MACH COALITION BOARD COMPOSITION AND GOVERNANCE POLICY

Military Aviator Coalition for Health

16 JUL 26

Effective Upon Receipt Until Superseded

1. Purpose

This Board Composition and Governance Policy ("Policy") restates, in accessible policy form, the provisions of Articles 4, 5, and 6 of the MACH bylaws governing the composition of the MACH Board of Directors, the election and responsibilities of MACH officers, MACH committees, and MACH meeting practices. This Policy is intended to give Board members, officers, and volunteers a single, current reference for how MACH is governed, without requiring routine reference to the full text of the bylaws.

2. Policy Statement

This Policy does not amend, supersede, repeal, or take precedence over the MACH bylaws. Where any provision of this Policy conflicts with, or is inconsistent with, the MACH bylaws, the bylaws control. This Policy may be amended by the process described in Section 18 without amending the bylaws, provided that no such amendment may create or purport to create a conflict with the bylaws.

3. Applicability

This Policy applies to all individuals serving MACH in a volunteer capacity, including but not limited to the Director, Board members, officers, committee members, and general volunteers. Contractor observance is discussed within the contractual agreement. MACH's Board of Directors recognizes that Section 4.15 of the MACH bylaws contemplate the possibility of compensated Board member or staff positions in the future. In the event MACH establishes any compensated position, this Policy shall apply equally to that position. Any proposed compensation for a Board member or staff position must first be fully developed by the Director,

then brought before the Board at a scheduled meeting; the Board's decision to proceed with a proposed compensation arrangement constitutes full authorization to implement it, consistent with Section 4.15 of the MACH bylaws. This is a living document and as such is eligible for and subject to change when directed by the MACH Board.

4. Definitions

A. "*Board*" or "*Board of Directors*" means the MACH Board of Directors as constituted under Article 4 of the MACH bylaws.

B. "*Director*" means the MACH Founder/Director described in Section 6.7(a) of the MACH bylaws, who serves as MACH's chief executive and, unless the Board votes otherwise under Section 4.3 of the MACH bylaws, as Chair of the Board.

C. "*Officer*" means the Secretary, Treasurer, and any other officer designated under Article 6 of the MACH bylaws.

D. *"+1 Majority*" means, when the Board votes on a matter at a meeting at which a Quorum is present, a simple majority of the Board members present and voting on that matter.

E. "*Quorum*" means the *minimum number* of Board members who must be present for the Board to conduct business, calculated as a simple majority of the total number of Board members then seated, subject to any reduction in that total under Section 9(D) of this Policy for an approved leave of absence, consistent with Section 4.11 of the MACH bylaws.

5. Division of Authority Between the Director and the Board

The daily business and affairs of MACH are managed, and associated corporate powers are exercised, by the Director. Where the Director places a matter of appropriate importance before the Board, the Board retains *a +1 Majority vote* to decide that matter, consistent with Section 4.1(a) of the MACH bylaws.

Without prejudice to the Director's general powers, and in concert with the Board, the Director has the specific power to: select and remove MACH's officers and prescribe their duties and, if appropriate, their compensation; change MACH's principal or executive office and designate the

place of Board meetings; adopt, make, and alter a corporate seal; and borrow money and incur indebtedness on MACH's behalf, consistent with Section 4.1(b) of the MACH bylaws.

6. Board Composition and Qualifications

The Board shall consist of not less than **three (3)** nor more than **five (5)** Board members, consistent with Section 4.2 of the MACH bylaws. The Board may, by +1 Majority, *temporarily waive this maximum* for a specified period, or vote to add a Board member on a permanent basis, in which case this Policy and the bylaws shall be updated to reflect the amended maximum.

To be nominated or elected as a Board member, an individual must be 40 years of age or older, must be known to the Board, and must have no criminal conviction. Board members need not reside in Virginia. Board members will not be currently serving members of the United States military. These qualifications are set forth in Section 4.4 of the MACH bylaws.

7. New Board Member Orientation

Before a newly elected or appointed Board member is seated, the Director shall administer a *New Board Member Orientation*. As part of that orientation, the prospective Board member shall read and review all current MACH policy documents, including the MACH bylaws, the MACH Conflict of Interest Policy, the MACH Whistleblower Protection Policy, the MACH Records Retention Policy, the MACH Data Privacy and Breach Response Policy, and this Policy, and shall sign and provide to the Director all attestations or signatures those documents require.

A prospective Board member is not seated, and does not begin their term, until the Director has received and filed all required signatures. This orientation requirement is a MACH policy addition and is not separately stated in the MACH bylaws.

8. MACH Members

MACH does not have voting members in addition to the Director and Board members. The Director may, at a future time and for a future purpose, admit nonvoting members of one or more classes, with such rights and obligations as the Director and Board deem right, necessary, and appropriate, consistent with Article 12 of the MACH bylaws.

9. Terms, Vacancies, and Removal

A. Board members serve staggered terms of **two (2), three (3)**, or **four (4)** years, so that no more than **two** Board members require election at any Board meeting held for that purpose, consistent with Section 4.3 of the MACH bylaws. A Board member may serve no more than two consecutive terms, and no more than three terms in total, whether or not consecutive. This limitation is a MACH policy practice and is not separately stated in the MACH bylaws.

B. The Chair of the Board is vested in the Director unless the Director and Board vote by +1 Majority to vest the Chair role in a separate serving Board member. A non-serving Board member may not be elected Chair.

C. A Board vacancy exists upon the death, resignation, or removal of a Board member; a Director determination, by resolution, that a Board member no longer meets the qualifications in Section 6 of this Policy; an increase in the authorized number of Board members; or the Board's failure to appoint or elect a Board member at a meeting called for that purpose. These triggers are set forth in Section 4.5 of the MACH bylaws.

D. A Board member who does not attend **three (3)** consecutive Board meetings without cause is *removed without further Board action*, unless: (i) that Board member requested, and the Director approved, a leave of absence for a specified period; (ii) illness or disability prevented attendance and the Board waives the automatic removal procedure by resolution; or (iii) a majority of the remaining Board members votes to retain that Board member.

Where a leave of absence is approved under paragraph D(i) above, the Board's total count is reduced by one for purposes of determining whether a Quorum is present for the duration of the leave, consistent with Section 4.5(c)(i)(A) of the MACH bylaws. The Director and Board *shall conduct all Board business during that period on the basis of that reduced count*.

Depending on the length of a planned leave of absence and the surrounding circumstances, the Director *may nominate an interim Board member* to serve for the duration of the leave, subject to confirmation by a +1 Majority vote of the Board. An interim Board member so confirmed serves *only for the length of the leave* for which they were nominated, does not increase the number of Board members beyond the maximum described in Section 6 of this Policy, and their service ends automatically upon the returning Board member's resumption

of duties. This interim Board member practice is a MACH policy addition and is not separately stated in the MACH bylaws.

E. An elected Board member may be removed with cause by a +1 Majority vote of the Board at a special or regular meeting, provided notice of the meeting and of the removal question, consistent with Section 4.5(c) of the MACH bylaws.

F. A vacancy caused by the departure of a Board member between the Board meetings described in Section 12(A) of this Policy may be filled by the Director for the remainder of that Board member's term, by a +1 Majority vote of the Board at a Special Meeting called for that purpose, consistent with Section 4.3 of the MACH bylaws.

G. With an eye toward upcoming term endings, MACH's senior leadership shall identify potential successors for Board and officer positions before those terms conclude, to support continuity of MACH's governance. This succession planning practice is a MACH policy addition and is not separately stated in the MACH bylaws.

10. Officers

MACH's officers consist of the Secretary, the Treasurer, and any other officer the Director and Board designate by resolution, in addition to and separate from the Director and Board positions. An officer need not be a Board member, and a Board member may hold one or more officer positions, consistent with Section 6.1 of the MACH bylaws. Officers are nominated by the Director and confirmed by a +1 Majority vote of the Board.

A. The Director operates in a chief executive capacity, is empowered to act, speak, and represent MACH in regular business affairs, and keeps the Board informed on strategy, execution, budget, staffing, fundraising, and other matters affecting Board oversight, consistent with Section 6.7(a) of the MACH bylaws.

B. The Secretary keeps or causes to be kept a compilation of minutes of all Board meetings and actions, publishes written minutes to the Board within **48 hours** of a meeting's conclusion, and screens minutes for personal information consistent with Section 6.7(b)(i) of the MACH bylaws and Section 10(B) of the MACH Data Privacy and Breach Response Policy. The Secretary also gives notice of Board meetings consistent with Section 6.7(b)(ii) of the MACH bylaws.

C. The Treasurer (or acting) serves as MACH's chief financial officer, keeps adequate books and records of account, deposits and disburses MACH funds as directed by the Board, and renders financial accountings on request, consistent with Section 6.7(c) of the MACH bylaws.

D. An officer resignation must be in writing to the Director and is effective upon receipt, consistent with Section 6.5 of the MACH bylaws and retained consistent with the MACH Records Retention Policy. A vacancy in any office is filled in the Director's best judgment, in consultation with the Board where appropriate, consistent with Section 6.6 of the MACH bylaws.

E. Each officer serves at the pleasure of the Director, the Board, and the officer, *with no implied contractual length or specified term of service*, unless the officer is placed under an employment agreement, in which case that agreement's terms supersede, consistent with Section 6.2 of the MACH bylaws.

F. The Director may expressly authorize an officer to appoint further officers as MACH's work requires. Each such subordinate officer holds office for an open-ended or specified term determined by the nature of the work, the individual's own wishes, and the Director's judgment, and their duties and responsibilities are specified in writing, consistent with Section 6.3 of the MACH bylaws.

G. An officer below the Board may be removed without cause by the Director, subject to any rights under an employment contract. An officer appointed by the Board may be removed only jointly by the Director and the Board, consistent with Section 6.4 of the MACH bylaws.

11. Committees

The Board may, by +1 Majority resolution in concert with the Director, designate one or more committees of Board members or at-large members, consistent with Section 5.1 of the MACH bylaws. No MACH committee, regardless of its enabling resolution, may fill Board vacancies, amend the Articles of Incorporation or bylaws, modify a prior Board decision, create another committee or hire staff, or approve a financial transaction involving a Board member's material or financial interest.

A. Executive Committee. The Board may appoint one or more Board members, together with the Director, to an Executive Committee of at least two qualifying individuals, chaired by the Director, consistent with Section 5.2 of the MACH bylaws.

B. Compensation Committee. If MACH undertakes to compensate any officer or staff position, the Board shall appoint a Compensation Committee to review and recommend just and reasonable compensation, consistent with Section 5.3 of the MACH bylaws.

C. Advisory Committees. The Board may establish one or more Advisory Committees, composed of at-large MACH members, limited to the scope defined in the Board's enabling directive, consistent with Section 5.4 of the MACH bylaws.

D. Audit Committee. When required by applicable law, or when the Director and Board otherwise choose, MACH shall create an Audit Committee to oversee an internal or external audit, consistent with Section 5.5 of the MACH bylaws and Section 5(B) of the MACH Records Retention Policy.

E. In addition to the committees described above, the Director, in close consultation with the Board, may form another MACH committee, adopting its scope, composition, duties, purpose, deliverables, and compensation if appropriate, where a bona fide need exists that is not otherwise addressed in this Policy or the MACH bylaws, consistent with Section 5.6 of the MACH bylaws.

12. Meetings, Notice, and Quorum

A. The Board shall hold *at least two Board meetings each calendar year* to elect officers, redefine Board roles, designate committees, and transact regular business, consistent with Section 4.7 of the MACH bylaws. *Special meetings* may be called at any time by the Director or any two Board members, consistent with Section 4.8 of the MACH bylaws. As part of these twice-yearly meetings, the Board shall conduct a self-assessment of its own governance and performance as a group activity, led by the Director or a Board member.

B. Notice of a Board meeting is agreed to by the Board using any collaborative means that reasonably ensures all Board members are able to attend, consistent with Section 4.9 of the MACH bylaws. A Board member unable to attend may submit a written Waiver of Notice to the Director by email before the meeting convenes; a Waiver of Notice does not permit that

Board member to vote on any matter at the meeting it waives notice for, and each Waiver of Notice is retained for 365 days from the meeting date consistent with Section 4.10 of the MACH bylaws and the MACH Records Retention Policy.

C. A Quorum, as defined in Section 4 of this Policy, is required to conduct Board business, consistent with Section 4.11 of the MACH bylaws. Given MACH's small Board size, no meeting should proceed unless all Board members can attend, except as otherwise permitted by the Waiver of Notice provisions described above or the leave of absence provisions in Section 9(D) of this Policy.

D. A Board meeting may be adjourned early by +1 Majority vote where the Director and Board agree the meeting's purpose has been satisfied, consistent with Section 4.12 of the MACH bylaws. Notice of an adjourned meeting is required only where the adjournment exceeds 24 hours, consistent with Section 4.13 of the MACH bylaws.

E. In a pressing circumstance, the Board may act without a meeting where all Board members consent in writing by signed email to the Director, and the Director confirms to the Board that the consenting members constitute a Quorum. Any action taken without a meeting is reported within MACH's meeting minutes, consistent with Section 4.14 of the MACH bylaws.

13. Meeting Records and Electronic Communications

Consistent with Section 4.6(c) of the MACH bylaws, MACH does not create audio or video recordings of Board meetings, in order to avoid violations of applicable state or local law and to protect Board member privacy. Nothing in this Policy shall be construed to require or authorize the creation of such a recording. Board members have latitude in how they participate in a Board meeting, including through electronic communications, videoconferencing, teleconferencing, or other compatible technology, provided all Board members are able to communicate collectively in real time, consistent with Section 4.6(c) of the MACH bylaws.

An electronic transmission to or from MACH, including a transmission relied upon for notice, waiver of notice, or action without a meeting under Section 11 of this Policy, shall satisfy the requirements of Section 13.2 of the MACH bylaws. For a transmission from MACH, the recipient's unrevoked consent to receive electronic transmissions is required. For a transmission to MACH, MACH shall maintain reasonable measures to verify that the sender is the individual

purporting to have sent it. Every electronic transmission relied upon under this Policy shall create a record capable of being retained, retrieved, reviewed, and rendered into clearly legible tangible form.

14. Conflicts of Interest

A. MACH's Conflict of Interest Policy, adopted August 25, 2025, governs the identification, disclosure, and management of actual, potential, and perceived conflicts of interest involving Board members, officers, staff, and other MACH agents. This Policy incorporates the MACH Conflict of Interest Policy by reference and does not restate its full text. In summary, and without limiting the Conflict of Interest Policy's terms: an individual with a conflicting interest in a matter before the Board must disclose that interest, declare the conflict, and depart the meeting for the duration of that discussion, returning once the matter is concluded; *a Board member's momentary recusal on this basis does not count against the meeting's Quorum; and the Board meeting minutes will note that a recusal occurred without recording the detailed substance of the conflict.*

B. Separately, Article 9 of the MACH bylaws set out a specific procedure governing any contract or transaction between MACH and a Director, Board member, officer, or staff member, or an entity in which any of them has a material financial interest. Such a contract or transaction is permitted only where the interested individual's financial interest is fully and good-faith disclosed to the Board and reflected in the minutes; the contract or transaction is authorized in good faith by a +1 Majority of the Board without counting the interested individual's vote; the Board determines in good faith, after reasonable investigation, that MACH could not obtain a more advantageous arrangement with reasonable effort; and the transaction is fair and reasonable to MACH at the time it is entered into. This procedure does not apply to a transaction that is part of an educational or charitable program approved in good faith and without unjustified favoritism, where the benefit to a Director, Board member, or officer arises because they are within the class of persons the program is intended to benefit, consistent with Section 9.1 of the MACH bylaws.

C. MACH shall not make a loan of money or property to, or guarantee the obligation of, the Director, a Board member, an officer, or any MACH staff. MACH may advance money for expenses reasonably anticipated in the performance of official MACH business, consistent with Section 9.2 of the MACH bylaws.

15. Indemnification and Insurance

MACH indemnifies its Board members, officers, agents, staff, and employees to the fullest extent permitted under Virginia Non Profit Corporation Law, and maintains insurance on their behalf, consistent with Article 8 of the MACH bylaws. This Policy does not restate Article 8 in full; Board members and officers should refer directly to the bylaws for the complete indemnification and insurance provisions.

16. Amendment of the Bylaws

The MACH bylaws may be adopted, amended, or repealed by a +1 Majority vote of the Director and Board. An amendment or repeal of Section 4.3 (Appointment and Term of Office of Directors), Section 4.5 (Vacancies), or Article 11 itself requires the unanimous approval of the Director and all Board members, consistent with Article 11 of the MACH bylaws. This heightened threshold applies to the bylaws themselves and is distinct from, and does not apply to, amendment of this Policy, which is governed by Section 18 below.

17. Current Board and Officer Roster

The following roster reflects MACH's Director and officers as of the effective date of this Policy. Consistent with the MACH Data Privacy and Breach Response Policy, this roster identifies each individual's name, role, and term, and does not include home addresses or personal telephone numbers, since this Policy, like MACH's other governance documents, will be publicly visible on the MACH website. Complete contact information for each Board member and officer is maintained separately by the Director consistent with the MACH Records Retention Policy.

Name	Role	Term
Vincent J. Alcazar	Founder / Director	Indefinite term, 17 AUG 2025 until further notice
F. Scott Allen	Chief Fundraising Officer (Position 1)	3 years, 17 AUG 2025 to 17 AUG 2028
Shelly L. Mendieta	Website Manager / Public Outreach (Position 2)	3 years, 17 AUG 2025 to 17 AUG 2028
Dean L. Winslow	Chief Medical Consultant (Position 3)	2 years, 17 AUG 2025 to 17 AUG 2028
Richard A. Powell	Chief Fiscal Officer (Position 4)	2 years, 17 AUG 2025 to 17 AUG 2028

This roster will be updated as Board and officer terms change; the version in place at any given time reflects MACH's composition as of that Policy version's effective date.

18. Administration and Review

This Policy is administered by the MACH Board of Directors and may be amended by the Board as future circumstances warrant, subject to Section 2 of this Policy. This Policy will be reviewed annually and will remain in effect until superseded or modified by any other MACH document. This Policy will be publicly visible on the MACH website, www.milaviator.org. MACH's IRS Form 990-N shall be posted on the MACH website, www.milaviator.org, where it will be available to the public. Where this Policy is amended, the provisions in effect at the time of a given action or matter shall govern that action or matter. An amended version of this Policy shall apply only to actions or matters commenced after that amended version is in full force and effect, as measured from the date of Board enactment stated at the end of this Policy.

Enacted by the MACH Board on: _____