member Dues:** Regular members are required to pay applicable dues. Member dues and other fees are determined and set by the Board.

**Section 10. Membership Termination or Denial:**

- A. SOWW membership may be terminated by resignation at any time with a written letter or email to the Chief WW or any Board Member.
- B. Membership shall lapse for failure to pay dues at such time or times as the Board may establish.
- C. Membership may be terminated or denied for cause, after a closed hearing of the Board, by the affirmative vote of two-thirds of the entire Board. Causes for termination or denial may include, but are not limited to, conduct contrary to the best interests of the SOWW such as conviction in a court of law for a crime of moral turpitude.
  - a. The member will be provided written notice of the termination or denial and the reasons therefore at least 45 days prior to the closed hearing.

- b. To challenge the termination or denial the member considered for termination or denial may either submit a written defense, appear in person before the Board, or do both.
- c. There is no right to representation in these proceedings. If affirmed by a vote of the Board, the termination or denial is effective five days after the conclusion of the closed hearing.

#### **ARTICLE IV. SOCIETY BUSINESS**

Society Business has been historically accomplished via several types of meetings: Executive Committee; Board of Directors; Committee; and Business meetings but may be conducted in any manner which the Executive Committee deems appropriate. These meeting requirements, purpose, scheduling, and meeting conduct are described in the appropriate Articles or Attachments of these Bylaws.

#### **ARTICLE V. BOARD OF DIRECTORS**

**Section 1. Board Structure:** The Board has two types of directors: the member-elected Officer Directors (the Executive Committee) and the Executive Committee-selected Directors or Officers. All Board members must be an active SOWW member in good standing.

**Section 2. Officers and Directors:**

- A. The five Officer Directors elected by the membership form the Executive Committee (EC). If a member-elected position is vacated before the term expires, the EC may select replacements in accordance with Attachment 1 of these bylaws.
- B. Other Director and Officer positions are established by the EC to advise and assist them with the day-to-day SOWW operations. As needed, the EC may select other Directors or Officers to: cast a one-time vote on an issue; be a permanent voting member of the EC; or to be a permanent non-voting advisor of the EC.
- C. The EC directs the operations of the association on behalf of the membership. The EC has general authority over all policy issues and primary jurisdiction over issues involving membership, dues, budget, Board voting process/procedures, and other policy matters that may arise in conducting SOWW business.
- D. Any SOWW Active Regular Member in good standing may request a member-elected Board Officer or EC-selected Director or Officer be removed for specific reasons that must be presented in writing to the EC. A secret, majority vote of the other EC members, officiated by a chosen EC member, is required for removal.

**Section 3. Responsibilities of the Board of Directors:**

- A. The Board shall execute the powers entrusted by its members, these Bylaws, and the Articles of Incorporation (Charter). The delegated and vested powers of any officer, member, committee, agent, or employee of the SOWW may be limited, altered, or revoked by the EC. Singly these officers are not

authorized to commit the SOWW or any members to pecuniary liability without due consideration or approval by majority consent of the EC. Policies and operating instructions describing the management responsibilities and processes of the SOWW may be developed and must be approved by a majority vote of the EC.

- B. Obligations created by officers or employees on behalf of the SOWW shall be binding upon the SOWW provided that no obligation, contract, or liability shall directly benefit the officer, member, agent, or employee of the SOWW, but that such party contracted with shall look solely to the assets of the SOWW for satisfaction of such contract, and the SOWW will defend and indemnify any such individual acting within his authority on behalf of the SOWW.
- C. Specific Board of Director Titles and Duties and the Board of Director Operations are described in Attachment 1.

**Section 4. Officer and Director Terms of Office:**

- A. A member-elected Officer Director traditionally serves a four-year term. These officers may remain on the board for consecutive terms as necessary and with majority EC approval. Terms of office for member-elected Officer Directors begin at the end of the reunion at which they are elected and expire when they are replaced by a newly elected Officer Director.
- B. Ideally the terms of member-elected Officer Directors shall be staggered with no more than two positions being filled at each member-election. Terms of office for other Directors or Officers begin upon election by the EC and will expire as the EC determines. The other Directors and Officers may serve consecutive terms consistent with the approval procedures outlined herein.

**ARTICLE VI. OFFICER SELECTION and ELECTIONS**

**Section 1. Officer Selection Criteria and Process:** A nominated and elected member must be an Active Regular Member in good standing. Good standing is determined by a majority vote of the EC. The SOWW does not use a rigidly-defined nominating process. As such, interested Active Regular Members in good standing may volunteer for a Board position; but typically, the Board will seek a likely candidate to volunteer for a specific Officer or Director position.

**Section 2. Officer Election Process:** The selected candidate shall be approved by a majority vote of the EC. Once approved by the EC, the selected candidate will be ratified by the membership at a SOWW Business Meeting. A selected candidate may function in the designated Board position after EC approval and before SOWW Membership ratification.

**Section 3. Other Elections, Referenda, and Membership Votes:** As necessary, elections, referenda, and other membership votes may be held electronically for other issues that cannot be delayed until the next SOWW Business Meeting.



## **ARTICLE VII. INDEMNIFICATION**

Any person who serves on behalf of the SOWW as a director, officer, employee, chair, or committee member shall be deemed an agent of the SOWW for purposes of legal indemnification and shall be indemnified by the SOWW against reasonable expenses incurred by such person in accordance with and to the fullest extent permitted by the laws of the District of Columbia.

## **ARTICLE VIII. CONFLICTS of INTEREST**

No SOWW officer, director, or committee member shall request or accept any interest or favor (financial or otherwise) that might influence his or her actions relating to the SOWW or its affiliated organizations. The Board acknowledges that conflicts of interest may occasionally arise and that neither the elimination from the Board of all persons who might potentially have any such conflict nor the avoidance of all transactions involving a conflict of interest would necessarily serve the best interests of the SOWW. Nonetheless, each member of the Board is encouraged to avoid undisclosed conflicts of interest and to refrain from influencing the Board's action on a matter in which such Director is financially interested. It is therefore SOWW policy to avoid the participation of any director in the Board's consideration of a matter which poses a conflict of interest for that director.

- A. For these purposes, a conflict of interest shall be deemed to arise whenever a matter under consideration involves the potential for significant benefit to a director or to any business, financial, or professional organization of which the Director or a member of such director's immediate family is an officer, director, member, owner, or employee.
- B. Whenever any matter comes before a meeting of the Board which gives rise to a potential conflict of interest, the affected Director shall make known the conflict to the remaining directors present at such meeting, shall, after answering any questions posed by the other Directors, withdraw from the meeting for as long as the matter is under consideration, and shall neither be present, nor cast a vote.
- C. If the withdrawal of the affected director results in the absence of a quorum, no action shall be taken on the matter in question until a quorum of disinterested directors can be established.
- D. The minutes of a meeting at which a conflict of interest arises shall reflect that a disclosure was made, the affected director's withdrawal from the meeting and abstention from voting, and, if action is taken on the matter, the continued presence of a quorum.
- E. As with all other matters coming before the Board, the disinterested directors shall pass upon a matter that poses a conflict of interest for another director in a manner which they reasonably and in good faith believe to be in the best interests of the SOWW.

## **ARTICLE IX. COMMITTEES**

**Section 1. Establishing Committees:** The Executive Committee may establish standing and special committees. Committees report to the EC. The EC will establish the composition of each committee unless otherwise specified in the Bylaws. The purpose and description of the committee will be in a Bylaw Attachment. Standing committees are established for a permanent SOWW function while a special committee is established for a specific short-term purpose.

**Section 2. Committee Authority:** The EC will determine the specific purpose, duties, duration, and committee operating authority.

**Section 3. Appointing Committee Chairman and Members:** All SOWW Committees must have a chairman and one or more members. The Chief WW shall nominate the chairman and may also recommend member(s) of the committee for EC approval. The individual committee chairman may also nominate additional members for EC approval.

**Section 4. Committee Meetings:** Committee meetings will be held at the call of the committee chairman or at the call of any two of its members. Meetings may be held by teleconference.

**Section 5. Committee Meeting Minutes:** Committees will take and maintain meeting minutes and report committee activity as required by the EC guidance.

## **ARTICLE X. SOCIETY FUNDS**

SOWW funds may be invested and withdrawn from financial institutions as recommended by the Treasurer and approved by the Executive Committee.

## **ARTICLE XI. AWARDS and RECOGNITION**

The SOWW awards and recognition program was established to formally identify, recognize, and thank members and other individuals or organizations that have supported the SOWW in a significant and meaningful way. Attachment 2 of these Bylaws describes the awards.

## **ARTICLE XII. CHAPTERS, AFFINITY GROUPS, and OTHER ORGANIZATIONS**

Consistent with Board-established policies, the Board is authorized to issue rules and/or guidelines regarding the establishment and support of local chapters, affinity groups, and other organizations that support the mission, goals, and objectives of the SOWW.

## **ARTICLE XIII. DOCUMENT REVIEW, CHANGES, and APPROVAL**

**Section 1. Document Review:** These Bylaws will be periodically reviewed by a Board Member assigned by the Chief WW. After the review is completed, appropriate substantive or editorial change recommendations will be provided to the EC.

**Section 2. Document Changes:** Both Board members and Active Regular SOWW members in good standing may propose changes and amendments to the Bylaws and/or Articles of Incorporation. For a SOWW member to submit substantive proposed Bylaw changes and amendments the member must obtain signatures of at least five (5) members who support the proposed changes. No signatures are required for administrative or editorial suggestions.

**Section 3. Document Approval:** All substantive changes to the Bylaw and the Articles of Incorporation must be submitted to a membership vote. Refer to Article III, Section 8 for membership voting requirements, process, and standards.

**Section 4. Non-Substantive Changes:** The attachments are considered non-substantive and may be changed as required to meet SOWW operational needs. The Board shall have the authority to make non-substantive wording, organizational, and numbering changes to the Bylaws for the purpose of ensuring their consistency, grammatical correctness, and coherence.

**Section 5. Effective Date of Bylaws:** The effective Bylaw date is that of the SOWW Business Meeting, after the SOWW Secretary certifies that the vote is concluded and that the revisions and amendments were adopted.

I certify this document to be true and correct as of 8 April 2022.

**Signed:**

*John Sletten*

**Secretary, SOWW**

## Attachment 1

### TERMS of REFERENCE for the BOARD of DIRECTORS

**Section 1. Purpose:** This attachment contains details about the composition, functions, operation, and responsibilities of the SOWW Board of Directors.

**Section 2. Executive Committee Titles and Duties:**

- A. Chief Wild Weasel: Leads and controls the SOWW affairs and is the final Board decision-maker. Presides over the Executive Committee, and the Board, complies with the Charter and these Bylaws, and represents the SOWW as necessary.
- B. Deputy Chief Wild Weasel: Perform duties delegated by the Chief WW or assigned by the Board of Directors. In the event of the death, disability, or absence of the Chief WW, the Deputy Chief WW shall perform and be vested with all the duties and powers of the Chief WW. Is first in succession to becoming the next Chief Wild Weasel when the incumbent completes his tour.
- C. Secretary: The primary Administrative Officer. The Secretary chairs the SOWW Business Meeting and shall record, publish, and keep the minutes of all Board and SOWW Business Meetings. The Secretary shall be the custodian of, and shall make or cause to be made, the proper entries in the minutes book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of the contracts, instruments, and other documents as the Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the EC.
- D. Treasurer: Responsible for managing SOWW financial resources. Develops and maintains appropriate financial records, audits, and reports as required by law.
- E. Chief Wild Weasel Ex Officio: Normally the immediate past Chief WW. Serves as primary advisor to the Chief, the Board, and the members on precedents and considerations pertaining to their decisions and actions.

**Section 3. Other Director and Officer Titles and Duties:**

- A. Director of Military Affairs: The military interface for the SOWW. Performs duties assigned or delegated by the Chief WW. A USAF O-6 or above who is in a USAF Wing (Active, Reserve, or Air National Guard) that directly and actively supports the WW Concept and Mission.

- B. Director at Large: Membership representative on the Board. Coordinates membership activities and assists the Board as directed.
- C. Controller: The Board Officer who maintains the SOWW registration with the District of Columbia, responsible for all interactions with the IRS regarding the SOWW non-profit 501 (c) (3) status, and submits the required tax forms. Authorized by these bylaws to legally sign and submit any, and all, government-required documents as the officer representing the SOWW. Reports to the SOWW Treasurer.
- D. History Director: Responsible for coordinating the collection and documentation of the WW History. Coordinates with museums and historical agencies displaying and archiving WW Memorabilia.
- E. Technical Director: Oversees the SOWW technical requirements and coordinates and contracts for automated services.
- F. Membership Director: Maintains the SOWW Historical Data Base. Processes new member applications, assigns the SOWW number and tracks member's dues currency. Responsible for updating Historical Data Base.
- G. Communications Director: Updates and modifies SOWW Web Site as required. Coordinates inputs to and authors *A Word from Willie*, the SOWW newsletter.

**Section 4: Removal of Board Officers or Directors:**

- A. Removal for cause of member-elected Officers shall be in accordance with procedures set forth in Washington D.C. law.
- B. Effect of removal from office: Officers and Directors removed for failure to accomplish the duties of their office or unexcused failure to attend scheduled meetings will be replaced in accordance with Section 5 of this Article.

**Section 5. Replacement of Board Officers or Directors Due to Removal, Resignation, Death, or Incapacitation:**

- A. If the Chief WW resigns, is removed from the position by EC action, dies, or is incapacitated, the Chief WW will be succeeded by either the Deputy Chief WW or a selected Board member by using Section 5C procedures to fulfill the remainder of the vacated term.
- B. If the Deputy Chief WW, Secretary, or Treasurer resigns, is removed by Committee, dies, is incapacitated, or becomes the Chief WW in accordance with Section 5 A (previous item), the Deputy Chief WW, Secretary, and Treasurer will be succeeded in accordance with Section 5C (next item) or Article VI, as appropriate.
- C. The Chief WW may nominate an Active Regular Member, for approval by the EC, to serve on the Board for any member-elected or EC-selected director or officer vacancy which occurs by reason of resignation, removal, death, or incapacitation. The term of the replacement director

or officer shall continue until either the end of the unexpired term of the replaced director or officer; or continued as if a selection approval election had occurred.

**Section 6. Conduct of Board Meetings:** Subject to the provisions of the Washington D.C. Nonprofit Corporation Act and limitations in the Articles of Incorporation and these Bylaws, all meetings should be conducted using Robert's Rules of Order (most recent edition) as a guide.

**Section 7. Regular and Special Board Meetings:**

- A. Regular Board meetings shall be held at as such times and places as the EC decides. A Board Meeting must be held at all SOWW Reunions.
- B. A Special Board Meeting may be called at any time by the Chief WW or by not less than one-third of the Board. Special meetings shall be held at such times and places as specified in the notices for the meetings and may include telephonic or video conferencing.
- C. All Regular Board meetings will be scheduled at least 60 days in advance of the meeting and will have a published agenda. All Special Board Meetings will be called with a minimum of ten workdays notice, if possible. Notice of a special meeting shall specify the matters to be considered at the meeting, and action at that meeting shall be confined to the matters specified in the notice.
- D. The EC may permit any Director (or any EC-designated committee member) to participate in a Board Meeting through any means by which all participants can communicate with one another.
- E. Any action required by law to be taken at a Board meeting, or any committee thereof, or any other action which may be taken at a meeting of directors, or any committee thereof, may be taken without a meeting, if a notice stating the action to be taken and the time by which the directors must respond is transmitted in writing to each voting member of the Board, and each voting member of the Board, by the time stated in such notice, either:
  - a. Votes in writing for such action, or
  - b. Votes in writing against such action, abstains in writing from voting, or fails to respond or vote, and also fails to demand that action not be taken without a meeting.
- F. Action under Section 4.E. is taken **only** if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all the voting directors then in office were present and voted. Such action shall be effective only if, and when, the Board has received a sufficient number of writings that meet the requirements of the preceding sentence, unless such writings specify a different effective date. Any such writings may be delivered to the Board by any form of wire or wireless communication.

**Section 8. Board Meeting Access:**

- A. All Board meetings shall be open to any SOWW Active Regular Member in good standing who is able to attend in person. Board meetings, or specified sessions of such meetings, may be held in executive session as specified

below. When a particular session of a Board meeting is expected to be held in executive session, it will be noted on the meeting agenda.

- B. Board meetings, or portions thereof, will be held in executive session in the following exceptional circumstances:
- a. When two-thirds of the directors present at a quorum of more than half of the Board direct an executive session.
  - b. At the request of any official guest who is on the agenda of a Board meeting.
  - c. When considering matters pertaining to nominations for directors or committee members or involving the employment, promotion, discipline, or dismissal of an officer, employee, member, or agent of the SOWW.
  - d. When considering matters relating to fundraising activities or financial transactions where public disclosure would serve to diminish the SOWW position.
  - e. When consulting with SOWW legal counsel concerning disputes that are the subject of possible, pending or imminent court proceedings, or matters that are privileged or confidential between attorney and client.
  - f. When investigating possible or actual criminal misconduct of an officer, employee, agent, or any member of the Board or committee of the SOWW.
  - g. When considering matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or issues from public disclosure.

**Section 9. Board Meeting Minutes:** The Board shall publish minutes for all Board meetings, unless the subject matter meets the exceptional circumstances outlined in Section 7 of this Article or the vote concerns an honorary membership. The minutes should be substantively descriptive of each meeting and will include voting results along with a summary of directors' perspectives stated during motion consideration. Minutes will be published within five days after Board approval.

**Section 10. Executive Committee Meetings and Voting:**

- A. Executive Committee meetings will be conducted as required and are not open to either the other board members or general members unless invited by the EC.
- B. A quorum consisting of more than half of the total number of the EC must be present to act on any issue.
- C. Each EC member is entitled to one vote on every issue except that an EC-selected director or officer with voting privileges who is eligible for reappointment may not ratify their own nomination.
- D. No EC member shall give another EC member the right to vote for them by proxy on any issues before the committee.
- E. A simple majority of the member-elected Officers present at a quorum of more than half of the EC will pass any motion considered by the EC except:

- a. The following motions require a two-thirds vote of the EC:
    - i. Recommending to the members that the Articles of Incorporation or Bylaws be accepted, amended, changed, or repealed, or other issues requiring a membership vote;
    - ii. Changing the election schedule for extraordinary circumstances;
    - iii. Removing an EC-selected Director or Officer, a Replacement Director, or a member-elected Board Officer, in accordance with Section 13 of this Article. The member-elected Board Officer or EC-selected Board Director or Officer being considered for removal may not vote on their own removal.
    - iv. Referring an issue to a general membership vote;
    - v. Hiring or removing any SOWW contractor or paid position.
  - b. The following motions require a two-thirds vote of an EC quorum:
    - i. Establishing and dissolving a standing committee;
    - ii. Adding, deleting, amending, or changing, Bylaw Attachments;
    - iii. Moving to executive session.
  - c. Motions for Honorary Membership require unanimous vote of all voting directors present at a quorum of the EC.
- F. An issue requiring a vote of the EC, if other than unanimous, requires that every EC Officer be polled. Such votes will be open and recorded in the minutes, except votes regarding Honorary Memberships, which will be confidential until publicly announced.

**Section 11. Resignation of Board Officers or Directors:**

- A. A member-elected Board Officer or EC-selected Board Director or Officer may resign from the Board at any time. Notification of resignation will be made to the Chief WW and will be effective upon the Chief WW receiving the notification.
- B. By a majority affirmative vote of the entire EC, an EC-selected Board Director or Officer may be “deemed to have resigned” for failure to attend two consecutive EC or Board meetings or fails to meet stated obligations of directors as provided in these Bylaws or as directed by the EC. Resignations for failure to attend or meet obligations shall be effective at the time of such an EC vote.



## Attachment 2

### SOCIETY OF WILD WEASELS AWARD PROGRAM

- Section 1**      **Purpose:** The SOWW award program was established to formally identify, recognize, and thank both members and other individuals or organizations that have supported the SOWW in a significant and meaningful way.
- Section 2**      **Wild Weasel of the Year Award (WWOTY):** The purpose of the award is to acknowledge the sustained and above-average assistance that a living, active regular member in good standing has given to support the goals and mission of the Society of Wild Weasels. The WWOTY award is for significant and consistent contribution to the SOWW. The award will be presented to the selected member during a reunion event. The WWOTY Award Program is managed by the “WWOTY Committee” (previous WWOTY award recipients) who make the selection, which is then reviewed by the Executive Committee. The WWOTY selection process and criteria is contained in the Executive Committee approved *Wild Weasel of the Year Selection Process* document.
- Section 3**      **Wild Weasel Achievement Award:** This is not a required annual award and more than one award may be bestowed each year. The purpose of the award is to recognize and honor an individual or military organization that has served the SOWW in a profound way through personal investment of time, energy, vision, and talent that does not meet other SOWW award criteria. For SOWW members this award can be bestowed upon any living or deceased regular member who has made a considerable impact on the SOWW. Nominations can be made by Active Members or Board Members. The nomination is to be in letter format, will include specific information justifying the reason for consideration, and be either mailed or electronically forwarded to the Board of Directors (Chief WW or General Secretary who will then inform the remaining board members). Selection of the most deserving nominee(s) will be made by the Board of Directors. Board of Directors discussion and selection will occur at the next scheduled board meeting, or other electronic means.
- Section 4**      **Wild Weasel Distinguished Contribution Award:** This award is to recognize living or deceased non-members of the SOWW or non-military organizations that have, either as an individual or as

an organization, made significant contributions of time, effort, or value to the SOWW. Nominations may be made by any active regular member at any time during the year. The nomination is to be in letter format, will include specific information justifying the reason for consideration, and be either mailed or electronically forwarded to the Board of Directors (Chief WW or General Secretary who will then inform the remaining board members). Selection of the most deserving nominee(s) will be made by the Board of Directors. This is not intended to be an annual award but will be reserved for recognition when warranted. Board of Directors discussion and selection will occur at the next scheduled board meeting, or other electronic means.