

# Washington Pilots Association

## By-Laws

Adopted at Annual General Meeting  
February 25, 2006

A Washington State Non-Profit Corporation

### ARTICLE I MISSION STATEMENT

The mission of the Washington Pilots Association is to advance the interest of General Aviation in Washington State through Advocacy, Outreach, Education, and Social Activities.

### ARTICLE II INTERPRETATION AND DEFINITIONS

#### **Section 1: Interpretation.**

In these By-Laws unless otherwise stated:

- (a) The **Association or WPA** 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.
- (d) Where the masculine gender is used it shall include the feminine gender.
- (e) The **Annual General Meeting** shall also mean the Annual Convention.
- (f) **WASAR** shall mean the Washington Air Search and Rescue Corporation

#### **Section 2: Definitions.**

In these By-Laws unless otherwise stated:

- (a) The **Officers** of the Association shall be a President, Vice President East, Vice President West, Secretary and Treasurer
- (b) The **Board of Directors** shall consist of:
  - (1) the **Officers** of the Association,
  - (2) the six (6) **Functional Directors** elected from and by the general membership of the Association,
  - (3) a **Chapter Representative** from each member Chapter,

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

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

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

6 **Section 3: Quorums:**

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

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

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

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

16 **ARTICLE III LIMITATIONS**

17 **Section 1 Limitations**

18 No recommendation, representation or report of any officer or member of the Association shall be binding  
19 on the Association, or be recognized as representing the opinion of the Association, until and unless the  
20 same shall have been submitted and approved by the Board of Directors, except that the Board of  
21 Directors may empower an officer as the official spokesman of the Association.

22 **Section 2 Conflict of Interest.**

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

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

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

1 **Section 4 Representation and Voting Powers**

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

6 **ARTICLE IV MEMBERSHIP**

7 **Section 1 Categories of Membership**

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

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

15 (c) **Affiliate Members** A member in good standing of another local or regional aviation organization  
16 formally recognized by the Board of Directors and who agrees to uphold the principles and By-Laws  
17 of the Association may become an Affiliate Member. Affiliate Members shall receive the  
18 Association's newsletter and other publications. Affiliate Member dues shall be seventy-five percent  
19 (75%) of the Regular Member dues.

20 (d) **Corporate Members** Any firm, corporation or organization desiring to further the objectives of this  
21 Association and to promote general aviation may become Corporate Members. Corporate Members  
22 may designate groups consisting of five individuals in their organization to receive the Association's  
23 newsletter and other publications. Corporate Members purchasing one group will be acknowledged  
24 as a WPA Sponsor on the WPA Website. Corporate Members purchasing two or more groups will  
25 also be offered a yearly, free, small size advertisement in each issue of the Association's newsletter  
26 and have the option to purchase advertising space in other Association publications as approved by  
27 the Board of Directors. Corporate Members dues shall be five (5) times the State dues for Regular  
28 Members for each corporate membership group.

29 (e) **Associate Members** Any aviation association may become an Associate Member of this Association  
30 by extending membership in its association to the Board of Directors. The Board of Directors must  
31 approve such membership. The board of directors, or equivalent body, of the Associate Member as  
32 approved by the Board of Directors shall be granted membership in the Association. The rights and  
33 standing of that membership shall be determined by the Board of Directors.

34 (f) **Member-at-Large** Each member of the Association shall be considered to be a member of the  
35 chapter nearest the members residence unless otherwise specified by the member in writing to the  
36 State Treasurer. In the event there is no chapter in his area or the member chooses not to be a  
37 member of a chapter, the membership designation shall be Member-at-Large. A member may at any  
38 time after admission to membership in the Association change his/her chapter affiliation by  
39 notification in writing to the State Treasurer.

40 (g) **Honorary Members** The Board of Directors may, from time to time, designate and appoint persons  
41 as Honorary Members of the Association for such periods, with or without voting privileges and with

1 such attendant dues as the Board shall determine in its sole discretion. Honorary Members shall not  
2 be current members and shall receive those services specified by the Board of Directors.

3 **Section 2 Application for Membership**

4 Applications for membership shall be submitted by mail or electronic means to the state Association  
5 Office accompanied by payment of appropriate dues. Association chapters will record new member  
6 information on Association supplied "New Member / Add Renewal or Drop" forms. Such forms will be  
7 submitted to the state office, accompanied by payment of annual dues.

8 **Section 3 Dues**

9 The annual dues amount for Regular Members of WPA shall be proposed by the Board of Directors and  
10 voted on by the members at the next Annual General or Special Membership Meeting. Notification of  
11 any proposed change in State Dues must be provided to the membership at least thirty (30) days prior to  
12 the meeting at which the vote is to be taken. Local Chapters may set an amount for chapter dues. Both  
13 State and Local Chapter Dues shall be charged on an annual basis, starting January 1<sup>st</sup> and ending  
14 December 31<sup>st</sup> of each year. Those paying dues after August 31<sup>st</sup> shall be credited for the remainder of  
15 that year and for the entire following year. Members are in good standing only if their State and, if  
16 applicable, Local Chapter dues are current. The Board of Directors may offer limited time a special  
17 reduced amount of dues as an incentive for non-members to join WPA.

18 **Section 4 Voting Rights**

19 Regular Members, Lifetime Members, Spouse Members, Student Members, Certified Flight Instructor  
20 Members, Corporate Members, and Members-at-Large, shall have one vote on all matters brought before  
21 the general membership at a duly constituted Annual General Meeting or special membership meeting as  
22 prescribed in these By-Laws.

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

27 **Section 5 Transfer of Membership**

28 Membership in the Association is not transferable or assignable.

29 **Section 6 Expulsion**

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

33 **Section 7 Reinstatement**

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

1    **Section 8        Delinquencies**

2    Any member who is more than sixty (60) days delinquent in payment of dues shall automatically have all  
3    rights and privileges of membership suspended and, shall be considered to have resigned from  
4    membership. A member may be reinstated for the current year by paying the appropriate amount of State  
5    and Local Chapter dues.

6    **Section 9        Refunds**

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

8    **ARTICLE V   BOARD OF DIRECTORS**

9    **Section 1        General Powers**

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

15   **Section 2        Duties of the Board**

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

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

23       (1) **Membership** — Responsible for promoting, enlarging, and sustaining the membership of the  
24       Association.

25       (2) **Legislative Affairs** — responsible for working with the elected and appointed officials of State  
26       and local governments to assure the interests of general aviation are being protected and  
27       enhanced. Will keep the Board, Officers, and Members aware of any proposed changes that  
28       would affect aviation within Washington.

29       (3) **Airport Affairs** — Responsible for aiding Chapters and other local aviation groups in  
30       preserving and maintaining the quality and availability of public use general aviation airports  
31       throughout Washington. Coordinate efforts to build and maintain a network of airport support  
32       groups in cooperation with other aviation organizations.

33       (4) **Communications** — Responsible to increase awareness about WPA among the general aviation  
34       communiyt, business and community leaders, the media, and the general public and to educate  
35       them about how WPA positively impacts the community.

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

1 (6) Director at Large — Responsible for various projects as agreed to by the State President.

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

9 **Section 3 Qualifications**

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

14 **Section 4 Absences**

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

18 **Section 5 Vacancies**

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

22 **Section 6 Removal**

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

27 **Section 7 Meetings**

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

34 **Section 8 Compensation**

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

36 **ARTICLE VI - OFFICERS AND DUTIES**

1    **Section 9       Duties**

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

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

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

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

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

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

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

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

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

37    (d) **Treasurer:** The Treasurer shall have custody of the Association's funds and securities; keep or cause  
38      to be kept a full and accurate account of receipts and disbursements in books belonging to the  
39      Association; and deposit all moneys and other valuable effects in the name of Association. He shall  
40      disburse the funds of the Association as may be ordered by the Board of Directors and take proper  
41      vouchers for such disbursements, and shall be responsible for the payment of fees for all Association

1 property. The Treasurer shall be responsible to the President and the Board of Directors for the  
2 provision of a current financial statement at each meeting of the Board of Directors with an  
3 explanation for any and all items of expense or income. The Treasurer is also responsible for the  
4 inventory and status of all Association assets and their proper accounting.

5 The Treasurer shall prepare for the Board, a proposed yearly operating budget for the State at the first  
6 Board Meeting after the Annual General Meeting. The Board will review the proposed operating  
7 budget, make appropriate changes, and may then approve and follow the operating budget for that  
8 year. The Board may amend a budget any time when deemed necessary.

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

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

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

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

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

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

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

21 (1) The Vice Presidents shall have a pilots certificate.

22 (2) The Vice President East shall be elected in even numbered years and shall reside east of the  
23 Cascade Mountains.

24 (3) The Vice President West shall be elected in odd numbered years and shall reside west of the  
25 Cascade Mountains.

26 (d) **Functional Directors:**

27 (1) The functional areas served by the six (6) Functional Directors are defined as: Membership,  
28 Legislative Affairs, Airport Affairs, Communications, Safety and Education, and a Director at  
29 Large.

30 (2) Each Functional Director shall be elected for a term of two years. The Membership,  
31 Safety & Education and Airport Affairs Directors shall be elected in even numbered  
32 years and the Communications, Legislative, and Director at Large shall be elected in  
33 odd numbered years.

34 (3) The Board of Directors may fill any Director vacancy occurring on the Board of Directors by  
35 reason of death, disqualification, resignation or otherwise than regular expiration, and such



1 Association member appointed by the Board of Directors shall serve for the unexpired term of  
2 the directorship so vacated.

3 (4) At least four (4) of the Functional Directors shall have a pilot's certificate

4 (e) Newly elected Officers and Functional Directors shall be sworn in at the Annual General Meeting  
5 and their term of office shall begin immediately.

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

7 (a) The **Secretary** is appointed by the President and approved by the Board. The Secretary is not  
8 required to have a pilot's certificate.

9 (b) The **Treasurer** is appointed by the President and approved by the Board. The Treasurer is not  
10 required to have a pilot's certificate.

11 (c) **Legal Counsel.** The Board of Directors may appoint a Legal Counsel. The Legal Counsel is not  
12 required to have a pilot's certificate. The Legal Counsel shall:

13 (1) Be an attorney licensed to practice in the state of Washington.

14 (2) Hold office for an unlimited number of years, subject only to reappointment annually by the  
15 Board of Directors.

16 (3) Serve as an advisor to the President, the Executive Committee, and the Board of Directors with  
17 regard to questions of law, legislative matters, the interpretation of the articles of incorporation  
18 and By-Laws of the Association, and on such other Association matters that may be of concern  
19 to the Board of Directors, the Executive Committee and Chapters.

20 (4) Attend the Annual General Meeting of the Association and other meetings as requested by the  
21 President, Executive Committee, or Board of Directors.

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

25 **Section 12 Report of Officers**

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

30 **Section 13 Bonding**

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

1 **ARTICLE VII COMMITTEES**

2 **Section 1 Standing Committees**

3 The Standing Committees of the Association shall be the Executive Committee and Nominating  
4 Committee,.

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

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

17 **Section 4 Special Committees**

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

21 **ARTICLE VIII LOCAL CHAPTERS**

22 **Section 1 Formation**

23 (a) The Board of Directors shall have the power to receive and approve applications for the  
24 establishment of local chapters of the Association throughout the State of Washington. Applications  
25 shall be signed by not less than ten (10) proposed charter members of such proposed local chapter.

26 (b) Local Chapters chartered by the Board of Directors shall adopt By-Laws which shall implement and  
27 promote the principles, purposes and objectives of the Washington Pilots Association. The Local  
28 Chapter's By-Laws and future revisions shall be filed with the State Association within 60 days after  
29 the chapter approves them.

30 (c) Any Local Chapter with By-Laws which are in conflict with the Association By-Laws, or objectives  
31 as determined by the Board of Directors, shall notified of the conflict and given ninety (90) days to  
32 bring their By-Laws into consistency with the Association's By-Laws and objectives. A Local  
33 Chapter failing to do so shall have their charter revoked at the next regular meeting of the Board of  
34 Directors following the ninety-day period.

35 (d) All Local Chapters shall file a copy of their current By-Laws with the Board of Directors annually.  
36 By-Laws

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

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

7    **Section 3           Dissolution**

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

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

15   **Section 4           Appeal**

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

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

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

23   **Section 6           Dues**

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

28   **ARTICLE IX ANNUAL AND SPECIAL MEETINGS**

29   **Section 1           Annual Meeting**

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

35   (b) An amount not to exceed \$1,500 may be provided annually by the Association to the chapter hosting  
36   the annual general meeting. The money is not intended to be a gift and the sum requested is  
37   expected to be re-paid at the conclusion of the annual general meeting, unless the hosting chapter

1 encountered major unforeseen difficulties. Prior to receiving the money the hosting chapter will  
2 submit an anticipated income and expense budget for the event. The amount requested will be  
3 approved by the Board of Directors. The money will be made available for the following purposes:

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

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

7 **Section 2 Special Meetings**

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

14 **Section 3 Notice of Meetings**

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

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

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

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

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

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

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

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

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

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

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

1    **Section 7       Elections.**

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

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

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

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

11   **Section 8       Voting**

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

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

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

17   (b) Voting by mail ballot:

18       (1) The Board of Directors is responsible to:

19           ◆ Assure that ballots appropriate for the intended voting are made available to current  
20           members. Members that vote by mail must send their vote to the Secretary in individual  
21           envelopes and be received by the Secretary by the meeting time at which the voting will  
22           take place.

23           ◆ Appoint two members of the Board of Directors, who are not seeking offices considered in  
24           the election, to witness the Association Secretary's opening, verifying of members  
25           eligibility, and tallying of mail ballot results.

26       (2) The Secretary is responsible to:

27           ◆ Receive all mail ballots.

28           ◆ Ascertain the voting eligibility of the member voting by mail.

29           ◆ Ascertain that the mail ballot is not from a member who also issued a written proxy to  
30           another member or voted in person at the membership meeting. If the mail ballot is a  
31           duplication of vote, invalidate the members mail ballot.

32           ◆ Assure that no mail ballots are postmarked after midnight the date of voting, or later.

- 1           ♦ Convey the tally of mail ballot voting to the President, Board of Directors or Nominating  
2           Committee Chairman as appropriate.

3    **ARTICLE X FINANCE**

4    **Section 1        Funds**

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

9    **Section 2        Books and Records**

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

12   **Section 3        Review of Financial Records-**

13  
14   The Board may require an annual review of the financial records of the Association. Such review will  
15   ascertain the proper deposit of funds into appropriate WPA account(s) and disbursement of funds to its  
16   creditors.

17   **Section 4        Postage, Stationery, Printing**

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

20   **Section 5        Executive Committee Authority**

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

24   **Section 6        Reimbursement for Expenses**

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

27   **ARTICLE XI PUBLICATION**

28   **Section 1        WPA WINGS**

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

31   **Section 2        Website**

32   The State Association shall operate a WPA Website that provides current information concerning the  
33   WPA organization and other important aviation information. The website will provide such items as a  
34   method of joining WPA electronically, information on contacting officers, information about local  
35   chapters, timely information on aviation related matters, and space for local chapter newsletters.

1 **ARTICLE XII ADMINISTRATIVE ASSISTANCE**

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

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

7 **ARTICLE XIII FISCAL YEAR**

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

10 **ARTICLE XIV DISSOLUTION**

11 **Section 1 Dissolution**

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

14 **Section 2 Distribution of Assets**

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

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

21 **Section 1 By-Laws Review**

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

24 **Section 2 Amendments**

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

29 **ARTICLE XVI Parliamentary Authority**

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

1 **ARTICLE XVII OATH OF OFFICE**

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

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

7 *Reply: "I so affirm."*

8 *Installing Officer: "I now declare that you are installed as \_\_\_\_\_ of the Washington Pilots*  
9 *Association."*

10 **ARTICLE XVII WASHINGTON PILOTS ASSOCIATION AWARDS**

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

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

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

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

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

19 (e) Letters of nomination must be in the hands of the Secretary forty-five (45) days before the Annual  
20 General Meeting. If the Secretary receives more than one nomination for an award, the Secretary will  
21 then form a Selection Committee of at least four other members to select the winner of each award. If  
22 a letter of nomination is not received for an award, then the award will not be given that year.  
23 Awards are individual, and will not be awarded jointly. However, a husband and wife team may be  
24 counted as an individual.

25 **Award Criteria**

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

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

35 **Bernie Lyman Award:** \_Shall be an annual award given at the annual general meeting to the Association  
36 member who has worked beyond the normal call of duty to improve his chapter, increase its size, and



1 strengthen its purpose. The perpetual trophy to be kept by the Association, with a memento plaque  
2 retained by the recipient.

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

7 **Right Stuff Award:** Not an annual award. Given to a member who has incurred or encountered an  
8 extraordinary event during the past year. The event can either be of a positive or a negative nature.

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

### 13 **Criteria**

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

- 15 (a) Promoting good will in the aviation community;
- 16 (b) Continuing to devote and donate time and knowledge for the betterment of aviation;
- 17 (c) Educating and providing for continuing future advancement in aviation for the welfare of  
18 those we leave behind;
- 19 (d) Being innovative and seeking to encourage others to make a commitment to aviation;
- 20 (e) Transferring energy and motivation to encourage others to accomplish and to succeed;
- 21 (f) Provide a creative foundation on which General Aviation can continue to expand and  
22 grow.

### 23 **ARTICLE XX STUART ISLAND**

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

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

### 29 **ARTICLE XXI WASAR**

30  
31 WPA is proud that it was instrumental in forming the Washington Air Search And Rescue (WASAR)  
32 Corporation. WASAR's primary purpose is to assist the State of Washington and the Aviation Division of  
33 the Washington State Department of Transportation in its air search and rescue responsibilities and during  
34 times of declared or undeclared emergencies within the state. WPA shall continue to support WASAR in  
35 its very important work and provide a way for WPA members to financially support WASAR during  
36 membership renewal time.