

St. Augustine Airport Pilots Association BY-LAWS

Article I Membership

Section 1. Qualifications: Any person of good character who has an interest in aviation, preserving and bettering the St. Augustine Airport and supports the purposes of the Association, as set forth in its charter, may, upon payment to the Treasurer of annual dues, make an application to the Board to become a member of the Association. Each new member requires a sponsor, who is an active member of the Association.

Any member, who, by his actions, has a negative or detrimental effect on the Association or Association morale, will be subject to membership review by the Board. This review could lead to expulsion from the Association.

Section 2. Dues: The annual membership fee is forty dollars (\$40.00) for Senior members and twenty dollars (\$20.00) for Junior members (non-voting). For clarification, a Junior member is either, under 16 years of age, or a transient member who joined for the explicit reason of receiving a fuel discount for SAAPA MEMBERS ONLY at the Galaxy FBO (\$20.00), they have NO voting privilege. A Senior member is classified as a member who pays full dues (\$40.00). Only Senior members have voting privileges. Dues are payable in advance for the following year in December of each year. Payment of dues entitles the member to membership in the Association until annual dues are again payable. Payment of initial dues by a new member at any time during the year shall entitle the new member to all privileges of membership until the following December, when new annual dues shall become payable.

Section 3. Membership Privileges: All members will be permitted and encouraged to participate in all social and community activities of the Association and in other activities in furtherance of its purposes. All Senior members in good standing (excluding Junior members) shall be entitled to vote.

Section 4. Annual Meeting: There will be one annual meeting of the membership to be held on the second Saturday in December, or at such a date, time, and place as may be designated by the Board. The primary purpose of the meeting shall be the election of Officers to succeed those whose terms of office shall expire at the end of that meeting. Other items of business appropriate to that meeting may also be acted upon.

Section 5. Other Meetings: Other general meetings of the Association shall be held during the year on the second Saturday of each month or at such time and place designated by the Board. The purpose of such meetings will be to promote camaraderie and communication among members and to encourage discussion by the members of affairs pertaining to the airport and the Association and the making of any appropriate action in regard to such affairs.

Section 6. Special Meetings: Special meetings of the members may be called at any time and for any purpose by the President, Vice President, by a majority of the Board, or upon the request in writing of twenty-five percent of the voting members. The meeting shall be called

forthwith by the President or the Vice President. The request shall state the purpose of the meeting, and only that subject matter may be discussed at that meeting.

Section 7. Conduct of Meetings: Meetings of the members will be presided over by the President, or in his absence, by the Vice President. If neither is present, then a chairman shall be appointed by voice vote from the members of the board present.

Article II Officers

Section 1. Election Tenure and Compensation: The Officers/Directors of the Association are a President, a Vice President, a Secretary, a Treasurer and a Liaison for Airport Affairs. Each Officer shall be a certificated pilot. Officers of the Association will be elected by the General Membership at the Annual Meeting per the procedure described in Article IV, Section 2. Officers shall serve until their successors have been elected and taken office. The Officers shall serve without compensation for their services, but may be reimbursed by action of the Board for expenses incurred on behalf of the Association. Each Officer is subject to removal from office and replacement by a majority of the Board. The vacating President shall not be eligible to serve as an Officer of the Association for a period of three years after his/her term is seceded.

Section 2. Powers and Duties of the President: The President shall preside at all meetings of the Board and at all meetings of the members. He/she may sign all documents in the name of the Association and shall be the Chief Executive Officer of the Association. The President, as well as the Treasurer, shall have signature authority on all financial accounts.

Section 3. Powers and Duties of the Vice President: The Vice President shall have such powers and duties as are assigned to him/her by the President. In addition, he/she shall have all of the powers and duties of the President in the event of the President's disability or extended absence.

Section 4. Duties of the Secretary: The Secretary shall receive all correspondence directed to the Association, and shall redirect it to the responsible individual. He/she shall record the business of the Board and of the members, give notice of meetings, and perform such other duties that customarily pertain to the office of Secretary. It is the Secretary's responsibility to review and file all necessary documents/filings, jointly with the Treasurer, as required, e.g. Insurance, 501C7

Section 5. Duties of the Treasurer: The Treasurer shall have custody of all funds of the Association and shall keep full and accurate account of all receipts and disbursements in books belonging to the Association. The President, as well as the Treasurer, shall have signature authority on all financial accounts of the Association. Other Board members may be granted bank signature authority at the discretion of the Board. The Treasurer and/or President shall deposit all monies and other valuables in the name of and to the credit of the Association in such depository as may be designated by the Board. The Treasurer shall render to the President and to the Board a written account of all Association transactions at each monthly Board meeting and whenever requested by the President or the Board. A written statement of account will be made available to the General Membership at the Annual Meeting. It is the Treasurer's responsibility to review and file all necessary documents/filings, jointly with the Secretary, as required, e.g. Insurance, 501C7

Section 6. Duties of the Liaison for Airport Affairs: The Liaison shall have such powers and duties as are assigned to him/her by the President & Board. The Liaison's duties shall

encompass communications between the SAAPA Board, the Airport Authority and others as deemed necessary.

Article III DIRECTORS/OFFICERS

Section 1. General Powers: The Board of Directors shall consist of the 5 named Officers. All of the business and activities of the Association shall be conducted by the Board; the President, Vice President, Secretary, Treasurer and Liaison for Airport Affairs.

Section 2. Term of Office: Each Officer/Director shall be a member of the Association in good standing and shall serve for a term of one year. The Board shall include the Officers elected per Article II, Section I, and shall number in total no more than 5 members.

Section 3. Filling of Vacancies: In the case of any vacancy on the Board through death, resignation, removal or other cause, the remaining Officers, by affirmative vote of the majority thereof, shall appoint a successor to the Office to serve until the expiration of the term of the Officer who has been replaced.

Section 4. Removal from Office: Any Officer may be removed from office with or without cause by the affirmative vote of a majority of the Board members at any special Board meeting called for that purpose. The result of such actions must be published to the membership immediately.

Section 5. Regular Meetings: The Board may hold its meetings at such time and place as it may designate by resolution. At least three meetings will be held each year, attendance at which will generally be restricted to the Board, but other parties may be invited to attend at the discretion of the Board.

Section 6. Special Meetings: Special Meetings of the Board shall be held whenever called by the President, by at least two members of the Board, or by the request of a minimum of ten Senior Members. Actual notice of the time and place of the meeting will be given to the membership by the Secretary or Treasurer to the extent circumstances permit. The notice shall specify the subject of the meeting and any other business that will be introduced at that meeting.

Section 7. Quorum: A minimum of 4 Officers/Directors must be present to constitute a quorum.

Section 8. Required Vote: A minimum of 3 Officers/Directors shall be required to obtain an affirmative vote which would be necessary for the passage of any resolution. All voting shall be in person, including first person media.

Section 9. Compensation of Directors: Officers shall not be compensated for their service on the Board. The Board may, from time to time, authorize the Treasurer to reimburse an Officer for expenses incurred on behalf of the Association.

Section 10. Committees: The Officers may, from time to time, by resolution, appoint one or more standing or ad hoc committees, to consist of as many members as may be necessary, to effectuate the purposes of the committee.

Section 11. Committee Chairmen: Committee Chairmen are members of the Association that have been appointed by the Board and ratified by the general membership to serve in

charge of specific club functions. Committee Chairmen may attend all board meetings and/or as requested by the Board, for the meeting specified, for the purpose of reporting on current activities.

Article IV Elections

Section 1. Nomination of Officers: The Officers shall appoint a Nominating Committee of, at a minimum, three Senior Members. The Nominating Committee shall present to the Secretary, no later than three weeks before the Annual Meeting, the slate of candidates who have agreed to serve if they are elected. The Secretary will immediately publish THIS slate, as presented by the nominating committee, to the GENERAL membership, no later than 2 weeks before the Annual Meeting.

Section 2. Voting: Voting by the members shall be by secret ballot or by other appropriate measures (email). All email votes must be received prior to the Annual Meeting and will be included with the ballot count of votes made at the General Meeting. All ballots will be tallied and audited immediately by an appointed impartial 3 member panel. The results will be announced to the membership before the adjournment of the Annual Meeting and the new Officers will be introduced. Only Senior Members are eligible to vote. One vote per paid member. (For clarification of paid member, we will ask Jay to make a separate 'SPOUSE' column, thereby noting 'paid member' as the name listed in the Member column.

Article V Amendments

Section 1. Amendment of By-Laws: These By-Laws may be amended, altered, repealed, or added to, by a vote of two thirds of the members entitled to vote at any special meeting called for that purpose, or by a majority vote of the Officers, subject to ratification by the members.

Rev 01-2012