

## **BY-LAWS**

### **GREEN RIVER CHAPTER OF THE WASHINGTON PILOTS ASSOCIATION**

#### **I – Name**

This organization shall be known as the Green River Chapter of the Washington Pilots Association, and is a duly chartered Chapter of the Washington Pilots Association.

#### **II – Objects**

The purposes and objects of this chapter shall be to preserve and promote the rights and obligations of General Aviation pilots and infrastructure. This goal shall be met by the efforts of volunteers working with Federal, State, and Local entities, along with other aviation-oriented groups in the following areas:

- Safety and Education programs;
- Fundraising for specific aviation goals;
- Organization with state and local chapters of Washington Pilots Association;
- Communication with other aviation groups, the news media, military agencies, general public and politicians in support of goals;
- Planned flying events;
- Socialization and camaraderie.

#### **III – Membership**

3.1 Any person, partnership, profit or non-profit association interested in the goals of this association may be a member, providing that the person, profit or non-profit association, subscribe to the by-laws, and pay the annual membership fee.

3.2 Each membership shall have one vote. Voting by proxy is allowed with prior written notification to the secretary.

3.3 Membership is extended to the spouses of members in good standing at no additional fee. Spouse members shall have all rights and privileges of membership, including voting and holding office.

3.4 Membership fees (dues) for the State Association are determined and established by the State Board of Directors. Membership fees for the Green River Chapter of the Washington Pilots Association are determined and established by the Chapter Board of Directors.

3.5 Any member who fails to pay dues within thirty days of official written notice of delinquency shall forfeit his/her chapter membership. Reinstatement is automatic with payment of the membership fee.

3.6 The Board of Directors shall have the authority to deny membership to anyone who has, in the opinion of the Board, violated By-Laws, rules and/or regulations of the local Chapter or State Association.

#### **IV – Board of Directors and Organization**

4.1 The management of this Chapter shall be vested in the Board of Directors. Officers are considered as board members.

4.2 The Board of Directors shall consist of all elected Officers (including any Co-Officers); the immediate past President, if any, who shall serve a one (1) year term as Director; and four (4) other members who are elected as Directors for a two (2) year term. Elected Director positions shall be designated as Position 1, Position 2, Position 3 and Position 4. Position 1 and 3 Directors shall be elected for service beginning with the conclusion of the annual meeting in odd-dated years. Positions 2 and 4 shall be elected for service beginning with the conclusion of the annual meeting in even-dated years. (Amended June 8, 2012)

4.3 No person shall hold the same office as a Director or Officer for more than three (3) consecutive terms, unless elected or appointed to the Executive Committee. Exceptions to term limits may be approved by the Board of Directors. A Director may designate a proxy for a Board Meeting.

4.4 Newly elected Directors shall be installed at the next Board of Directors meeting of the Chapter following their election. This meeting of the Board of Directors shall consist of current and newly elected Directors, and shall serve as a planning session for the next fiscal year. These By-Laws call for the election to be at the annual meeting in February. Therefore, the joint Board of Directors meeting shall be held prior to the general meeting in April. (Amended June 8, 2012)

4.5 Where a vacancy occurs in the office of any director or officer due to any cause, the Board of Directors shall fill that vacancy by appointment selected by majority Board vote.

4.6 Board business may be transacted by polling Board Members by telephone or electronic means.

#### **V – Officers**

5.1 The officers of the Chapter shall be President, Vice-President, Secretary, and Treasurer. At the discretion of the membership, any office may be shared by two members, such as Co-Presidents.

5.2 The officers and directors shall be elected at the annual meeting of the Chapter.

5.3 The term of office for officers shall be one year.

5.4 Any officer or Board member appointed to the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Chapter would be served, but such removal shall be without prejudice to the rights of the person so removed.

5.5 A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by appointment from the Board of Directors by majority vote for the unexpired portion of the term.

## **VI – Duties of Officers**

6.1 The President shall preside at all membership meetings and Board of Directors meetings, appoint committees, and perform all other duties usually pertaining to that office. The chapter president or proxy will be the voting delegate at State Board meetings.

6.2 The Vice-President shall in the absence of the President preside and perform the duties of the President. In addition, the Vice-President may be responsible for programs or newsletter as designated by the President.

6.3 The Secretary shall be responsible for records of all meetings of the Chapter and the Board of Directors. Formal minutes of the Board Meetings shall be kept, and notes of any business conducted at the membership general meetings shall be recorded. The Secretary shall serve all notices required by law or these By-Laws. The Secretary shall maintain a record of the current By-Laws and any changes thereto, and shall be responsible for filing a copy of the chapter By-Laws with the Secretary of the Washington Pilots Association not later than sixty (60) days after adoption thereof.

6.4 The Treasurer shall collect fees, have custody of all funds of the Chapter, make necessary disbursements as provided by the Board of Directors, and provide a complete and current financial report, including revenue and expenses activity, at the annual meeting or at such other times as the Board of Directors shall direct. The Treasurer shall maintain a record of members and issue all membership cards. The Treasurer shall mail out delinquency notices and be the point of contact with the State Association on all membership activities. The Treasurer shall appoint a 3-member Teller's Committee for the election of officers and board members.

6.5 The Board of Directors may require the Treasurer, or any other person or persons to whom the Treasurer's duties have been assigned, to be bonded in sums

agreed to by the Board. The expense of any such bond shall be paid for by the Chapter.

## **VII – Committees**

### **7.1 The Finance Committee.**

The chapter President, Vice President, Secretary, Treasurer, and the immediate past President are designated as the Finance Committee, and can transact any business for the Board in line with Board-established policies. The Finance Committee shall be responsible for establishing an operating budget for the chapter and presenting it to the Board of Directors for approval. The Finance Committee shall also look into ways of making money for the Chapter.

### **7.2 Executive Committee.**

The Executive Committee as referred to in these By-Laws shall consist of all current elected officers of the Chapter.

### **7.3 Nominating Committee.**

The President shall chair the nominating committee and shall appoint at least 2 or more additional members, one from the Board, and one from the chapter membership. Additional nominating committee members can be appointed at the will of the President. Nominations can also be made by the membership from the floor at the time of election.

### **7.4 Other Committees.**

The chapter President may appoint other committees as needed. Some committees usually appointed are: Search and Rescue Committee, Membership Committee, Newsletter Committee, and Program Committee.

## **VIII – Meetings**

8.1 An annual meeting of the members shall be held in February or at a time and place designated by the Board of Directors. (Amended Feb. 17, 2012)

8.2 Notice of the time and place of general membership meetings shall be sent to each member at least five days prior to the meeting. A newsletter is acceptable written notice of all meetings.

8.3 Special meetings of the membership may be called by the President with the approval of the Board of Directors. Ten or more active members may petition the Board of Directors to call a special meeting of the members, in which event the Board of Directors shall call a special meeting of the members within sixty days.

8.4 Meetings of the Board of Directors may be called by the President or upon request by three or more members of the Board of Directors. Notice of the time and place of meetings of the Board of Directors shall be given to each member of the Board

of Directors at least five days prior to the meetings. Notice of meetings may be given by telephone or written letter.

8.5 Robert's Rules of Order shall govern at all meetings of the Chapter when not inconsistent with these By-Laws.

## **IX - Elections**

9.1 Election of the officers and board members shall be held at the annual meeting of the Chapter in February. The Nominating Committee shall present a slate of officers to the membership at the Chapter's December membership meeting. Additional nominations may be made at the February membership meeting prior to a final vote. (Amended Feb. 17, 2012)

9.2 Voting shall be done by written or hand ballot. In the event of a written ballot, a Teller's Committee appointed by the Treasurer shall count the ballots and announce the elected officers and directors prior to the adjournment of the meeting.

## **X – Quorums**

10.1 Members present at any meeting of this Chapter shall constitute a quorum for the transaction of business.

10.2 Board of Directors meetings shall require four members present to constitute a quorum for the transaction of business.

10.3 Chapter committee meetings require three members present to constitute a quorum.

## **XI – Operational and Financial Policy**

11.1 Contracts: The Board of Directors must approve any contract entered into in the name of the Chapter. After approval, the Board may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instruments in the name of or on behalf of the Chapter, and such authority may be general or confined to specific instances.

11.2 Orders for payment: Orders for payment or evidences of indebtedness in the name of the Chapter shall be paid by the Treasurer. All checks for payment shall be signed by either the Treasurer or President or one of the Co-Presidents. The Board of Directors shall determine the frequency and method of reporting financial activity to the Board and to chapter members.

11.3 Incidental Expenses: Reasonable and necessary expenses incurred by the Board of Directors and Board Committee members of the Chapter in conducting the business of the Chapter may be met by the Chapter with approval of the Board of

Directors. At such time as an annual budget is established by the Board, each committee shall be responsible to request additional, unbudgeted amounts from the Board of Directors.

11.4 The fiscal year of the Chapter shall end December 31<sup>st</sup> of each year.

11.5 If chapter receipts are in excess of \$1,000.00 there shall be an annual audit of the Chapter's financial activities by the Finance Committee, or their appointee.

11.6 Any Board Member, Officer or committee member must have the approval of the Board of Directors before obligating the Chapter to any amount over what appears in the approved annual budget.

## **XII – Amendments**

12.1 These By-Laws may be amended by a majority favorable vote cast by the members present at an annual meeting or at a meeting of the chapter; and providing notice of the proposed changes is given by letter to the members at least ten days prior to the meeting.

## **XIII – Liability**

13.1 A Director or Officer shall have no personal liability to the State Washington Pilots Association, or Green River Chapter of Washington Pilots Association, or any of its members for any monetary damages for the conduct as a Director or Officer; provided, this provision shall not eliminate nor limit the liability of a Director or Officer for acts or omissions that involve intentional misconduct or knowing violation of a law by a Director or Officer, or for any transaction from which the Director or Officer will personally receive a benefit in money, property or services to which a Director or Officer is not legally entitled. Further, this provision shall not eliminate nor limit the liability of a Director or Officer for any act or omission occurring before the date this provision become effective.

13.2 A Director or Officer shall not be entitled to indemnification under this Article for acts or omissions that involve intentional misconduct by a Director or knowing violation of law by a Director, or for any transaction from which the Director or Officer will personally receive a benefit in money, property, or services to which the Director or Officer is not legally entitled.

13.3 For all acts not excluded above in this Article, to the fullest extent permitted by RCW 24.03.025 and its reference RCW 23A.08.025, the Washington Pilots Association shall indemnify any Director or Officer who was or is a party or is threatened to be made a party in any civil, criminal, administrative or investigative action, suit or proceedings (whether brought by or against the association or otherwise) by reason of the fact that he or she is or was a Director or Officer of the chapter of the Association, or is or was serving at the request of the Association, against expenses (including

attorney's fees) judgment, fines, sanctions, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such proceedings. This indemnification shall not be exclusive of any other rights to which person may be entitled as a matter of law or by contract.

Dated: \_\_\_\_\_

By-Laws Committee Members:

Jerri Reynolds

Al Banholzer

Keith Littlefield

*Chapter approved 12/93*

*Amended Oct. 2013 as approved at Feb 17, 2012 and June 8, 2012 General Meetings.*