

BYLAWS
OREGON PILOTS ASSOCIATION
AIR SAFETY AND EDUCATION FOUNDATION
An Oregon Non-Profit Charitable 501(c) 3 Corporation

IRS Tax EIN #: 93-1243679

Permanent Mailing Address: OPA/ASEF
% OPA ASEF Membership Services
93963 Airport Ridge Lane
North Bend, OR 97459

By-laws (Amendments through 1/23/99)

ARTICLE I: NAME, OBJECTIVES, AND PURPOSES

1. The corporate title of this organization is "Oregon Pilots Association / Air Safety & Education Foundation, Inc.". It shall be generally referred to as "Oregon Pilots Association Foundation or OPA/ASEF or Air Safety & Education Foundation or Foundation."
2. The objectives and purposes of this organization shall be:
 - (a) To operate exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).
 - (b) To encourage education and safety related to aviation in the State of Oregon and its surrounding states and within the several counties and municipalities through the conduct of educational, civic, recreational and patriotic activities for the benefit of its members and the public-at-large.
 - (c) To foster and encourage the development of a statewide network of local Oregon Pilots Association chapters, and to serve as a coordinating body, committee, or counsel among the various state pilots and aviation related associations in order to communicate and disseminate educational and safety related programs and materials.
 - (d) To sponsor improved educational opportunities for pilots through publication and distribution of factual periodicals, preparation of program material for pilot training, maintaining of pilot training syllabi, and publication of such other educational material as will promote safety in aviation.
 - (e) To provide for its Members such programs as will aid them in their activities in connection with aviation and provide centers for discussion and education of matters pertaining to aviation at meeting places in the State of Oregon and its counties and municipalities.
 - (f) To gather, compile and disseminate general and scientific data of every kind having to do with the science of aviation and any other allied or kindred sciences.
 - (g) To promote the advancement of the applied science of aeronautics, by sponsoring practical research concerning the operational needs of pilots, by sponsoring testing of improved operational techniques, teaching techniques and by reporting facts and recommendations to the public and to appropriate government agencies.
 - (h) To aid and encourage the establishment and maintenance of a uniform and stable system of laws related to the science of aeronautics and the art of aerial navigation and all

allied and kindred sciences and arts.

(i) To encourage the study, establishment and promulgation of uniform customs, ground rules, flying rules, plans and routes for aviation.

(j) To cooperate with the executive departments, commissions and other agencies of local, state or federal governments in their investigation of and legislation pertaining to aviation and at the request or suggestion of such departments, commissions or agencies, to furnish such information as may be possessed by this corporation.

(k) To receive, acquire, hold, own, manage, administer, invest and reinvest any and all moneys, securities, evidences of indebtedness or other property, real or personal, as may from time to time be given, sold, transferred, rented, conveyed or assigned to it by any person, firm, committee, association or corporation; to take by devise or bequest or otherwise, within the limitations provided by law, any and all property heretofore and hereafter devised or bequeathed by all such property, any and all rights, powers and privileges of individual ownership; from time to time to pay, apply or otherwise utilize the principal and income thereof for the purposes for which the corporation is organized.

(l) To purchase, lease or otherwise acquire, hold, sell, lease, convey, mortgage or otherwise dispose of real and personal property or any interest therein for the uses and purposes for which this corporation is organized.

(m) To borrow money to use for any of the purposes or objects for which this corporation is organized and to issue the notes of this corporation therefor or to secure the same by and lawful means and to take, receive, own and use moneys, notes, bonds, mortgages or other securities or evidences of indebtedness for the uses and purposes for which this corporation is organized.

(n) To cooperate with or engage the services of any person, firm, association, corporation, government, or public agency which may assist in carrying out the corporate purposes, and in furtherance of such purposes to grant financial or voluntary assistance thereto.

(o) To enter into affiliations, contracts, agreements, undertakings or otherwise within the limitations provided by law.

(p) To do any and all things which may be necessary or proper or lawful in connection with its purposes.

(q) To perform all lawful acts authorized for general not-for-profit corporations organized under the laws of the State of Oregon, for the uses and purposes for which this corporation is organized. Provided, however, that upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organization organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors of the county which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

3. The corporation is not organized for profit and no part of the net earnings shall inure to the benefit of any Member or individual.

ARTICLE II. NATURE

This Foundation shall be absolutely non-political and non-sectarian, and shall not be used for dissemination of partisan principles nor for the formation of the candidacy of any person seeking public office or preferment.

ARTICLE III. GOVERNING BODIES

This corporation shall have three governing bodies:

1. The Individual Members to the Annual and Special Meetings of the corporation referred to as "Individual Members" or " OPA/ASEF Members".
2. The Board of Directors.
3. The Executive Committee.

ARTICLE IV. MEETINGS OF THE FOUNDATION

1. Annual Meeting

The Annual Meeting of the Foundation shall be held at such time and place during the month of November of each year as the Board of Directors shall select.

2. Special Meetings

Special Meetings of the Foundation may be held at such time and place as the Board of Directors may determine, or, upon the written request of ten percent of the Individual Members of the Foundation, specifying the purpose for which the meeting is being called.

3. Written notice of all meetings shall be mailed to all Individual Members in good standing, and to the President of each local chapter organization not less than thirty (30) days prior to the meeting.

4. At the Annual Meeting of the Oregon Pilots Association the Individual Members shall elect Officers and Directors for the ensuing year and, at the Annual and Special Meetings, conduct such other business as may be brought before it.

5. Twelve (12) Individual Members in good standing represented in person shall constitute a quorum at any meeting of the Foundation. In the absence of a quorum, the presiding Officer may adjourn any meeting to a date to be fixed before adjournment.

ARTICLE V. THE BOARD OF DIRECTORS

The policy and management of the Foundation and its property are confided to its Board of Directors which shall meet the following qualifications and shall have the following powers:

1. The Board of Directors shall consist of the following persons:

- a. Immediate Past OPA President
- b. OPA President

- a. OPA President-Elect
- d. OPA Vice President(s) (except OPA VP-Legislative)
- e. OPA Treasurer
- f. OPA Secretary
- g. The five (5) OPA Regional Directors
- h. The president or their designee of any affiliated and accredited OPA/ASEF chapter or aviation related organization as determined by the Board of Directors.

2. The Board of Directors shall meet a minimum of four (4) times a year at such times and places as the President may designate or upon written request of a majority of Board members, which shall be made by mailing no less than thirty (30) days in advance to each Board Member stating the time and place for such a meeting.

3. The Board of Directors shall have full power and it shall be their duty to carry out the purposes of the Foundation, according to law and as provided in these by-laws; and specifically, it shall have power to authorize the borrowing or investing of money on behalf of the property of the Association; and to authorize and direct the execution of such documents as may be necessary to that end.

4. The Board of Directors shall authorize the expenditure of Foundation funds for such purposes as it deems advisable. The Board may delegate this authority by approval of an operating budget or otherwise.

5. The government, management, and control of all property and assets of the corporation shall be vested in the Board of Directors.

6. At all meetings of the Board of Directors, 25% or twelve (12) members present in person, whichever is less, shall constitute a quorum. There shall be no proxy voting rights extended to any absent members of the Board of Directors.

7. The Board of Directors shall advise the President and consent to the formation of such standing committees as it shall deem necessary for the proper functioning of the Foundation.

8. The Board of Directors shall have power to authorize the President to enter into and execute contracts and documents and to make purchases and sales for the proper functioning of the corporation.

9. In addition to the powers and authorities expressly conferred upon it by these by-laws, the Board of Directors may exercise such powers and do all such lawful acts and things as are not by these by-laws reserved or delegated to any other body or sub-division of this corporation.

10. Each Director and Officer of the Foundation now or hereafter serving as such, may be indemnified by the Foundation against any and all claims and liabilities to which he or she has or shall become subject by reason of any action alleged to have been taken, omitted or neglected as such Director or Officer; and the Foundation may reimburse each

person for all legal expenses reasonably incurred by them in connection with any such claim or liability, provided, however, that no person shall be indemnified against, or reimbursed for any expense incurred in connection with, any claim or liability arising out of their own willful misconduct or gross negligence.

11. Except as provided herein or by law, all decisions of the Board of Directors shall be by a majority vote of the Directors present.

ARTICLE VI. THE EXECUTIVE COMMITTEE

1. There shall be an Executive Committee which shall consist of the following Members:

- a. The President
- b. The President-Elect
- d. The Past President
- a. The Vice President(s)
- e. The Secretary
- f. The Treasurer
- g. The Executive Director (non-voting member)
- h. Any Officer, Chairman, Executive Director, Manager and/or Representative Manager of any other body or sub-division of the corporation as deemed appropriate by the Board of Directors.

2. The Executive Committee shall meet at such times and places as it shall determine or upon call of the President or upon call by a majority of their number.

3. A quorum of the Executive Committee shall consist of four (4) members, so long as the President or the President-Elect shall be among those present.

4. The Executive Committee shall have power over the fiscal affairs of the corporation under the limitations of the budget approved by the Board of Directors, except as such power may be specifically delegated to any other body or sub-division of the corporation. The Executive Committee shall also have such other powers and authorities as may be delegated to it by the Board of Directors.

5. The Executive Committee shall serve as an advisory committee to the President and to the Board of Directors in matters concerning the administrative affairs of the corporation.

6. The Executive Committee, in addition to the powers and authorities expressly conferred upon it by these by-laws, may exercise all such powers and do such lawful acts and things as are not by these by-laws reserved or delegated to any other body or sub-division of the corporation.

ARTICLE VII. OFFICERS

1. The Officers of the Foundation shall be the Immediate Past-President, President, President-elect, Vice President(s), a Treasurer, a Secretary, (5) Regional Directors of the Oregon Pilots Association and the president or designee of each recognized local OPA

chapter. Each said officer shall be a member in good standing of the state Oregon Pilots Association organization.

2. The said Officers shall be elected each year by a majority of the votes cast at the Annual Meeting of the Oregon Pilots Association and shall serve for a term of one year, or until their successors have been elected. Election shall be by secret written ballot, or voice vote without dissent of any Individual Member present, and the officers so elected shall take office immediately.

3. The Officers shall be eligible to succeed themselves in such offices after reelection at the annual meeting.

4. If any officer of the corporation be vacated by death, resignation or any other reason whatsoever, then such office may be filled from among the Individual Members of the Association, by the Board of Directors at a regular meeting of the Board or at a special meeting of the Board called for the purposes of filling the vacancy. The person so elected by the Board shall take office immediately and shall hold such office until their successor is elected.

5. The office of Regional Director shall be filled by an Individual Member of the Association in good standing who resides in the Region from which he or she is elected.

ARTICLE VIII. REGIONAL DIVISIONS

For the purpose of providing service to all pilots and communities served by aviation within the State of Oregon, and to designate the Regions from which Regional Directors are to be elected, the Board of Directors may divide the State into (5) five Regions which generally represent the population and geographic dispersal of pilots. These Regions may generally, but not necessarily, conform to the Congressional Districts allotted to the State of Oregon by the United States of America.

ARTICLE IX. DUTIES AND POWERS OF OFFICERS AND DUTIES AND FUNCTIONS OF THE EMPLOYEES

PRESIDENT

The president shall perform the duties of chief of the Foundation, including the appointment of Committees and the administration and direction of the Foundation's employees. The President shall execute all agreements and contracts on behalf of the Foundation after due authorization by the Board of Directors. The President shall preside at all meetings of the Membership and the Board of Directors and shall be an ex-officio member of all Committees.

PRESIDENT-ELECT

In the absence, inability or unwillingness of the President to serve, the resident-Elect shall succeed the President. The succession order of Vice President(s) to the resident's office shall have been determined by the Board of Directors as their positions and duties were established during the annual election. The President-Elect shall perform all duties

otherwise prescribed by the Board of Directors. The President-Elect shall coordinate the annual summer gatherings and the annual meeting. At the close of the annual meeting, the President-Elect shall automatically become the President of OPA/ASEF.

VICE PRESIDENT(S)

The Vice President(s) shall provide service to the Foundation and this corporation, and shall perform such other duties as established by the Board of Directors and as may be assigned by the President. In the absence, inability or unwillingness of the President-elect to serve, the Vice President(s) shall succeed to President. A succession order of Vice President(s) to the President's office shall be determined by the Board of Directors as their positions and duties are established.

REGIONAL DIRECTORS

Each of the five (5) Regional Directors shall provide service to the OPA chapter organizations within their region and act as a liaison between the chapter organizations and the state organization, and they shall perform other such duties as assigned to them by the President and the Board of Directors.

TREASURER

The Treasurer shall have the custody of and be responsible for all funds and securities of the corporation, and deposit the same in the name of the corporation in such banks, trust companies, or safe deposit vaults as the Board of Directors may designate. The Treasurer shall keep a true record of all moneys received and pay all bills approved by the Board of Directors or the Executive Committee and preserve proper vouchers for such expenditures. The Treasurer may be bonded by a reputable surety company at the cost of the Foundation, as may be required by the Board. At regular and special meetings of the Board of Directors, the Executive Committee or of such other persons to whom such power of approval may be delegated by the Executive Committee or of such other persons to whom such power of approval may be delegated by the Executive Committee. All checks shall bear one signature, which shall be that of the Treasurer or such other person (s) authorized by the Board of Directors to sign checks on behalf of the Foundation.

SECRETARY

The Secretary shall keep the minutes of meetings of the Board of Directors, and the Executive Committee, and shall see that notices of such meetings are duly given when required. The Secretary shall attest to all instruments in writing when so directed by the Board of Directors, and shall perform such other duties as may be provided by these by-laws or that may be assigned by the Board of Directors.

COUNSEL

A Counsel may be appointed by the Executive Committee with the approval of the Board of Directors and shall be legal advisor to the Board of Directors, Executive Committee, Officers and Standing Committees.

AUDITOR

An Auditor may be appointed by the Executive Committee with the approval of the Board of Directors and shall be fiscal advisor to the Board of Directors, Executive

Committee, Officers and Standing Committees.

EXECUTIVE DIRECTOR

An Executive Director may be employed by the Board of Directors, or at their direction. The Executive Director shall perform such duties as are assigned by the Board. The Executive Director shall have authority over all other Foundation employees and shall be responsible to the President and to the Treasurer for the proper performance of the assigned duties. The salary and benefits of the Executive Director shall be determined by the Board of Directors. The Executive Director shall not have voting powers on the Board of Directors or on the Executive Committee.

MEMBERSHIP SERVICES COORDINATOR

A Membership Services Coordinator may be employed by the Board of Directors, or at their direction. The Executive Director shall supervise the membership services coordinator and see that such duties are performed as the Board may assign. The Executive Director shall have authority over all other Foundation employees and shall be responsible to the President and to the Treasurer for the proper performance of the assigned duties. The Membership Services Coordinator shall report directly to the President and Treasurer in absence of an Executive Director for the Foundation. The salary and benefits of the Membership Services Coordinator shall be determined by the Board of Directors. The Membership Services Coordinator shall not have voting powers on the Board of Directors or on the Executive Committee.

ARTICLE X. MISCELLANEOUS

1. No Officer or Director except the Executive Director shall receive any compensation or salary for services rendered. However, Officers and Directors may be reimbursed for expenses incurred in the performance of their duties within the approved budget of the Foundation and on specific approval of the Executive Committee. The salary of any Executive Director/General Manager/Program Manager/Membership Services Coordinator or any other staff member shall be determined by the Board of Directors.
2. Any Officer or Director may resign at any time by submitting their resignation in writing to the Secretary of the Foundation. Such resignation shall take effect at the time specified.
3. The fiscal year of the Foundation will be the twelve month period beginning January 1 and ending December 31.

ARTICLE XI. MEMBERSHIP

1. Membership in the corporation shall include five classes as follows:

- a. State Aviation Organizations.

Any State Aviation Organization of good repute recognized by vote of the Board of Directors which is organized for purposes similar to and consistent with those of this corporation and having the objective or organizing chapters active within the state, shall

be eligible to join together for affiliation with the corporation as a State Aviation Organization provided that no other Aviation Organization in the State shall have the same name. Membership application as a State Aviation Organization shall file with the Secretary of the Corporation a written application for membership signed by the applicant's President and Secretary and including therein the following information:

1. Name and permanent address of the applicant,
2. A statement of purposes for which it is organized.
3. Names and addresses of its Officers and Board of Directors
4. The name and address of their organization's designated representative to any official OPA/ASEF meetings.
5. The Secretary, upon finding that the applicant has met the requirements indicated herein, shall accept such application and notify the State Aviation Organization of his or her action to the Board of Directors at the next meeting. The Secretary shall also notify the Board of Directors of the failure of any State Aviation Organization to be accepted and the application will be subject to review by the Executive Committee.
6. A State Aviation Organization may not change or amend its by-laws, constitution, or articles of incorporation in such manner that will be inconsistent with any requirements for affiliation without surrendering all claims to any membership rights, dues and privileges of the OPA/ASEF. Any reapplication must be properly submitted and acted upon by the Board of Directors as aforementioned in this section.

b. OPA Chapters.

c. Individual OPA Members.

d. Lifetime OPA Members.

e. Honorary Lifetime OPA Members.

f. Sustaining OPA Members.

g. Affiliate OPA Members.

ARTICLE XII. MEMBERSHIP DUES

1. The annual dues of each class of membership of the OPA/ASEF shall be determined by the Board of Directors, provided that all dues collected of the membership shall be turned over to the Treasurer and accounted for and a report made available to the membership at each Annual and Special Meeting.

2. Dues are payable annually. Any member who has not paid dues within sixty (60) days after notice that such dues are due shall be considered delinquent until such time as such dues are paid in full and shall not be extended the voting rights and membership privileges of a member in good standing; and, if not paid within six (6) months after payment is due, such membership shall be terminated.

ARTICLE XIII. COMMITTEES

The President with the approval of the Board of Directors may appoint for terms of one year such committees as may be deemed necessary to carry out the work of the Foundation. Each committee shall make an annual report to the Board of Directors and the Executive Committee.

ARTICLE XIV. REVISION OF BY-LAWS

These by-laws may be amended by the affirmative vote of not less than two-thirds of all Board of Director members of the Foundation voting at any Annual or Special Meeting, providing that notice of the proposed amendment(s) shall have been mailed to each member of the Board of Directors and Executive Committee including the President of each OPA chapter organization not less than (30) days prior to the meeting at which the proposed amendment(s) is to be voted upon.

ARTICLE XV. DISSOLUTION

1. The Foundation shall not be dissolved as long as twenty-five (25) Individual Members in good standing object thereto.
2. Upon dissolution of the Foundation and after all payment of all indebtedness of the Foundation, any remaining funds, investments, and other assets shall be distributed to the AOPA Air Safety Foundation, 421 Aviation Way, Frederick, Maryland 21701.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

1. Where not otherwise provided by these Bylaws, the Articles of Incorporation or the laws of the State of Oregon, the specific parliamentary authority of all Board of Directors meetings and the Annual Meeting, shall be the Roberts Rules of Order, Newly Revised.

History of Amendments to Bylaws

Article V, Section 1. The Board of Directors shall consist of the following persons: ...

- d. OPA Vice President(s) (except OPA VP-Legislative)