

AUBURN AVIATION ASSOCIATION

A California Non-Profit Corporation

*“Dedicated to Aviation, Safety, Friendship, Education
& Community Involvement*



BY LAWS

DRAFT

SEPTEMBER 2003

MAJOR REVISION

MAJOR CHANGES TO ORIGINAL BYLAWS

1. Miscellaneous language changes to make document gender neutral.
2. Added word "Education" to our purpose statement.
3. Made a provision for a short business meeting at each of the general meetings.
4. Revised the annual meeting date to OCTOBER (rather than October).
5. Permits the Board to make expenditures without *first* asking the membership; however all expenditures must be reported to the members at the next meeting.
6. Amended fiscal year to: January through December. (coincides with non-profit incorporation)
7. Revised Committees of the Association, clarify some and add new ones.
8. Revised the structure of Board of Directors to include "Officers" and "Directors". Added two (2) "director" positions included unique "emeritus" position. Increased size of Board by two.
9. Change the election structure to include election of Officers only for two-year staggered terms.
10. Revised and simplified the method of filling vacancies on the Board
11. Make meetings of the Board more frequent (at least quarterly).
12. Delete separate document entitled "Duties and Responsibilities of Officers" and include revised duties and responsibilities of Officers and Directors in the bylaws.

Please submit questions or comments to Bylaws Committee members as follows:

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BYLAWS

AUBURN AVIATION ASSOCIATION

A Non-profit Corporation

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ARTICLE I NAME

Section 1. The Name of this organization shall be the Auburn Aviation Association (hereinafter AAA), a California non-profit corporation.

ARTICLE II LOCATION

Section 1. The Association address is 2399 Rickenbacker Way, Auburn, CA 95602

ARTICLE III PURPOSE

Section 1. The purpose of this non-profit corporation is to promote Aviation, Safety, Friendship, Education and Community Involvement.

ARTICLE IV MEMBERSHIP

Section 1. Anyone interested in the welfare of the Auburn aviation community is eligible for membership.

Section 2. A Member in Good Standing shall be one whose dues are current in accordance with Section VI. Membership dues are payable on January 1 of each year. The membership period is from January 1 through December 31. Membership may include spouse or significant other however each membership shall be entitled to only one vote unless both members are dues paying members.

ARTICLE V MEETINGS

Section 1. General meetings will normally be held on the first Wednesday of the month at a time and place determined by the President and shall be announced to the membership in the monthly newsletter.

Section 2. Special meetings of the members may be held at such time and place as the President may determine, or may be called by a majority of the Board and shall be announced to the membership in the monthly newsletter. Each General meeting may contain a short business briefing at which time the business of the association may be conducted.

Section 3. The annual meeting shall be the October meeting of each calendar year. The agenda shall include the election of officers and directors.

Section 4. Any Member in Good Standing as defined in Article IV, Section 2, may vote at any General, Special, or Business Meeting. [See Article X for Board meetings]

Section 5. At any general meeting of the members, a quorum shall consist of at least fifteen (15) members in good standing represented either in person or by written proxy.

Section 6. A majority vote of the members present or represented by written proxy is necessary for the adoption of any resolution or motion, except as otherwise specified by these Bylaws.

ARTICLE VI DUES

Section 1. Dues amount shall be set at the October General meeting and become due and payable on January 1 of each year.

Section 2. New members who join after the beginning of the year may be entitled to prorated dues for the remainder of the year in which they joined as determined by the Treasurer.

Section 3. Members who become 3 months in arrears for dues shall not be considered a member in good standing, eligible to vote or to hold office, and are subject to being dropped from membership subject to notification from the Association.

Section 4. Members having a legitimate hardship may be exempted from the provisions of Section 2 provided they make a written request to the Board of Directors and a hardship status is granted by a majority vote of the Board.

ARTICLE VII FUNDS

Section 1. No expenditure of Association funds shall be authorized without a majority vote of the Board of Directors. All expenditures approved by the Board shall be reported to the membership at the next general meeting and will be available for review by the membership.

Section 2. All funds of the Association shall be held by the Treasurer and shall be devoted to such uses as the Board may determine.

Section 3. All members of the Association are entitled to see the financial records of the Association upon reasonable request. Such records will be made available to the member within 10 working days of the request.

Section 4. The fiscal year for the Association, for financial reporting purposes, shall be from January 1 through December 31.

ARTICLE VIII COMMITTEES OF THE ASSOCIATION

Section 1. Auburn Aviation Association Airport Advisory Committee. (5AC)

The only standing committee of the Association shall be the Auburn Aviation Association Airport Advisory Committee (hereinafter 5AC). The Chairperson of the 5AC shall be elected annually as a Director on the Board of Directors by the membership in accordance with Article IX. The Vice Chairperson of the 5AC is the Director, Airport Liaison who will Chair meetings of the 5AC in the absence of the Chairperson. The Chairperson shall also appoint a Secretary who will keep minutes of each meeting and insure their timely distribution to those members present at a meeting and to the President of the Auburn Aviation Association.

The 5AC shall discuss and take actions on problems concerning the airport and represent the AAA's interests in public forums concerning these issues. AAA interests shall be formulated by majority vote of the Members in Good Standing voting at a regular 5AC meeting, or, in some cases, at a full AAA meeting. The 5AC is the formal advisory committee to the Airport Manager on matters concerning the Auburn Airport.

Membership on the 5AC is open to all Members in Good Standing. Meetings shall be held monthly as determined by the Chairperson. Meeting dates shall be published in the Auburn Aviation Association newsletter.

Section 2. - Ad Hoc Committees of the Association. Ad Hoc Committees are either temporary or single purpose committees appointed for at least one year by the President with concurrence of the Board of Directors. The Ad Hoc Committees are:

A. Air Fair Committee. The Air Fair Committee shall deal with all matters pertaining to the annual Air Fair.

B. Bylaws Committee. The Bylaws Committee shall be activated by the President as necessary to review changes or resolutions to the Bylaws and make recommendations to the membership concerning any such changes or resolutions.

C. Scholarship Committee. The Scholarship Committee shall deal with all matters pertaining to the AAA Scholarship Program. Members of the Scholarship Committee shall be prohibited from awarding scholarships to relatives, and no scholarship shall be awarded to someone based on the recipient's employment status where there is any direct or indirect relationship between the member of the scholarship Committee and the employer.

D. Museum Committee. The Museum Committee shall deal with all matters pertaining to the creation, operation, financing and maintenance of an Aviation Museum that may be created at the Auburn Airport.

E. Nominating Committee. A committee appointed by the President and Chaired by the Immediate Past President to solicit interest and assess the ability of officers and directors who would serve in the next year. The Nominating Committee will present a recommended slate of officers and directors, along with nominations from the floor, for a vote of the general membership at the October meeting.

F. Public Relations / Publicity Committee. The Public Relations/Publicity Committee shall be responsible for maintaining good public relations with the local community and insuring events sponsored by AAA are given appropriate publicity.

Section 3. The Chairperson of each committee shall be responsible for providing the Treasurer with a budget request for anticipated expenses by the committee. No expenses shall be authorized without approval of the Board in accordance with Article VII, Section 1. The Treasurer shall determine the method for disbursing the approved funds and the Committee Chairpersons shall provide the Treasurer with receipts for all expenses incurred.

Section 4. Any Member in Good Standing is eligible for membership on any committee of the AAA and all Members in Good Standing may attend and vote at any committee meeting.

Section 5. Committee Meetings will be held as needed at a time and place designated by the Committee Chairperson. All committee members shall be notified of all committee meetings. AAA members who are non-committee members shall be notified when it is practical to do so.

Section 6. All Committee Chairpersons shall be responsible for ensuring accurate minutes are recorded for all committee meetings and the general membership of the Association is kept informed of committee activities by preparing timely articles for the monthly newsletter. Oral reports at the general meeting may be directed by the President.

Section 7. A quorum for a committee meeting may vary depending upon the size of the individual committee. As one of the first orders of business for any committee, the Chairperson shall determine what constitutes a quorum for the committee and document this action in the minutes of that meeting. Under no circumstances shall a committee quorum be less than 3.

ARTICLE IX OFFICERS AND DIRECTORS OF THE ASSOCIATION

Section 1. The Officers of the Association shall be the President, Vice President, Secretary and Treasurer.

Section 2. The term of office for officers shall be staggered two year terms as follows:

- a. President and Secretary – two year terms beginning January of odd numbered years.
- b. Vice President and Treasurer – two year terms beginning January of even numbered years.

Section 3. The Directors of the Association shall be elected for a one year term beginning January of each year. The Directors are:

- a. Director - Newsletter
- b. Director – Airport Liaison
- c. Director – Membership
- d. Director – 5AC. Director – Immediate Past President
- e. Director-at-large.
- f. Director Emeritus – Mr. Dick Kiger
- g. Director – Immediate Past President [shall serve two year term]

Section 4. Nomination and Election of Officers and Directors for the ensuing term shall be conducted at the Annual Meeting held in October of each year. Any member in good standing is eligible to be nominated for and to hold office in the Association provided they are elected by a majority of the members present entitled to vote at a meeting to elect Officers and Directors.

Section 5. In the event one of the director offices is vacated at any time during the term, the Board may appoint a temporary Director who shall serve in that office for the remainder of the term. If the office vacated is that of an officer, the Board shall appoint one of its members to perform the duties of that office until the next regularly scheduled meeting when an election to complete the term of the vacated office can be held.

ARTICLE X BOARD OF DIRECTORS

Section 1. The Board of Directors shall be made up of the Officers and Directors of the Association as defined in Article IX, Sections 1 and 3 of these bylaws-

Section 2. The President of the Association shall serve as Chairperson of the Board.

Section 3. The Board shall have expenditure authority in accordance with Article VII, Section 1.

Section 4. The Board shall annually review the Bylaws of the Corporation and recommend changes, if appropriate, to the membership for a vote in accordance with Article XII.

Section 5. The Board will meet at least quarterly at a time and place determined by the Chairperson following notification of all members.

Section 6. Any Member in Good Standing may attend and speak at any meeting of the Board.

Section 7. At any Board meeting, a quorum shall consist of at least five members of the Board represented either in person or by written proxy.

Section 8. When circumstances arise where it may be impractical to call a meeting of the Board, the Chairperson of the Board may call for a vote on an issue by telephone. When doing so, the Chairperson must make a reasonable effort to contact every Board Member concerning the issue and keep an accurate call record and vote count for report at the next scheduled general meeting.

Section 9. The Chairperson of the Board shall insure that any business conducted by the Board is reported to the general membership at the next regularly scheduled membership meeting.

ARTICLE XI
DUTIES AND RESPONSIBILITIES OF THE
OFFICERS AND DIRECTORS

Section 1. - General - Officers and Directors of the Auburn Aviation Association (AAA) shall be elected in accordance with the bylaws of the AAA, Article IX Section 4 and serve a term of office in accordance with Article IX, Section 2 and 3

Section 2. - Duties and Responsibilities of Officers.

A. The President shall:

1) Preside at all, General, Business, and Special Meetings and be the principal agent in matters pertaining to liaison with Government, commercial or private agencies and enterprises, except as hereinafter provided.

2) Coordinate the activities of the corporation and serve as Chairperson of the Board of Directors.

3) Appoint committees and delegate to the other officers, directors and members such duties as may be necessary to facilitate and expedite the aims and objectives of the corporation.

4) Review the status of members and call for a discussion and vote on the dropping of members as recommended by the Membership Director at Board Meetings.

5) Oversee the timely performance of the duties and compliance with the Bylaws of the other Officers and Directors of the Corporation.

B. The Vice President shall:

1) Preside at meetings of the membership and of the Board of Directors in the absence of the President.

2) Be responsible for the general meeting programs and the social activities.

C. The Secretary shall:

1) Keep the official records, with the exception of Membership records, including minutes of all general, special and board meetings.

D. The Treasurer shall:

1) Be the responsible agent for maintaining the corporation Funds, receive and disburse all funds in accordance with the approved budget and/or approval of the Board in accordance with Article VII, Section 1 of these Bylaws.

2) Prepare an annual budget for the corporation, obtain the approval of the Board of Directors, and present it to the membership for a vote at the second General Meeting of the year.

3) Maintain the budget and present to the Board for a vote any requests for increased or additional funding as needed.

4) Be the responsible agent for the preparation and filing of the corporation's tax reports as required.

5) Provide a written report on the receipts, disbursements, and status of the corporation's treasury and/or copy of the budget to any member upon reasonable request.

6) Report on the budget and the status of the corporation funds at all regularly scheduled meetings and at any special meeting as requested by the President.

SECTION 3. - Duties and Responsibilities of Directors

A. The Director - Newsletter shall:

1) Compile, print and distribute to the membership, prior to the General Meeting of each month, a monthly newsletter or any other special mailings as needed.

2) Represent the Association with the US Postal Service in all dealings concerning the Association's bulk mailings.

3) Provide the Treasurer with the annual budget information needed for the Newsletter by no later than the 1st General Meeting of the year.

B. The Director - Airport Liaison shall

1) Serve as vice Chairperson of the Auburn Aviation Association Airport Advisory Committee (5AC)

2) In the absence of the Chairperson of the 5AC, report to the general membership items of interest or any action items taken by the 5AC.

3) . Shall perform such other duties as directed by the Board.

C. The Membership Director shall:

- 1) Maintain an accurate record of all members including, but not limited to, Name, Address, Telephone , e-mail and status of dues.
- 2) Collect the dues from membership, update the membership records, forward the funds to the treasurer, and notify members when dues become 3 months in the arrears.
- 3) Receive, record, and forward the funds from all new applications for membership and maintain a file of membership applications for all active members.
- 4) Beginning in April, provide the President with a monthly list of all members who are 3 months in the arrears for dues and considered not to be Members in Good Standing in accordance with the Bylaws Article IV Section 3.
- 5) Provide the President with a recommendation of members to be dropped for non-payment of dues as appropriate.
- 6) Maintain accurate mailing list of all members and non-members entitled to receive the newsletter and provide the list to the Director-Newsletter Editor monthly as appropriate.
- 7) Prepare and provide a Membership Directory to all members annually.
- 8) Provide the Treasurer with the annual budget information needed for the Membership Directory and supplies such as mailing labels, paper and stamps by no later than the 1st General Meeting of the year.
- 9) Assign "greeter" or "mentor" responsibilities to any member in good standing for each new member. Such "greeter" or "mentor" shall be responsible for getting the new member to a general meeting and insuring new member gets bylaws, name tags and introduction at general meeting.

D. The Director – Chairperson 5AC

- 1) Preside at all meetings of the 5AC and be the responsible formal agent in matters pertaining to liaison with the airport manager concerning all 5AC issues.
- 2) Keep all official records of the committee; insure that accurate minutes of all meetings are recorded, and that all committee members receive meeting notices and agendas. Publish meeting notices in the monthly newsletter.
- 3) Provide monthly reports of 5AC activities to the membership at all General Meetings as directed by the President, and in the monthly newsletter.
- 4) Appoint sub-committees and delegate to other members such duties as may be necessary to facilitate and expedite the aims and objectives of the committee and Association.
- 5) Maintain close liaison with the President.
- 6) Appoint a Secretary to keep meeting minutes and prepare the agenda.

E. Director – Immediate Past President

1. Serve as Association Historian.
2. Chair the bylaws committee
3. Chair the nominating committee

F. Director-at-Large shall:

- 1) serve on committees at the Direction of the President
- 2) assist Membership Director with “greeter” / “mentor” duties
- 3) will perform duties as directed by the Board.

G. Director Emeritus – Mr. Dick Kiger in recognition for his many years of service to the Auburn Aviation Association.

1. May serve on the Board of Directors for whatever length of time he deems appropriate. When he resigns or is no longer able to serve, this Director position reverts to a Director-at-large as described above.
2. Is automatically elected each year to a one year term of office
3. Will perform duties as directed by the Board

ARTICLE XII

REVISIONS AND AMENDMENTS

Section 1. These Bylaws may be amended, revised, or repealed upon approval of a two-thirds majority vote of those members present and entitled to vote at a general meeting or a special meeting for the purpose of amending the Bylaws in which the membership has been notified.

Section 2. Any section of these Bylaws may be suspended by a majority vote of the members present and entitled to vote at any general or special meeting, but such suspension shall only continue during the time that the subject matter is under discussion.

Section 3. Any member in good standing is entitled to make a resolution to amend, revise, or repeal a section of these Bylaws provided it is brought before the membership at a general or special meeting and such resolution is provided in writing. The President of the Association shall call for a discussion on the resolution, declare it held over 1 meeting, assign it to committee for review, and call for a vote on suspension as appropriate.

Section 4. Bylaws shall take effect from and after their 2/3 majority approval of the membership voting at a General Meeting as recorded by the Secretary in the minutes of the Association and all existing Bylaws not included in the amended bylaws shall be repealed and rescinded as of that date.

Section 5. All meetings shall be conducted in accordance with Roberts Rules of Order.

Amended by majority vote of the general membership on _____