

LAKE HOOD PILOTS ASSOCIATION

Bylaws

December , 2020

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Bylaws of the Lake Hood Pilots Association

Incorporated

An Alaskan NONPROFIT

March 28, 2020

Article I. Name. Lake Hood Pilots Association, Incorporated

Article II. Location. Anchorage, Alaska

Article III. Purpose. The purpose of the Association is to:

- Promote, encourage, and facilitate safe aircraft operations at Lake Hood airport.
- Promote, encourage, and foster fair operation of the airport.
- Develop creative, positive suggestions for improved operations at the airport.
- Promote, encourage, and foster community friendly flying through pilot education.
- Promote a positive, productive, and cooperative relationship between the Association and those governmental agencies and private enterprises that provide aviation services and facilities to the benefit of members of the Association.
- Promote, encourage, and facilitate well planned improvements to the airport.

Article IV. Membership.

Section 1. Eligibility for Membership: Eligibility for membership is open to any person who consumes services at Lake Hood airport.

Section 2. Classifications of Membership: There are three (3) types of Memberships, Regular, Honorary/Complimentary, and Life:

A. Regular Membership: A Regular Member shall be any person who consumes services at Lake Hood airport, and who has paid annual Association dues of \$20.00 and any applicable assessment. Regular members have full voting rights. A Regular Member who has failed to pay annual dues before the regular December membership meeting is deemed to be removed from membership.

B. Honorary/Complimentary Membership: An Honorary/Complimentary Member shall be any person to whom the Officers, Board of Directors, or Membership wishes to extend an Honorary/Complimentary Membership. Honorary/Complimentary Memberships may be given to a person in recognition or appreciation of the support that person has provided to the Association. Honorary/Complimentary Members may not hold and elected or appointed Office or Position, nor are they entitled to any voting privileges.

C. Life Membership: A Life Membership is earned when a Member makes a one-time \$200 dues payment. A Life Member may hold any Office, and shall have full voting privileges.

Section 3. Duration of Membership: The duration of Regular Membership shall be one (1) calendar year. Honorary/Complimentary Memberships may be extended or continued beyond one (1) year at the discretion of the Officers or Board of Directors. Life Membership is continuous for the life of the Member. Life Memberships are not transferable to another person.

Section 4. Voting Privileges: Voting privileges shall be limited to Regular Members and Life Members.

Section 5. Removal of Membership: Membership is a privilege, which requires an appropriate commitment for each Member. Each Member shall accept the responsibility to promote the Association. In the event an Association Member fails to meet these requirements, they may be removed by a majority vote of the Board of Directors.

Section 6. Roster of Members: A roster of active members shall be kept by the Treasurer and shall be kept current monthly. Only members current on

the roster as kept by the Treasurer are qualified to vote or hold office. In order to vote or hold office a member must have been a qualified member as of the first day of the month during which the vote was taken or the members serves or attempts to serve as an officer. Any dispute regarding the qualification of a member shall be directed to the Board of Directors and any decision of the board is final on the matter.

Section 7. Resignation of Membership: Any Member may resign their Membership at any time by delivering to any Officer a written notice of resignation.

Section. 8 Membership Dues and Assessments. The Board of Directors will determine the appropriate dues and any special assessments. Dues are to be paid annually and are payable upon joining and every January 1st of each calendar year thereafter. Dues and assessments shall be considered wholly earned and shall not be pro-rated in the event of expulsion or resignation. Life Association Members shall not be required to pay any annual dues however may be required to pay assessments.

Article V. Meeting of Members.

All meetings of the Members shall be held at a time and place to be determined by the Board of Directors. Notice of any Regular Meeting of the Members shall be given in an Association publication, such as the Website, Newsletter, and by e-mail.

At least one annual Regular Meeting of the Members shall occur on or about the second Saturday of December. A second Regular Meeting of the Members may occur on or about the third Saturday of March.

Special Membership Meetings may be held at such time and place as the President may determine. Special meetings may be also called by a majority of the Board of Directors. Notice of Special Membership Meetings, stating the location, time, and purpose of the meeting shall be given in the same manner as the notice required for the regular meetings, or by special letter.

A quorum is required for any Membership Meeting; a quorum shall consist of at least one tenth (1/10) of the Members but not less than three Members. In the absence of the President, Vice President, Secretary, and Treasurer, a temporary Meeting Chairman may be appointed by the Board of Directors and shall act as the presiding officer.

At every meeting of the Members, each voting Member may have one vote on any question or resolution. A Member shall have the right to vote by written proxy. The Board of Directors shall be responsible for, and determine in its sole discretion, the method by which any proxy votes are issued, accepted, or counted.

A simple majority of Members, that are eligible to vote, will determine the resolution of any matter presented to the Members.

Article VI. Board of Directors.

The business and property of the Association shall be conducted and controlled by the Board of Directors.

The Board of Directors shall consist of seven members who shall be elected by the Members at the regular annual meeting. The term of office for an elected member of the Board of Directors shall be three (3) years. In the case of a vacancy on the Board of Directors, a replacement shall be appointed by a majority vote of the Board of Directors. The term of such a replacement will expire on the date of the next regular meeting of the Members.

Meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors. Notice of Meetings of the Board of Directors, stating the location, time, and purpose of the meeting shall be sent, by email to each Member of the Board of Directors at least 48 hours prior to the time of the meeting. If all of the Members of the Board of Directors are present at a meeting, any business of the organization may be transacted without previous notice of the meeting.

A majority of the Board of Directors shall constitute a quorum.

Each Member of the Board of Directors shall serve without compensation.

Article VII. Officers.

Section 1. Roles of Officers:

A. The Officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, or a combination of Secretary and Treasurer.

B. The term of office for all Officers shall be one (1) year.

C. The Officers shall be members of the Board of Directors, shall be elected by the Board at a meeting of the Board following the regularly scheduled December Membership Meeting and shall assume the responsibilities of their office immediately upon election.

D. The Treasurer may be bonded in an amount to be determined by the Officers. The premium to bond the Treasurer shall be at the expense of the Association.

Section 2. Duties of the Officers: The following duties shall be performed by the Officers:

A. The President shall be the Chief Executive Officer and Chairperson of the Board of Directors. The President shall have, subject to the advice, direction, and control of the Board of Directors, general charge of the Association business and property. The President shall appoint all of the members of the standing committees described in these Bylaws and any special committee created for any purpose. The President shall jointly execute with the Secretary all contracts and instruments which have first been approved by the Board of Directors. The President may call any Special Meeting of the Board of Directors and/or general Membership. In the case of absence or disability of the Treasurer, the President may execute checks for expenditures authorized by the Board of Directors. In such circumstances, either the Vice-President or Secretary shall be called upon to co-execute such checks.

B. The Vice-President shall be vested with all the powers and authority of the President and shall perform the duties of the President in the case of the Presidents absence, disability, or inability, for any reason. The Association Vice President shall also perform such duties connected with the operation of the Association as directed by the President. The Vice President shall annually recruit a certified public accountant or an appropriate group of Members to verify that the financial records of the Association are in order.

C. The Secretary shall to take and publish minutes of all meetings. The Secretary shall publish notice of all regularly scheduled Membership and Board of Directors Meetings and any Special Membership Meetings. The Secretary shall maintain the currency and security of the original copies of the Bylaws, Non-profit Incorporation documents, tax-exemption documents, Federal Employer Identification Number (FEIN), and any other documents, books, papers, and records as the Officers or Board of Directors direct. The Association Secretary shall perform all other duties incident to the Office of Secretary, subject to the control of the President and the Board of Directors.

D. The Treasurer and the President and/or the Vice President shall jointly execute all checks authorized by the Board of Directors. The Treasurer shall receive and deposit all funds in a financial institution approved by the Board of Directors. The Treasurer shall account for all receipts, disbursements, and the balance of funds on hand. The Treasurer, with the assistance of the Membership Chairperson, shall keep a Membership Roster showing the name, contact information and dues payment status of each Member. The Treasurer shall be responsible for the maintenance of all insurance records. The Treasurer shall perform all other duties subject to the control of the President and the Board of Directors.

Section 3. Officer Vacancies: In the case of a vacancy of an Officer position, a replacement shall be appointed by a majority vote of the Board of Directors. The term of such a replacement will expire on the date of the next regular meeting of the Members.

Article VIII. Elections of Directors.

The President shall appoint a Nominating Committee made up of at least three (3) Association Members no later than October 15th of each year.

The Nominating Committee shall canvas the current Officers and Directors to determine if they wish to seek re-election to their current position or be nominated for any other position. The Nominating Committee shall also canvas Members to seek those who may be interested in a position on the Board of Directors.

On or before November 15th, the Nominating Committee will post a slate of nominees at the Association website.

At the regular December Membership Meeting the Nominating Committee shall present its slate of nominees. The President will open nominations from the floor. If more than seven individuals are nominated to be members of the Board, the Secretary will prepare written ballots with seven blank spaces for each Member to complete. The seven nominees receiving the highest number of votes will be elected as the Board of Directors.

The President or his designee shall appoint three (3) Members to conduct and monitor the election. All ballots will be counted and confirmed by the monitors and the results of the election announced to the Members present and posted to the Association website.

All newly elected members of the Board of Directors shall assume their responsibilities immediately upon the confirmation of the vote.

Article IX. Transition of Leadership.

The Membership recognizes the importance of a smooth transition of Leadership. Following the election of the Board of Directors, the Board shall hold a meeting wherein all records and information will be passed on the newly elected Board of Directors.

During the meeting, the Board of Directors shall review the Bylaws, and the Goals, Mission and Vision Statements, Non-Profit Incorporation documents, tax status, and insurance policies.

Article X. Nominating Committee.

The Nominating Committee shall consist of 3 Members. The purpose of the Nominating Committee is to conduct the annual process of recruiting nominees for election to the Board of Directors and report these nominations to the Members.

Article XI. Membership Committee.

The Membership Committee shall consist of 3 to 5 Members. The purpose of this Committee should be to keep accurate records on the current Membership of the Association through a detailed Membership Roster. The Membership Committee shall also look for ways to retain existing and recruit new Members.

Article XII. Program Committee.

The Program Committee shall consist of 2 to 3 Members. The purpose of the Program Committee is to coordinate speakers and all other things related to the Regular Meetings of the Members.

Article XIII. Scholarship Committee.

The Scholarship Committee shall consist of 3 to 5 Members, one of which shall be the Treasurer. The purpose of the Scholarship Committee is to seek sources of funds for special projects such as scholarships, media efforts, or special meetings. The Scholarship Committee shall be full responsible for all correspondence, communications and follow-up required by any special project donations to the Association. The Treasurer shall maintain separate bank accounts as necessary to assure specific special projects monies are properly tracked.

Article XIV. Lake Hood Operations Committee.

The Lake Hood Operations Committee shall consist of 2 to 3 Members, one of which shall be the Vice President. The purpose of the Lake Hood Operations Committee is to communicate with the airport leasing office, state regulators and user groups regarding issues of interest to the Association.

Article XV. Community Involvement Committee.

The Community Involvement Committee shall consist of 2 to 3 Members. The purpose of the Community Involvement Committee is to communicate with the Alaska Airmen Association, other aviation groups and community groups regarding issues of interest to the Association.

Article XVI. Indemnification.

Section 1. General. To the full extent authorized under the laws of the State of Alaska, the Association shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Association, or any person who may have served at the Association's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall

ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Association would have the power or obligation to indemnify such person against such liability under this Article.

Article XVII. Amendments.

The Bylaws of the Association may be amended by a majority vote of the Board of Directors.

Article XVIII. Dissolution.

The Association may be dissolved by a two-thirds majority vote of the Members. If the Members vote to dissolve the Association, the President shall ensure that all Association debts and obligations are paid. The President shall then donate all Association materials and assets to another non-profit aviation organization.

We, the undersigned, confirm the foregoing Bylaws were duly approved and adopted, as the Bylaws of this Association.

ADOPTED AND APPROVED by the members this ____ day of _____, 2020.

_____, President

ATTEST: Petra Illig, Secretary