

Washington Pilots Association

By-Laws

Adopted at Annual General Meeting
February 21, 1998

A Washington State Non-Profit Corporation

ARTICLE I OBJECTIVES

Section 1: Objectives

The Washington Pilots Association is a voluntary federation of autonomous local chapters, as well as individual, corporate and associate members and is organized:

- (a) To promote the progress and development of aviation in the State of Washington.
- (b) To unite all Chapters in the State of Washington into a closer relationship in order to make possible united action in the promotion of matters pertaining to their common interest.
- (c) To increase the effectiveness and usefulness of the individual Chapters within the state and to promote mutual cooperation between them and the association.
- (d) To develop and present informed views and opinions of member Chapters to the state and federal government, and such others as may be deemed advisable.
- (e) To encourage and promote flying safety.
- (f) To protect the interests and property of general aviation.
- (g) To encourage the construction, improvement, and proper maintenance of aviation facilities.
- (h) To advance aviation through the support of education programs.
- (i) To encourage participation in aerial search and rescue.

ARTICLE II INTERPRETATION AND DEFINITIONS

Section 1: Interpretation.

In these By-Laws unless otherwise stated:

- (a) The **Association** shall mean the Washington Pilots Association.
- (b) The **Board** shall mean the Board of Directors.
- (c) Where singular is used it shall also mean the plural.

1 (d) Where the masculine gender is used it shall include the feminine gender.

2 (e) The **Annual General Meeting** shall also mean the Annual Convention.

3 (f) **WASAR** shall mean the Washington Air Search and Rescue Corporation

4 **Section 2: Definitions.**

5 In these By-Laws unless otherwise stated:

6 (a) The **Officers** of the Association shall be a President, Vice President East, Vice President West,
7 Secretary and Treasurer

8 (b) The **Board of Directors** shall consist of:

9 (1) the **Officers** of the Association,

10 (2) the six (6) **Functional Directors** elected from and by the general membership of the
11 Association,

12 (3) a **Chapter Representative** from each member Chapter,

13 (4) the immediate **Past President**, and

14 (5) **Legal Counsel**, if appointed by Board.

15 (c) The **Executive Committee** shall be comprised of the President, Vice-President East, Vice- President
16 West, Secretary, Treasurer, Legal Counsel, and one other member (Member-at-Large) designated by
17 the Board.

18 **Section 3: Quorums:**

19 (a) Members present at the Annual General Meeting and Special meetings of this Association shall
20 constitute a quorum for the transaction of business, provided the President or one Vice President or
21 any five other elected Board members shall be among those present.

22 (b) Members present at the Board of Directors meetings shall constitute a quorum for the transaction of
23 business, provided the President or one Vice President and any two other elected Board members
24 shall be among those present.

25 (c) A Quorum of said Executive Committee shall be three (3). Action of the Executive Committee shall
26 require a majority vote of those present.

27 (d) Other Association committee meetings require three (3) members present to constitute a quorum.

28 **ARTICLE III LIMITATIONS**

29 **Section 1 Limitations**

30 No recommendation, representation or report of any officer or member of the Association shall be binding
31 on the Association, or be recognized as representing the opinion of the Association, until and unless the

1 same shall have been submitted and approved by the Board of Directors, except that the Board of
2 Directors may empower an officer as the official spokesman of the Association.

3 **Section 2 Conflict of Interest.**

4 No member of the Board of Directors or Executive Committee may have the individual authority to spend
5 Association funds with themselves as individuals or with any business they may be associated with.
6 Collective Board of Directors action is required if funds are to be spent with Board of Directors or
7 Executive Committee members.

8 **Section 3 Indemnification of Officers and Directors**

9 Each Director and Officer of the Association, whether or not then in office, shall be indemnified by the
10 Association against any and all claims and liabilities, whether the same are settled (with approval of a
11 majority of the other members of the Board of Directors) or proceed to judgment, which shall be asserted
12 against such person by reason of his having been subjected in connection with such claim or liability and
13 in connection with his defense against the same. Provided, however, no such Officer or Functional
14 Director shall be indemnified with respect to any claim or liability where he was grossly negligent or
15 derelict in the performance of his duties.

16 **Section 4 Representation and Voting Powers**

17 Every member of every accredited Chapter shall have the right to attend any or all meetings of the Board
18 of Directors, Executive Committee and other committees. These members shall be under no special
19 limitations or restrictions with regard to the proceedings at any meeting except that they may not vote on
20 any matter before the Board of Directors.

21 **ARTICLE IV MEMBERSHIP**

22 **Section 1 Categories of Membership**

23 (a) **Regular Members** Any person interested in or active in aviation who agrees to uphold the principles
24 and By-Laws of the Association, and pays Regular Member dues, may qualify for Regular
25 membership.

26 (b) **Lifetime Members** Any person interested in or active in aviation who agrees to uphold the
27 principles and By-Laws of the Association and pays ten (10) times the annual Regular Member dues
28 in one calendar year shall be designated a Lifetime Member. Lifetime Members shall not be required
29 to pay annual dues after becoming a Lifetime Member.

30 (c) **Spouse Members** A spouse of an Regular or Lifetime Member living at the same address as the
31 member, is eligible to be a Spouse Member. Spouse Members shall have all the rights and privileges
32 of Regular Members in good standing except they shall not receive individual copies of Association
33 correspondence or publications.

34 (d) **Affiliate Members** A member in good standing of another local or regional aviation organization
35 formally recognized by the Board of Directors and who agrees to uphold the principles and By-Laws
36 of the Association may become an Affiliate Member. Affiliate Members shall receive the
37 Association's newsletter and other publications. Affiliate Member dues shall be seventy-five percent
38 (75%) of the Regular Member dues.

- 1 (e) **Corporate Members** Any firm, corporation or organization desiring to further the objectives of this
2 Association and to promote general aviation may become Corporate Members. Corporate Members
3 may designate up to twenty (20) individuals in their organization to receive the Association's
4 newsletter and other publications. Corporate Members may place an eighth-page (1/8) advertisement
5 in each issue of the Association's newsletter and have the option to purchase advertising space in
6 other Association publications as approved by the Board of Directors. Corporate Members dues shall
7 be twenty (20) times the dues for Regular Members.
- 8 (f) **Associate Members** Any aviation association may become an Associate Member of this Association
9 by extending membership in its association to the Board of Directors. The Board of Directors must
10 approve such membership. The board of directors, or equivalent body, of the Associate Member as
11 approved by the Board of Directors shall be granted membership in the Association. The rights and
12 standing of that membership shall be determined by the Board of Directors.
- 13 (g) **Member-at-Large** Each member of the Association shall be considered to be a member of the
14 chapter nearest the members residence unless otherwise specified by the member in writing to the
15 State Treasurer. In the event there is no chapter in his area or the member chooses not to be a
16 member of a chapter, the membership designation shall be Member-at-Large. A member may at any
17 time after admission to membership in the Association change his/her chapter affiliation by
18 notification in writing to the State Treasurer.
- 19 (h) **Honorary Members** The Board of Directors may, from time to time, designate and appoint persons
20 as Honorary Members of the Association for such periods, with or without voting privileges and with
21 such attendant dues as the Board shall determine in its sole discretion. Honorary Members shall not
22 be current members and shall receive those services specified by the Board of Directors.

23 **Section 2 Application for Membership**

24 Applications for memberships shall be submitted to the state Association office accompanied by payment
25 of appropriate dues. Association chapters will record new member information on Association supplied
26 "New Member / Add Renewal or Drop" forms. Such forms will be submitted to the state office,
27 accompanied by payment of annual dues.

28 **Section 3 Dues**

29 The annual dues of the Association shall be set by the Board of Directors for all members. Changes in
30 dues for Regular Members and Members-at-Large, are subject to the approval by the Association
31 membership whenever a change in amount or scale of amount is involved, as provided in these By-Laws.
32 Notification to the membership must be made at least thirty (30) days prior to the meeting at which
33 changes to Regular Member dues are to be made. New members shall be considered to be in good
34 standing for a twelve month period. Renewal dues shall become due and payable, in subsequent years, at
35 a time and frequency specified by a vote of the Board of Directors.

36 The Board of Directors may waive all or a portion of the annual dues for classes of Regular Members or
37 Members-at-Large.

38 **Section 4 Voting Rights**

39 Regular Members, Lifetime Members, Spouse Members, Student Members, Certified Flight Instructor
40 Members, Corporate Members, and Members-at-Large, shall have one vote on all matters brought before

1 the general membership at a duly constituted Annual General Meeting or special membership meeting as
2 prescribed in these By-Laws.

3 Any member with a right to vote may issue a written proxy to any other member with a right to vote. A
4 member shall hold not more than one (1) proxy at any meeting of the Association, except that a member
5 may hold up to three (3) proxies at the Annual General Meeting. All proxies shall be registered with the
6 Secretary prior to the commencement of the meeting.

7 **Section 5 Transfer of Membership**

8 Membership in the Association is not transferable or assignable.

9 **Section 6 Expulsion**

10 The Board of Directors, after due notice and a hearing, if requested by the member, may recommend to
11 the membership the expulsion of any member for a violation of the By-Laws of the Association, the laws
12 of the State of Washington or the laws of the United States of America.

13 **Section 7 Reinstatement**

14 The Board of Directors may reinstate the membership of any expelled member upon such terms as the
15 Board of Directors deems appropriate.

16 **Section 8 Delinquencies**

17 Any member who is more than sixty (60) days delinquent in payment of dues shall automatically have all
18 rights and privileges of membership suspended and, shall be considered resigned from membership. If a
19 member pays his dues within six (6) months of delinquency his former dues anniversary month of billing
20 will be re-instated.

21 **Section 9 Refunds**

22 No dues shall be refundable to any member whose membership terminates for any reason.

23 **ARTICLE V BOARD OF DIRECTORS**

24 **Section 1 General Powers**

25 The affairs of the Association shall be managed by its Board of Directors. In addition to the powers and
26 authorities of the Articles of Incorporation and these By-Laws expressly conferred upon them, the Board
27 of Directors may exercise all such powers of the Association and do all such lawful acts and things as are
28 not by statute or by the Articles of Incorporation, or by these By-Laws, directed or required to be
29 exercised or done by the members.

30 **Section 2 Duties of the Board**

31 (a) **General:** The Board of Directors shall perform such duties as may be specifically imposed upon it
32 by these By-Laws and as may from time to time be necessary to carry out the spirit and intent of the
33 objectives of the Association. It shall receive reports from the President, Officers and Committees,
34 and take such action respecting such reports as seems necessary and desirable.

1 (b) **Functional Directors:** Each Functional Director shall select and be responsible for one or more of
2 the following functions. Each Functional Director is encouraged to recruit Association members to
3 form a committee around each of the functional areas.

4 (1) Membership — Responsible for promoting, enlarging, and sustaining the membership of the
5 Association.

6 (2) Legislative Affairs — responsible for working with the elected and appointed officials of State
7 and local governments to assure the interests of general aviation are being protected and
8 enhanced.

9 (3) Airport Affairs — responsible for aiding Chapters and other local aviation groups in preserving
10 and maintaining the quality and availability of public use general aviation airports throughout
11 Washington. Coordinate efforts to build and maintain a network of airport support groups in
12 cooperation with other aviation organizations.

13 (4) Search and Rescue — responsible for the coordination between the Association and
14 Washington Air Search and Rescue (WASAR), the Washington State Department of
15 Transportation Aviation Division, and other air search and emergency response organizations
16 for search and rescue activities within Washington. This Director also will be the
17 Association's primary point of contact for emergency response support activities by the
18 Association and its members.

19 (5) Safety and Education — responsible to organize and carry out one or more safety programs
20 each year and to promote aviation education.

21 (6) ????

22 (c) **Vice-Presidents:** Each Vice-President shall maintain regular contact and communication with the
23 Chapters in their portion of the State to encourage inter-Chapter, and Chapter-to-State
24 communications. They shall attempt to attend at least one regular meeting of each Chapter in their
25 portion of the State. They shall encourage and foster the formation of new Chapters within their
26 regions. The Vice-Presidents shall report to the President such matters and information as will be of
27 benefit to all Chapters of the Association. The Vice-Presidents shall attend all meetings of the Board
28 of Directors.

29 **Section 3 Qualifications**

30 Candidates for membership on the Board of Directors shall have been members of the Association for a
31 period of one (1) year when elected. At the time of election or during their term of office they shall not
32 hold any office or position for compensation with any federal or state government aviation unit or agency,
33 other than the U.S. Armed Forces.

34 **Section 4 Absences**

35 Any member of the Board of Directors, except Chapter Representatives, who shall be absent from more
36 than two consecutive meetings of the Board without presenting a reason acceptable to the President, shall
37 be deemed to have resigned, and that office shall be declared vacant.

1 **Section 5 Vacancies**

2 In the case of vacancy of any office, the remaining members of the Board of Directors shall select a
3 successor to the vacated term for that position. Should the vacancy on the Board be that of a Chapter
4 President, the chapter shall submit to the President, within thirty (30) days, the name of his replacement.

5 **Section 6 Removal**

6 At any regular or special meeting, duly called, any member of the Board of Directors may be removed by
7 a written, affirmative vote of two-thirds (2/3) of the members of the Board of Directors present at the
8 meeting. Any Director so removed shall have the right to appeal the removal at the next Board of
9 Directors meeting.

10 **Section 7 Meetings**

11 The Board of Directors shall meet at the call of the President or at the call of any three (3) of it's members
12 and shall meet at least four (4) times annually. The four (4) required meetings shall generally occur once
13 each quarter, with at least one meeting occuring the same day as the Annual General Meeting. A fourteen
14 (14) day notice shall be required for regular meetings of the Board of Directors. Special meetings may be
15 conducted at the call of the President without notice providing approval is given by no fewer than two-
16 thirds (2/3) of the members of the Board of Directors.

17 **Section 8 Compensation**

18 Officers and Directors shall not receive any compensation for their services.

19 **ARTICLE VI - OFFICERS AND DUTIES**

20 **Section 9 Duties**

21 (a) **President:** The President shall be the chief executive officer of the Association.

22 He shall preside at all meetings of the Board of Directors, the Executive Committee and at all
23 meetings of the members. However, he may designate any member of the Board of Directors to
24 preside at any meeting. In his absence, should he have failed to make such designation, the presiding
25 officer at any such meeting shall be the Vice President with the most tenure in office, Vice President
26 with the least tenure in office, Secretary, or Treasurer, in that order.

27 The President shall be in general charge of the business of the Association and shall execute
28 contracts on behalf of the Association and shall see that all orders and resolutions of the Board of
29 Directors are carried into effect.

30 He shall be an ex-officio member of all standing committees and shall have the general powers and
31 duties of supervision and management usually vested in the office of President of a corporation.

32 The President shall be responsible to ensure that all meetings and business of the Association shall be
33 conducted according to and within the meaning of the By-Laws.

34 The President or his designee shall serve as the Association's official representative on the WASAR
35 board of directors as specified in the WASAR by-laws.

1 (b) **Vice-President East and Vice-President West:** If the President's position becomes vacant during
2 the term, or in the President's absence, the Vice-President with the most tenure in office shall assume
3 the President's duties until the President returns or until the President's term of office expires. In the
4 event a Vice-President's office becomes vacant, the Board of Directors shall appoint a Director from
5 the appropriate region to fill that position until the Vice-President returns or until the expiration of
6 the Vice-President's term. The Vice-Presidents shall perform such duties as the Board of Directors
7 shall prescribe and shall coordinate the activities and facilitate communications between Directors
8 and local Chapters in their respective areas.

9 (c) **Secretary:** The Secretary shall make or cause to be made a record of the proceedings of all meetings
10 of the Board of Directors and/or the Executive Committee, and shall have charge of all records of the
11 corporation, together with the seal and charter. He shall, at the direction of the President, prepare an
12 agenda, arrange time, place and date and give notice of all meetings. Minutes of all Board of
13 Directors meetings shall be distributed to Board of Directors members within twenty (20) days after
14 the meeting date. The Secretary shall have in his charge the membership lists for use in determining
15 those members entitled to vote. The Secretary shall receive and answer all correspondence in
16 consultation with the President and/or such other officer as may be concerned and shall have other
17 duties as may be determined by the Board. The Secretary shall attend all meetings of the Association.
18 Should absence be necessary, the Secretary shall arrange proper substitution.

19 If the Association has an Executive Director, the duties of the Secretary shall be performed by the
20 Executive Director and the position of Secretary shall not be filled.

21 (d) **Treasurer:** The Treasurer shall have custody of the Association's funds and securities; keep or cause
22 to be kept a full and accurate account of receipts and disbursements in books belonging to the
23 Association; and deposit all moneys and other valuable effects in the name of Association. He shall
24 disburse the funds of the Association as may be ordered by the Board of Directors and take proper
25 vouchers for such disbursements, and shall be responsible for the payment of fees for all Association
26 property. The Treasurer shall be responsible to the President and the Board of Directors for the
27 provision of a current financial statement at each meeting of the Board of Directors with an
28 explanation for any and all items of expense or income. The Treasurer is also responsible for the
29 inventory and status of all Association assets and their proper accounting.

30 **Section 10 Terms and conditions for elected office.**

31 The offices of President, Vice President East, Vice President West and Director shall be elected from and
32 by the general membership at each Annual General Meeting.

33 (a) All Officers and Board of Directors members shall be members of the Association in good standing
34 for a period of at least one (1) year.

35 (b) The President shall be elected for a term of one year.

36 (1) The President shall have a pilot certificate. In the case of a team presidency, only one member
37 of the team must have a pilot certificate.

38 (2) The office of President may be filled by a team of not more than two (2) persons. The team may
39 be comprised of related or unrelated individuals. The team shall be elected and shall serve as a
40 single entity.

41 (c) The Vice-President East and Vice-President West shall be elected for a term of two years.

- 1 (1) The Vice Presidents shall have a pilots certificate.
- 2 (2) The Vice President East shall be elected in even numbered years and shall reside east of the
3 Cascade Mountains.
- 4 (3) The Vice President West shall be elected in odd numbered years and shall reside west of the
5 Cascade Mountains.
- 6 (d) **Functional Directors:**
- 7 (1) The functional areas served by the six (6) Functional Directors are defined as: Membership,
8 Legislative Affairs, Airport Affairs, Search and Rescue, and Safety and Education.
- 9 (2) Each Director shall be elected for a term of two (2) years.
- 10 (3) The Functional Directors terms shall be sequenced so that no more than three (3) Directors shall
11 be elected by the membership in any one year.
- 12 (4) The Board of Directors may fill any Director vacancy occurring on the Board of Directors by
13 reason of death, disqualification, resignation or otherwise than regular expiration, and such
14 Association member appointed by the Board of Directors shall serve for the unexpired term of
15 the directorship so vacated.
- 16 (5) At least four (4) of the Functional Directors shall have a pilot's certificate
- 17 (e) Newly elected Officers and Functional Directors shall be sworn in at the Annual General Meeting
18 and their term of office shall begin immediately.

19 **Section 11 Terms and condition for appointed offices**

- 20 (a) The **Secretary** is appointed by the President and approved by the Board. The Secretary is not
21 required to have a pilot's certificate.
- 22 (b) The **Treasurer** is appointed by the President and approved by the Board. The Treasurer is not
23 required to have a pilot's certificate.
- 24 (c) **Legal Counsel.** The Board of Directors may appoint a Legal Counsel. The Legal Counsel is not
25 required to have a pilot's certificate. The Legal Counsel shall:
- 26 (1) Be an attorney licensed to practice in the state of Washington.
- 27 (2) Hold office for an unlimited number of years, subject only to reappointment annually by the
28 Board of Directors.
- 29 (3) Serve as an advisor to the President, the Executive Committee, and the Board of Directors with
30 regard to questions of law, legislative matters, the interpretation of the articles of incorporation
31 and By-Laws of the Association, and on such other Association matters that may be of concern
32 to the Board of Directors, the Executive Committee and Chapters.
- 33 (4) Attend the Annual General Meeting of the Association and other meetings as requested by the
34 President, Executive Committee, or Board of Directors.

1 (d) The **Executive Committee Member-at-Large** is appointed by the Board of Directors at the first
2 Board of Directors meeting of the new year. The Executive Committee Member-at-Large shall be a
3 pilot and shall have been a member in good standing the previous 12 months.

4 **Section 12 Report of Officers**

5 At the Annual General Meeting, the President and Treasurer shall each submit to the membership a
6 written report of their conduct of the Association's business with respect to such office during the past
7 year. The Treasurer's report shall be in sufficient detail to present a full and accurate accounting of the
8 financial operations and financial condition of the Association.

9 **Section 13 Bonding**

10 The Board of Directors may require and obtain a bond for the Treasurer or other members as deemed
11 necessary by the Board of Directors for the faithful performance of his respective duties and for the
12 restoration to the Association, in the case of death, resignation, retirement or removal from office, of all
13 books, papers, vouchers, money and other property of whatever kind belonging to the Association and in
14 the possession or under the control of the Treasurer. Such bond shall be given at the expense of the
15 Association in a sum and with one or more sureties satisfactory to the Board of Directors.

16 **ARTICLE VII COMMITTEES**

17 **Section 1 Standing Committees**

18 The Standing Committees of the Association shall be the Executive Committee and Nominating
19 Committee,.

20 (a) The **Executive Committee** shall consist of the President, Vice Presidents, Secretary, Treasurer,
21 Legal Counsel and Member-at-Large. The Executive Committee shall meet at the call of the
22 President and shall exercise all powers and duties of the Board of Directors provided by these By-
23 Laws and generally supervise and make decisions on all operations of the Association between
24 meetings of the Board of Directors. All such actions shall be reported to and approved by the Board
25 of Directors at their next meeting.

26 (b) The **Nominating Committee** shall consist of the immediate Past-President and Vice Presidents. The
27 Nominating Committee meet in person or by telephone at least once each year for the purpose of
28 selecting nominees for the election of office at the next Annual General Meeting of the Association.
29 The Nominating Committee shall contact potential nominees for statements of willingness to serve
30 and submit its report to the President at least ten (10) days prior to the Board of Directors meeting
31 preceding the Annual General Meeting.

32 **Section 4 Special Committees**

33 The President shall have the authority to appoint special committees to address special issues and
34 concerns at any time. Such committees must be reappointed by the incoming President in order for them
35 to have official standing beyond the term of the President appointing them.

1 **ARTICLE VIII LOCAL CHAPTERS**

2 **Section 1 Formation**

- 3 (a) The Board of Directors shall have the power to receive and approve applications for the
4 establishment of local chapters of the Association throughout the State of Washington. Applications
5 shall be signed by not less than ten (10) proposed charter members of such proposed local chapter.
- 6 (b) Local Chapters chartered by the Board of Directors shall adopt By-Laws which shall implement and
7 promote the principles, purposes and objectives of the Washington Pilots Association. The Local
8 Chapter's By-Laws shall be filed with the Board of Directors within six (6) months of receiving their
9 charter.
- 10 (c) Any Local Chapter with By-Laws which are in conflict with the Association By-Laws, or objectives
11 as determined by the Board of Directors, shall notified of the conflict and given ninety (90) days to
12 bring their By-Laws into consistency with the Association's By-Laws and objectives. A Local
13 Chapter failing to do so shall have their charter revoked at the next regular meeting of the Board of
14 Directors following the ninety-day period.
- 15 (d) All Local Chapters shall file a copy of their current By-Laws with the Board of Directors annually.
16 By-Laws

17 **Section 2 Chapter Membership on the Board of Directors**

18 Each Local Chapter shall choose a Chapter Representative to serve on the Board of Directors. The
19 Chapter Representative is to represent the interests of the Local Chapter at Board of Directors meetings.
20 In his absence, the Chapter Representative may issue a proxy to a member of his chapter or to a member
21 of another accredited chapter. Said written proxy to be announced and presented to the Secretary at the
22 time of roll call.

23 **Section 3 Dissolution**

24 By a majority vote of the Board of Directors at any regularly scheduled meeting, a chapter may be
25 declared dissolved based upon not having elected officers and meetings at least quarterly, or request by the
26 remaining Chapter members to dissolve.

27 On an affirmative vote by the Board of Directors, the President shall, within thirty (30) days of the
28 dissolution vote, notify the last Chapter President of Board of Director's decision. On dissolution of any
29 chapter of the Association, the balance in the Chapter treasury, after paying any indebtedness, and any
30 other assets of the chapter, shall be transferred to the Association and deposited into its treasury.

31 **Section 4 Appeal**

32 Any chapter having been notified of the dissolution vote in the above prescribed manner may appeal this
33 decision at the next regularly scheduled Association Board of Directors meeting. At this meeting the
34 matter will be decided by a majority vote.

1 **Section 5 Transfer of Membership or Chapter Membership**

2 A member may at any time after admission to membership in the Association change his chapter
3 affiliation by notification in writing to the State Treasurer. In the event there is no chapter in his area or
4 residence, the membership designation shall be Member-at-Large.

5 **Section 6 Dues**

6 Local chapter dues shall be set in accordance with their own approved by-laws or as determined by vote
7 of the Chapter membership. By-LawsAfter paying State Association dues, through their primary chapter,
8 members may join additional chapters by paying chapter dues only for each additional chapter joined. It
9 is the responsibility of each secondary chapter to collect their appropriate chapter dues amount.

10 **ARTICLE IX ANNUAL AND SPECIAL MEETINGS**

11 **Section 1 Annual Meeting**

12 (a) The Association's Annual General Meeting shall take place at a time and place selected by the Board
13 of Directors. The Board of Directors shall coordinate the time and place of the Annual General
14 Meeting with the WASAR board of directors so that the annual meetings of associations can occur
15 on the same date and in the same location to permit Association members to be present at both
16 meetings.

17 (b) An amount not to exceed \$1,500 may be provided annually by the Association to the chapter hosting
18 the annual general meeting. The money is not intended to be a gift and the sum requested is
19 expected to be re-paid at the conclusion of the annual general meeting, unless the hosting chapter
20 encountered major unforeseen difficulties. Prior to receiving the money the hosting chapter will
21 submit an anticipated income and expense budget for the event. The amount requested will be
22 approved by the Board of Directors. The money will be made available for the following purposes:

23 (1) To provide advance money for the hosting chapter.

24 (2) To assure that the hosting chapter, due to major unforeseen difficulties, does not loose money as
25 a result of hosting the annual general meeting.

26 **Section 2 Special Meetings**

27 Special meetings may be called at such times and places as the Board of Directors may, by resolution,
28 determine; or, when at least five (5) local Chapters have sponsored a petition addressed to the President
29 requesting that a special general meeting be called. Every local Chapter in good standing shall receive
30 written and/or verbal notice of the date, time, place and purpose of the special meeting at least fourteen
31 (14) days prior to the date specified for the meeting. No business shall be transacted at the special
32 meeting except as designated in the notice.

33 **Section 3 Notice of Meetings**

34 At least thirty (30) days advance written notice of all meetings shall be given to all members in good
35 standing, except in the case of Special meetings which shall require fourteen (14) days advance notice.

1 **Section 5 Matters Entitled to Exclusive Membership Vote.**

2 The members of the Association shall have the right to vote in person at meetings of the membership or
3 by mail ballot on the following matters:

4 (a) Election of Directors and President, and Vice Presidents.

5 (b) To ratify the Articles of Incorporation or the By-Laws of the Association as presented by the Board
6 of Directors.

7 (c) To amend the Articles of Incorporation or By-Laws of the Association.

8 (d) To dissolve and/or reorganize the Association.

9 (e) Any matter or referendum submitted by the Board of Directors for general membership ratification
10 and approval.

11 (f) To recommend by resolution to the Board of Directors that it take action on specific matters within
12 its management function.

13 **Section 6 Members Entitled to Vote.**

14 Those members entitled to vote, as provided herein, shall be those members in good standing as listed on
15 the current membership list maintained by the Secretary.

16 **Section 7 Elections.**

17 The elections of President, Vice-President, and Functional Directors will be accomplished at the Annual
18 General Meeting.

19 (a) Election shall be by secret ballot prepared by the nominating committee. Candidates for each office
20 shall be listed in alphabetic order.

21 (b) The Secretary shall tabulate the votes in the presence of two Chapter presidents not running for State
22 office. A majority of votes received for each office shall be sufficient to elect. In the case of a tie vote,
23 the chair of the nominating committee shall cast the deciding vote.

24 (c) Immediately following delivery of the election results to the President, the Secretary shall destroy the
25 ballots.

26 **Section 8 Voting**

27 Unless otherwise provided in these By-Laws, a motion shall be carried at any Annual General Meeting if
28 it receives a simple majority of the votes cast.

29 (a) Voting in person at the Annual or Special membership meeting.

30 (1) Voting at the Annual General Meeting and any special meetings, where a ballot is not specified
31 in these By-Laws, shall be by a show of hands.

32 (b) Voting by mail ballot:

- 1 (1) The Board of Directors is responsible to:
- 2 ♦ Assure that ballots appropriate for the intended voting are made available to current
3 members.
- 4 ♦ Appoint two members of the Board of Directors, who are not seeking offices considered in
5 the election, to witness the Association Secretary's opening, verifying of members
6 eligibility, and tallying of mail ballot results.
- 7 (2) The Secretary is responsible to:
- 8 ♦ Receive all mail ballots.
- 9 ♦ Ascertain the voting eligibility of the member voting by mail.
- 10 ♦ Ascertain that the mail ballot is not from a member who also issued a written proxy to
11 another member or voted in person at the membership meeting. If the mail ballot is a
12 duplication of vote, invalidate the members mail ballot.
- 13 ♦ Assure that no mail ballots are postmarked after midnight the date of voting, or later.
- 14 ♦ Convey the tally of mail ballot voting to the President, Board of Directors or Nominating
15 Committee Chairman as appropriate.

16 **By-LawsARTICLE X FINANCE**

17 **Section 1 Funds**

18 All funds of the Association shall be deposited under the supervision of the Board of Directors in such
19 bank or banks as the Board of Directors may, by resolution designate. The President or Treasurer, singly
20 or jointly, shall be authorized by the Board of Directors to withdraw the funds of the Association as
21 required to conduct the business of the Association. All disbursements shall be made by check.

22 **Section 2 Books and Records**

23 The books, accounts and records of the Association shall be open to the inspection by any member upon
24 written authorization by the Board of Directors.

25 **Section 3 Audit**

26 The financial records of the Association shall be audited annually and the report shall be presented to the
27 Board of Directors no later than its second required meeting of the year.

28 **Section 4 Postage, Stationery, Printing**

29 Postage, stationery, printing et cetera for the use of the Executive Committee and Standing and Special
30 Committees and the official Association publication shall be provided by the Association.

1 **Section 5 Executive Committee Authority**

2 The Executive Committee shall have the authority to make decisions on financial matters, except where
3 otherwise addressed in these By-Laws. Such decisions to be reported to the Board of Directors at their
4 next meeting.

5 **Section 6 Reimbursement for Expenses**

6 Except as stated in Section 4 above, the Board of Directors shall have no obligation to reimburse any
7 Association member for expenses which did not have prior approval by the Board of Directors.

8 **ARTICLE XI PUBLICATION**

9 **Section 1 WINGS**

10 The official publication of the Association shall be WINGS, which shall be distributed regularly. The
11 Board of Directors shall select a person to serve as Editor.

12 **ARTICLE XII ADMINISTRATIVE ASSISTANCE**

13 The Executive Committee of the Association shall be empowered to contract or appoint staff persons to
14 assist in the management and administration of the Association, subject to approval by the Board of
15 Directors. Any such contracts or appointments shall be reviewed and approved annually.

16 If the Board of Directors approves contracting a portion of an officer's duties, that officer shall be
17 responsible for supervising and managing the contracted duties.

18 **ARTICLE XIII FISCAL YEAR**

19 The fiscal year of the Association shall commence on the first day of January and end on the 31st day of
20 December each year.

21 **ARTICLE XIV DISSOLUTION**

22 **Section 1 Dissolution**

23 The Association shall not be dissolved so long as twenty-five (25) members in good standing object
24 thereto.

25 **Section 2 Distribution of Assets**

26 Upon dissolution of the Association and after payment of all indebtedness of the Association, any
27 remaining funds, investments and other assets, shall be distributed to the Washington Air Search and
28 Rescue Corporation. If the Washington Air Search and Rescue Corporation or legal successor does not
29 exist, then the assets shall be distributed to the Washington State Department of Transportation Aviation
30 Division or legal successor.

1 **ARTICLE XV BY-LAW REVIEW AND AMENDMENTS**

2 **Section 1 By-Laws Review**

3 No less than once every two (2) years, the President shall appoint a By-Laws Review Committee to study
4 these By-Laws and recommend any amendments and/or changes to the general membership.

5 **Section 2 Amendments**

6 These By-Laws may be altered, amended or repealed and new By-Laws adopted by a two-thirds (2/3)
7 vote of the total voting membership present at any Annual General Meeting or at any special meeting, if
8 at least thirty (30) days written notice is given of intention to alter, amend or repeal or to adopt new By-
9 Laws at such meeting.

10 **ARTICLE XVI PARLIAMENTARY AUTHORITY**

11 Where not otherwise provided by these By-Laws, the Articles of Incorporation or the laws of the State of
12 Washington, the specified parliamentary authority of all Board, Special, Annual General and Executive
13 meetings shall be Roberts Rules of Order, Newly Revised.

14 **ARTICLE XVII OATH OF OFFICE**

15 Before entering upon the duties of their office, the newly elected directors and officers shall subscribe on
16 oath in the following form:

17 *Installing Officer: "Do you _____ affirm that you will faithfully and truly perform your duties as*
18 *_____ of the Washington Pilots Association, and do all things and such things only as you shall*
19 *truly believe to be of benefit to the Washington pilots Association during your term of office?"*

20 *Reply: "I so affirm."*

21 *Installing Officer: "I now declare that you are installed as _____ of the Washington Pilots*
22 *Association."*

23 **ARTICLE XVII WASHINGTON PILOTS ASSOCIATION AWARDS**

24 Award Rules. Please read these rules carefully. Each award is voted on separately. Some are not annual
25 awards, and may not be awarded in any given year. Nominations for awards will not be accepted from
26 the floor.

27 (a) Nominations for all awards may be made by Local Chapters or voting members of the Association.

28 (b) Nominations not meeting criteria will be returned to the nominating Chapter or individual.

29 (c) Nominations listing accomplishments may cover only the current year.

30 (d) Each nominee must be notified of the nomination, and must agree to accept the award if he is
31 selected, prior to the letter of nomination being submitted to the State Secretary.

32 (e) Letters of nomination must be in the hands of the Secretary prior to the last regular Board of Directors
33 meeting before the Annual General Meeting.

1 (f) Awards are individual, and will not be awarded jointly. However, a husband and wife team may be
2 counted as an individual.

3 **Award Criteria**

4 **Pilot of the Year:** _Shall be awarded to that licensed pilot judged to have contributed to the advancement
5 of general aviation throughout the past year. A pilot's license and the evidence of strong support for
6 general aviation are the criteria.

7 **Dick Corey Award:** _Shall be regarded as the Washington Pilots Association top award. Not to be
8 regarded as an annual award, but to be presented when special recognition is deserved. Criteria for this
9 award shall be membership in the Washington Pilots Association, a distinguished record of
10 accomplishment in General Aviation and in community service; activity in the promotion of safety,
11 proficiency and upgrading; activity in promoting a good relationship with other aviation associations and
12 clubs, and with the non-flying public.

13 **Bernie Lyman Award:** _Shall be an annual award given at the annual general meeting to the Association
14 member who has worked beyond the normal call of duty to improve his chapter, increase its size, and
15 strengthen its purpose. The perpetual trophy to be kept by the Association, with a memento plaque
16 retained by the recipient.

17 **Harold Wilson Memorial:** Not an annual award, the master plaque is retained by the Association, with a
18 memento plaque to the recipient, and shall be awarded to a suitable nominee who has been active in
19 contributing to public enlightenment about general aviation. A pilot's license or membership in the
20 Association are not necessary to merit this award.

21 **Right Stuff Award:**

22 **Gerber Memorial Award:** This award is not annual and has been established by the Washington State
23 Department of Transportation, Aviation Division. All nominations should be forwarded to the Director of
24 the Aviation Division, who shall be the sole judge for selection, and who will present the award at the
25 annual general meeting.

26 **Criteria**

27 To be presented to the individual or the Chapter who is judged to have contributed most to:

- 28 (a) Promoting good will in the aviation community;
- 29 (b) Continuing to devote and donate time and knowledge for the betterment of aviation;
- 30 (c) Educating and providing for continuing future advancement in aviation for the welfare of
31 those we leave behind;
- 32 (d) Being innovative and seeking to encourage others to make a commitment to aviation;
- 33 (e) Transferring energy and motivation to encourage others to accomplish and to succeed;
- 34 (f) Provide a creative foundation on which General Aviation can continue to expand and
35 grow.

1 **ARTICLE XX STUART ISLAND**

2 The Association has leased property on Stuart Island, the property being approximately 250' x 150' with a
3 cabin and outhouse on the upper end of the lot. The lot is cleared, and there is room for tents.

4 Members in good standing are entitled to access to the property. The Board of Directors may issue rules
5 of conduct at the Stuart Island property and these rules must be abided by all Members. Failure to abide
6 by the published rules may result in termination of membership privileges.

7 **ARTICLE XXI WASAR**

8
9 The Association was instrumental in forming the Washington Air Search and Rescue Corporation
10 (WASAR). WASAR is an all volunteer non-profit corporation, incorporated under the laws of the State of
11 Washington, with its primary purpose to assist the Aviation Division of the Washington State Department
12 of Transportation in its air search and rescue responsibilities. WASAR will also assist the Aviation
13 Division in the training of individuals for participation in search activities and help them maintain their
14 currency. WASAR will encourage and promote flying safety and help educate the public regarding the
15 benefits of safe and responsible flying. WASAR is a service organization that can provide resources to the
16 State of Washington to facilitate these purposes.

17
18 (a) WASAR shall also offer its services to the State during times of declared or undeclared emergencies
19 within the state.

20
21 (b) WASAR shall not, in any manner whatsoever, direct, manage, conduct searches or training operations
22 unless directed or sanctioned by the Aviation Division. WASAR provides assistance to the State of
23 Washington in its air search responsibilities and will assist the State under the direction of the
24 Aviation Division.

25