



# THE OREGON PILOTS' ASSOCIATION

An Oregon Non-Profit Corporation

## STATE BYLAWS

Amended 1997, 1998, 1999, 2002, 2004, 2005, 2017

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## **ARTICLE I - NAME AND LOCATION**

### ***Section 1: Name***

The name of the organization shall be The Oregon Pilots' Association, Inc., hereafter referred to as "the Association."

### ***Section 2: Location***

The location of the principal offices of the Association shall be maintained in Oregon. The Association may have such other offices as the Board of Directors may determine.

## **ARTICLE II - OBJECTIVES**

### ***Section 1: Objectives***

- a) Promote, and encourage safe flying habits among Oregon pilots;
- b) Guard and protect the interests of general aviation in Oregon;
- c) Promote aviation with the non-flying public;
- d) Protect statewide interests of all private pilots;
- e) Guard and promote public welfare and safety where general aviation is concerned;
- f) Encourage the construction and improvement of air facilities in Oregon;
- g) Conduct and cooperate in courses of study for the benefit of Oregon pilots, and for general aviation.
- h) Qualified OPA Members are encouraged to offer support to appropriate government agencies and local communities in the event of a natural disaster declared by Oregon Office of Emergency Management.

## **ARTICLE III - LIMITATIONS**

### ***Section 1: Limitation***

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

## **ARTICLE IV - MEMBERSHIP**

### ***Section 1: Categories of Membership***

Membership in this Association shall be either Active, Associate, or Honorary Life.

#### **a) Active Members**

Any person interested in or active in aviation who agrees to uphold the principles and Bylaws of the Association may qualify for Active Membership. A second person sharing the same household with the first person will be deemed an active member.

## **b) Associate Members**

Any business, firm, corporation, or organization desiring to further the objectives of this Association and promoting general aviation shall be eligible for Associate Membership.

## **c) Honorary Life Members**

The Board of Directors, or the general membership, may by an act of the body, elect persons to Honorary Life Membership, for meritorious service to Oregon general aviation. All Past Presidents of the Association shall receive a lifetime membership in the Association. Honorary Life Members are considered Active Members.

### ***Section 2: Application for Membership***

All applications for membership shall be submitted in writing on forms provided by the Association. Such forms shall be submitted either to the Secretary-Treasurer of any chapter, or directly to the state office of the Association, accompanied by payment of annual dues and assessments as established in accordance with these Bylaws.

### ***Section 3: Dues and Assessments***

The annual dues and assessments of the Association shall be such amount as is set by the Board of Directors for both Active and Associate members. New members shall be considered to be in good standing for a twelve-month period and renewal dues shall become due and payable in subsequent years in the month of the original application. Honorary Life members shall pay no dues to the Association.

### ***Section 4: Rights and Privileges***

- a) All members shall exercise and enjoy rights and privileges as the Articles of Incorporation and the Bylaws of the Association may prescribe, and participate in any and all Association programs and activities as prescribed by the Board of Directors.
- b) Each active and honorary member of the Association shall have one vote on all matters brought before the general membership at a duly constituted regular or special membership meeting as prescribed by these Bylaws; Associate Members may speak but may not vote at membership meetings. No proxy voting will be allowed.

### ***Section 5: Transfer of Membership***

Membership in the Association is not transferable or assignable.

### ***Section 6: Expulsion***

The Board of Directors, after due notice and a hearing, if requested, may recommend to the membership the expulsion of any member who brings discredit to the Association or who actively promotes objectives contrary to one or more of the Association's objectives.

### ***Section 7: Reinstatement***

The Board of Directors may reinstate the membership of any resigned or expelled member upon such terms, as the Board deems appropriate.

### ***Section 8: Delinquencies***

Any member who is more than sixty (60) days delinquent in payment of dues or assessments shall be automatically suspended until such dues and/or assessments are paid; and, if not paid within six (6) months after payment is due, such person's membership shall be terminated.

### ***Section 9: Refunds***

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

## **ARTICLE V - BOARD OF DIRECTORS**

### ***Section 1: General Powers***

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

### ***Section 2: Organization***

The Board of Directors shall consist of the following:

President

President-Elect

Vice President for Legislative Affairs

Director of Public Relations

Secretary

Treasurer

Past President

Prop Wash Editor

Web Master

Five Regional Directors (Southern Oregon, Central and Eastern Oregon, Portland Metro & Gorge, Oregon Coast, Willamette Valley)

The Current President of Each OPA Chapter or His/Her Designee.

### ***Section 3: Duties of the Board***

The Board of Directors shall perform such duties as may be specifically imposed on it by these Bylaws and as may from time to time be necessary to carry out the spirit and intent of the objectives of the Association. It shall receive reports from the President, Officers, and Committees, and take such action respecting such reports as seems necessary and desirable.

#### ***Section 4: Qualifications***

Candidates for membership on the Board of Directors, excepting the Prop Wash Editor and Chapter Presidents, shall have been members of the Association for a period of at least one (1) year when elected.

#### ***Sections 5: Absences***

Any member of the Board of Directors, who shall be absent from two consecutive meetings of the Board without presenting a reason acceptable to the Board, shall be deemed to have resigned, and that office shall be declared vacant.

#### ***Section 6: Vacancies***

In the case of vacancies on the Board of Directors, the remaining directors shall select a successor to the vacated term for that position. Should the vacancy on the Board be that of a Chapter President, the chapter shall submit to the State President, within thirty (30) days, the name of his/her replacement on the Board.

#### ***Section 7: Removal***

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

#### ***Section 8: Quorum***

For any meeting of the Board of Directors, those directors present shall constitute a quorum, provided the President or President-Elect shall be among those present.

#### ***Section 9: Meetings***

The Board of Directors shall meet at such times as they, or the President, shall determine, but shall hold its annual meeting at the time and place of the annual meeting of the Association. A thirty (30) day notice shall be required for regular meetings of the Board of Directors.

#### ***Section 10: Compensation***

Directors shall not receive any compensations for their services.

## **ARTICLE VI - OFFICERS AND DUTIES**

#### ***Section 1: Officers***

The officers of the Association shall consist of a President, President-Elect, Vice President for Legislative Affairs, Director of Public Relations, Prop Wash Editor, Secretary, Treasurer, Past President, Web Master, and five Regional Directors (Southern Oregon, Central and Eastern Oregon, Portland Metro & Gorge, Oregon Coast, Willamette Valley). No two offices shall be held by one person.

## ***Section 2: Qualifications***

Any member in good standing for a period of more than one (1) year is eligible to hold office. The President and President-Elect must have served on the Board of Directors prior to the date of the election and be in good standing with the organization. The President, President-Elect, and the Vice President for Legislative Affairs must hold a pilot's license.

## ***Section 3: Nomination of Officers***

Thirty days before the annual meeting, the Nominating Committee shall report to the Board of Directors at least one name of a qualified member for each of the expiring offices of President-Elect, Vice President for Legislative Affairs, Director of Public Relations, Secretary, Treasurer, and Five Regional Directors (Southern Oregon, Central and Eastern Oregon, Portland Metro & Gorge, Oregon Coast, Willamette Valley). Nominees shall have agreed in advance to serve in the office as recommended, if elected.

## ***Section 4: Election***

Election to the offices of President-Elect, Vice President for Legislative Affairs, Director of Public Relations, Secretary, Treasurer, and Five Regional Directors (Southern Oregon, Central and Eastern Oregon, Portland Metro & Gorge, Oregon Coast, Willamette Valley) shall take place at each annual membership meeting. A majority of members present shall elect each office. The Prop Wash Editor and Web Master shall be appointed by the Board of Directors as necessary.

## ***Section 5: Term of Office***

The term of office for the offices of President, President-Elect, Director of Public Relations, Secretary, and Treasurer shall be for one year or until a successor is elected. The Vice President for Legislative Affairs shall serve a term of two years and shall be elected in odd years. Five Regional Directors (Southern Oregon, Central and Eastern Oregon, Portland Metro & Gorge, Oregon Coast, Willamette Valley) shall serve terms of two years and shall be elected in even years. The Prop Wash Editor and Web Master shall serve at the pleasure of the Board of Directors.

## ***Section 6: Removal***

Upon written, affirmative vote of two-thirds (2/3) of the general membership present and voting at any duly called meeting of the Association, any officer or director may be removed, with or without cause.

## ***Section 7: Vacancies***

A vacancy of any office, for whatever reason, may be filled by the Board of Directors for the unexpired portion of the term. In the event a person is appointed to fill a vacancy in the office of President-Elect, he or she shall stand for election, with nominations from the floor permitted, at the next annual membership meeting.



## **Section 8: Duties**

### **a) President**

The president shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board of Directors, have supervision, direction and control of the business affairs of the Association. The President shall preside at all meetings of the Board of Directors. The President shall be an ex-officio member of all committees and shall have the general powers, duties and management usually vested in the office of the President of corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors.

### **b) President-Elect**

In the absence, disability, or refusal to act by the President, the President-Elect shall perform all the duties of the President and when so acting shall have the powers and be subject to all the restrictions upon the President, and shall perform all duties otherwise prescribed by the Board of Directors. The President-Elect shall coordinate the annual summer gathering and the annual meeting. At the close of the annual meeting, the President-Elect shall automatically become President of the Association. The president-elect and/or his or her designated representative shall serve as the primary liaison to the Oregon Department of Aviation and Oregon State Aviation Board.

### **c) Vice President for Legislative Affairs**

The Vice President for Legislative Affairs shall monitor the legislation and regulations of the US Congress, the Oregon Legislature, and other state and local governmental agencies or entities which regulate or affect aviation activities in Oregon. The Vice President shall cause the position of the Association to be determined and to make that policy known to the governmental agency. The VP of Legislative Affairs shall serve as the primary liaison to the Oregon Airport Managers Association (OAMA).

### **d) Director of Public Relations**

The Director of Public Relations shall make the activities and objectives of the Association known to the aviation community, governmental agencies & officials, general public, and news media in such a manner as to promote the objectives of the Association.

### **e) Five Regional Directors**

Southern Oregon, Central and Eastern Oregon, Portland Metro & Gorge, Oregon Coast, and Willamette Valley comprises the five regions. Regional Directors shall review membership trends, monitor chapter activities, and be available to provide advice and counsel when called on by a chapter within their region. The Regional Directors shall also be responsible for assisting in the formation of new chapters and advise and assist such new chapters within their region as requested by the chapter or by the State President.

**f) Prop Wash Editor**

The Prop Wash Editor shall periodically publish and distribute The Prop Wash, reporting the news, affairs, activities, and notices required by the Bylaws of the Association.

**g) Secretary**

The Secretary shall be responsible for recording and distributing the minutes of all Special, Board, General and Executive meetings of the Association to chapters and/or officers. He/she shall maintain all non-financial records of the Association. Said records shall be available to the Board of Directors upon request. He/she shall issue notices, announcements, and correspondence as ordered by the President or the Board of Directors.

**h) Treasurer**

The Treasurer shall have custody of all funds and financial records of the Association, shall collect monies of the Association, and shall pay out the funds of the Association according to the adopted budget and/or direction of the Board of Directors. He/she shall present a Treasurer's report at each quarterly and annual meeting of the association. He/she shall be responsible for filing all governmental required forms and reports. The Treasurer shall arrange for such bond, at the expense of the Association, as may be required by the Board of Directors.

**i) Web Master**

The Web Master shall be responsible for maintaining the OPA website. Any OPA member in good standing may submit information to the Web Master for posting on the OPA website, however any member of the Board of Directors reserves the right to reject submitted material if deemed in conflict with the goals of the Association.

**Section 9: Absence**

In the absence, disability, or refusal to act on the part of both the President and President Elect, the Secretary shall designate the Vice President to serve in the capacity of the President.

**ARTICLE VII - COMMITTEES**

**Section 1: Authorized Standing Committees**

The Standing Committees of the Association shall be the Executive Committee, Nominating Committee, Membership and Chapter Development Committee, Public Relations Committee, Legislative Affairs Committee, Education Committee, Audit Committee, and Awards Committee.

## ***Section 2: Make-up of Standing Committees***

### **a) Executive Committee**

The Executive Committee shall consist of the President, President-Elect, Past President, Vice President Legislative Affairs, Director of Public Relations, Prop Wash Editor, Secretary, Treasurer, Web Master, and Five Regional Directors (Southern Oregon, Central and Eastern Oregon, Portland Metro & Gorge, Oregon Coast, Willamette Valley).

### **b) Nominating Committee**

The Nominating Committee shall consist of the President-Elect, the Past President, and one member at large to be appointed by the President. The President-Elect shall serve as Chairman of the Nominating Committee.

### **c) Audit Committee**

The Audit Committee shall consist of the President-Elect, the Immediate Past President, and one member in good standing appointed by the President.

### **d) Other Standing Committees**

The Membership and Chapter Development, Director of Public Relations, Legislative Affairs, and Education Committee shall be appointed by the Board of Directors. The Awards Committee shall be appointed by the President-Elect.

## ***Section 3: Authority and Duties of the Standing Committees***

- a) The Executive Committee shall exercise all powers and duties of the Board of Directors provided by these Bylaws and generally supervise and make decisions on all operations of the Association between meetings of the Board of Directors, subject to ratification by the Board of Directors.
- b) The Nominating Committee shall meet at least once per year for the purpose of selecting nominees for election to office at the next annual meeting of the Association. The Nominating Committee shall contact potential nominees for a statement of willingness to serve and submit its report to the Board of Directors at least thirty days prior to the Annual Meeting.

## ***Section 4: Special Committees***

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

# **ARTICLE VIII-LOCAL CHAPTERS**

## ***Section 1: Formation***

- a) The Board of Directors of the Association shall have the power to receive and approve applications for the establishment of local chapters of the Association throughout the State of Oregon.

- b) Upon approval of such application by the Board of Directors, such local chapter shall thereupon proceed to complete the organization of the local chapter and to elect officers, and may adopt bylaws therefore; provided however, that any such bylaws shall be so drafted as to implement and promote the principles, purposes, and objectives of the Association, and that such bylaws shall not be in conflict in any way with the Association's Bylaws.
- c) Any chapter bylaws in conflict with the Association's Bylaws or objectives as determined by the Board of Directors, shall be deemed superseded by the Association's Bylaws.
- d) All chapter bylaws, promptly following adoption, shall be sent to the Association Secretary for processing, and all subsequent amendments must be filed with the Association Secretary not later than sixty (60) days after adoption.
- e) Only those individuals who hold membership in the state Oregon Pilots' Association may belong to a local chapter.

### ***Section 2: Chapter Membership on the Board of Directors***

The Chapter President shall be the Chapter's authorized voting delegate on the Association Board of Directors. In the event the President cannot be present at any Association Board of Directors meeting, the designee of the Chapter President may exercise the Chapter's vote. In the case where no Chapter Officer or designee is present at a Board of Directors meeting, the Chapter shall forfeit its voting rights at that meeting.

### ***Section 3: Dissolution***

- a) The Board of Directors shall have the power to terminate any Chapter.
- b) A Chapter may dissolve itself and surrender its membership.
- c) On dissolution of any Chapter of the Association, the balance in the Chapter treasury, after paying any indebtedness, and any other assets of that Chapter, shall be transferred to the Association Treasury.

### ***Section 4: Membership in Chapter and Transfer of Affiliation***

Each member of the Association shall be considered to be a member of the Chapter situated in the area in which the member resides, unless otherwise specified by the member. In the event there is no chapter in the area, the membership designation shall be Member-at-Large. A member at any time after admission to Association membership may change chapter affiliation by notification in writing to the State Treasurer.

### ***Section 5: Dues***

Local chapter dues shall be set by the Chapter.

## **ARTICLE IX - ANNUAL AND SPECIAL MEETINGS**

### ***Section 1: Annual and Quarterly Meetings***

The annual meeting and the regular quarterly meetings shall take place at a time and place selected by the Board of Directors.

### ***Section 2: Special Meetings***

Special meetings of the Association may be called at such times and places as the Board of Directors may by resolution determine. Special meetings may also be called upon the written request of ten (10) members delivered to the State Secretary. On such request the Secretary shall call a special meeting within forty five (45) days at a time, date, and location in Salem, Oregon determined by the Secretary.

### ***Section 3: Notice of Meetings***

At least thirty (30) days advance written notice of all meetings shall be given to all members in good standing. In the case of special meetings, the notice shall state the purpose of such meeting and the business to be transacted.

### ***Section 4: Order of business***

The order of business of any meeting of the Association shall be as follows:

- 1) Roll Call
- 2) Minutes of Previous Meeting
- 3) Report of the President
- 4) Financial Report
- 5) Report of the State Aeronautics Administrator or Representative, if any
- 6) Officers Reports
- 7) Committee Reports
- 8) Unfinished Business
- 9) New Business
- 10) Election of Officers (at annual meeting)

### ***Section 5: Quorum***

A quorum shall exist at all properly noticed meetings of the Association by virtue of those being qualified to vote being in attendance.

### ***Section 6: Proxy Voting***

Voting by proxy is permitted provided the proxy is provided by a voting member of the association. The proxy must be in the form of a written statement identifying any limitations and/or intentions of the proxy issuer. The bearer of the proxy must be a voting member of the association and must be present at the meeting.

## **ARTICLE X - FINANCE**

### ***Section 1: Funds***

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

### ***Section 2: Books and Records***

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

### ***Section 3: Audit***

The financial records of the Association shall be audited annually and reported at the first quarterly meeting following the close of the fiscal year.

### ***Section 4: Expenses***

Postage, stationery, printing, etc. for the use of the Executive, Standing, and Special Committees shall be provided by the Association.

### ***Section 5: Authority***

The Executive Committee shall have the authority to make decisions on financial matters, except where otherwise addressed in these Bylaws.

## **ARTICLE XI - PUBLICATION**

### ***Section 1: Publication***

The official organ of the Oregon Pilots' Association shall be THE PROP WASH, which shall be distributed regularly.

## **ARTICLE XII - ADMINISTRATIVE MANAGEMENT**

### ***Section 1: Staff***

The Executive Committee of the Association shall be empowered to employ or appoint staff persons to further the Association, subject to approval by and at the pleasure of the Board of Directors. Said appointment(s) to be reviewed annually.

- a) Assistant to the Treasurer for Membership Services. Duties may include, but are not limited to, keeping financial and membership records, providing financial reports, issuing membership dues and Prop Wash advertising statements, issuing membership cards, ordering name badges, placing Flyer and General Aviation News subscriptions, and maintaining an inventory of Association merchandise for sale.
- b) Any other officer, agent, professional, or employee of the Association as deemed necessary. The Board shall set the scope, authority, remuneration, and duration of such employment in an official job description.

## **ARTICLE XIII - FISCAL YEAR**

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

## **ARTICLE XIV - DISSOLUTION**

### ***Section 1: Dissolution***

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

### ***Section 2: Distribution of Assets***

Upon dissolution of the Association and after payment of all indebtedness of the Association, any remaining funds, investments, and other assets shall be distributed to the Oregon Department of Aviation (ODA) for the purpose of furthering General Aviation.

## **ARTICLE XV - AMENDMENTS**

### ***Section 1: Bylaws Review***

The President shall appoint a Bylaws Review Committee at the President's discretion or upon direction by the Board of Directors to study these bylaws and recommend any amendments and/or changes to the Board of Directors.

### ***Section 2: Amendments***

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

## **ARTICLE XVI - PARLIAMENTARY AUTHORITY**

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 Robert's Rules of Order, Newly Revised.

## ***History of Amendments***

### **April 2004**

Article II, Objective 1 a), replaced Inculcate with Promote, and encourage.....

Article IX Annual & Special Meetings, Section 6 Proxy Voting, replaced Voting by proxy shall be prohibited in all the deliberations of this Association. with Voting by proxy is permitted provided the proxy is provided by a voting member of the association. The proxy must be in the form of a written statement identifying any limitations and/or intentions of the proxy issuer. The bearer of the proxy must be a voting member of the association and must be present at the meeting.

### **Nov 2005**

Article V Board of Directors Section 10 Compensation deletion of 'Directors shall not receive any compensation for their services,' addition of 'As deemed by the Board of Directors, compensation may be granted for work performed under contract with the Association. Any compensated Director or Officer does not retain voting rights on the Board.'

Article VI Officers & Duties Section 2 Qualifications, deletion of 'have served on the Board of Directors prior to the date of election'

Article VI Officers & Duties Section 8 b) President-elect, addition of 'The president-elect and/or his or her designated representative shall serve as the primary liaison to the Oregon Department of Aviation and Oregon State Aviation Board.'

Article VI Officers & Duties Section 8 c) Vice President of Legislative Affairs, addition of 'The VP of Legislative Affairs or his or her designated representative shall serve as the primary liaison to the Oregon Airport Managers Association (OAMA).'

Article VI officers & Duties Section 8 d) Director of Public Relations, addition of 'The Director of Public Relations shall serve as the primary liaison to the Oregon Tourism Board.'