

**ARTICLE I
NAME**

Section 1. The name of this organization shall be the Auburn Aviation Association (hereinafter AAA), a California non-profit organization.

**ARTICLE II
LOCATION**

Section 1. The Association address is P. O. Box 6454, Auburn, CA. 95604.

**ARTICLE III
PURPOSE**

Section 1. The purpose of this non-profit corporation is to promote Aviation, Safety, Friendship, Education and Community involvement.

**ARTICLE IV
MEMBERSHIP**

Section 1. Anyone interested in the welfare of the Auburn aviation community is eligible for membership.

Section 2. A Member in Good Standing shall be one whose dues are current in accordance with Section VI. ~~Membership dues are payable on January 1 of each year. The membership period is from January 1 through December 31.~~ Membership may include spouse or significant other however each membership shall be entitled to only one vote unless both members are dues paying members.

Section 3. Memberships shall be structured as follows:

- Individual:** Member is entitled to one vote.
- Family:** Accommodates up to two email addresses for newsletter.
Family is entitled to one vote.
- Student:** For high school or college students under age of 25.
Student members are not entitled to vote.

**ARTICLE V
MEETINGS**

Section 1. General meetings will normally be held on the first Wednesday of the month at a time and place determined by the President and shall be announced to the membership in the monthly newsletter.

Section 2. Special meeting of the members may be held at such time and place as the President may determine or may be called by a majority of the Board and shall be announced to the membership in the monthly newsletter. Each General meeting may contain a short business briefing at which time the business of the Association may be conducted.

Section 3. The Annual Meeting shall be the October meeting of each calendar year. The agenda shall include the election of officers and directors.

Section 4. Any Member in Good Standing as defined in Article IV, Section 2, may vote at any general, special or business meeting. (See Article X for Board meetings.)

Section 5. At any general meeting of members, a quorum shall consist of at least fifteen (15) Members in Good Standing represented either in person or by written proxy.

Section 6. A majority vote of the members present or represented by written proxy is necessary for the adoption of any resolution or motion, except as otherwise specified by these bylaws.

Section 7. All meeting shall be conducted in accordance with Roberts Rules of Order.

ARTICLE VI DUES

~~Section 1. Dues amount shall be set at the October General meeting and become due and payable on January 1 of each year. Dues for the following year shall be set at the October General meeting and become due and payable annually on the anniversary date of the member's most recent renewal.~~

~~Section 2. New members who join after the beginning of the year may be entitled to prorated dues for the remainder of the year in which they joined as determined by the Treasurer. SECTION DELETED.~~

~~Section 3. 2.~~ Members who become 3 months in arrears for dues shall not be considered a Member in Good Standing, eligible to vote or to hold office and are subject to being dropped from membership subject to notification from the Association.

~~Section 4. 3.~~ Members having a legitimate hardship may be exempted from the provisions of Section 2 provided they make a written request to the Board of Directors and a hardship status is granted by the majority vote of the Board.

ARTICLE VII FUNDS

Section 1. No expenditure of the Association funds shall be authorized without a majority vote of the Board of Directors. ~~All~~ **Exceptional** expenditures approved by the Board shall be reported to the membership at the next general meeting and will be available for review by the membership.

Section 2. All funds of the Association shall be held by the Treasurer and shall be devoted to such use as the Board may determine.

Section 3. All members of the Association are entitled to see the financial records of the Association upon reasonable request. Such records will be made available to the member within 10 working days of the request.

Section 4. The fiscal year for the Association, for financial reporting purposes, shall be from January 1 through December 31.

ARTICLE VIII COMMITTEES OF THE ASSOCIATION

Section 1. Auburn Aviation Association Airport Advisory Committee (5AC)

The only standing committee of the Association shall be the Auburn Aviation Association Airport Advisory Committee (5AC). The Chairperson of the 5AC shall be elected annually as a Director on the Board of Directors by the membership in accordance with Article IX. The Chairperson shall appoint a Secretary who will keep minutes of each meeting and insure their timely distribution to those members present at a meeting and to the President of the Auburn Aviation Association.

The 5AC shall discuss and take actions on the problems concerning the airport and represent the AAA's interest in public forums concerning these issues. AAA interests shall be formulated by majority vote of the Members on Good Standing voting at a regular 5AC meeting or, in some cases, at a full AAA meeting. The 5AC is the formal advisory committee to the Airport Manager on matters concerning the Auburn Airport.

Membership on the 5AC is open to all Members in Good Standing. Meetings shall be held monthly as determined by the Chairperson. Meeting dates shall be published in the Auburn Aviation Association newsletter.

Section 2. Ad-Hoc Committees of the Association. ~~Ad-Hoc~~ Committees are either temporary or single purpose committees appointed for at least one year by the President with concurrence of the Board of Directors. The ~~Ad-Hoc~~ committees are:

A. Air Fair Committee. The Air Fair Committee shall deal with all matters pertaining to the biennial Air Fair.

B. Bylaws Committee. The Bylaws Committee shall be activated by the President as necessary to review changes or resolutions to the Bylaws and make recommendations to the membership concerning any such changes or resolutions.

C. Scholarship Committee. The Scholarship Committee shall deal with all matters pertaining to the AAA Scholarship Program. Members of the Scholarship Committee shall be prohibited from awarding scholarships to relatives and no scholarship shall be awarded to someone based on the recipient's employment status where there is any direct or indirect relationship between the member of the Scholarship Committee and the employer. Scholarships will only be awarded to U. S. citizens.

D. Museum Committee. The Museum Committee shall deal with all matters pertaining to the creation, operation, financing and maintenance of an Aviation Museum that may be created at the Auburn Airport.

E. Nominating Committee. A committee appointed by the President and chaired by the immediate Past President to solicit interest and assess the ability of officers and directors who serve in the next year. The Nominating Committee will present a recommended slate of officers and directors, along with nominations from the floor, for a vote of the general membership at the October meeting.

1. President nominees shall have aeronautical background or experience.

F. Public Relations/Publicity Committee. The Public Relations/Publicity Committee shall be responsible for maintaining good public relations with the local community and insuring events sponsored by AAA are given appropriate publicity.

Section 3. The Chairperson of each committee shall be responsible for providing the Treasurer with a budget for anticipated expenses by the committee. No expenses shall be authorized without approval of the Board in accordance with Article VII, Section 1. ~~The Treasurer shall determine the method for disbursing the approved funds and~~ The Committee Chairpersons shall provide the Treasurer with receipts for all expenses incurred.

Section 4. Any Member in Good Standing is eligible for membership on any committee of the AAA and all Members in Good Standing may attend and vote at any committee meeting.

Section 5. Committee meetings will be held as needed at a time and place designated by the Committee Chairperson. All committee members shall be notified of all committee meetings. AAA members who are non-committee members shall be notified when it is practical to do so.

Section 6. All Committee Chairpersons shall be responsible for ensuring accurate minutes are recorded for all committee meetings and the general membership of the Association is kept informed of committee activities by preparing timely articles for the monthly newsletter. Oral reports at the general meeting may be directed by the President.

Section 7. A quorum for a committee meeting may vary depending upon the size of the individual committee. As one of the first orders of business for any committee, the Chairperson shall determine what constitutes a quorum for the committee and document this action in the minutes of the meeting. Under no circumstances shall a committee quorum be less than 3.

ARTICLE IX OFFICERS AND DIRECTORS OF THE ASSOCIATION

Section 1. The Officers of the Association shall be President, Vice-President, Secretary and Treasurer.

Section 2. The term of office for officers shall be one year, minimum.

Section 3. The Directors of the Association shall be elected for a one year term beginning January of each year. The Directors are:

- A. Director - Newsletter
- B. Director - Public Relations/Publicity
- C. Director - Membership
- D. Director - 5AC
- E. Director - Scholarship
- F. Director - ~~Emeritus~~ **Mr. Dick Kiger At Large**
- G. Director - Immediate Past President

Section 4. Nomination and election of Officers and Directors for the ensuing term shall be conducted at the Annual Meeting in October of each year. Any Member in Good Standing is eligible to be nominated for and to hold office in the Association provided they are elected by a majority of the members present and entitled to vote at a meeting to elect Officers and Directors.

Section 5. In the event one of the Director officers is vacated at any time during the term, the Board may appoint a temporary Director who shall serve in that office for the remainder of the term. If the office is that of an Officer, the Board shall appoint one of its members to perform the duties of the office until the next regularly scheduled meeting when an election to complete the term of the vacated office can be held.

ARTICLE X BOARD OF DIRECTORS

Section 1. The Board of Directors shall be made up of the Officers and Directors of the Association as defined in Article IX, Sections 1 and 3 of these bylaws.

Section 2. The President of the Association shall serve as the Chairperson of the Board.

Section 3. The Board shall have expenditure authority in accordance with Article VII, Section 1.

Section 4. The Board shall annually review the Bylaws of the Corporation and recommend changes, if appropriate, to the membership for a vote in accordance with Article XII.

Section 5. The Board shall meet as least quarterly at a time and place determined by the Chairperson following notification of all members.

Section 6. Any Member in Good Standing may attend and speak at any meeting of the Board.

Section 7. At any Board meeting, a quorum shall consist of at least five members of the Board represented either in person or by written proxy.

Section 8. When circumstances arise where it may be impractical to call a meeting of the Board, the Chairperson of the Board may call for a vote on an issue by telephone. When doing so, the Chairperson must make a reasonable effort to contact every Board Member concerning the issue and keep an accurate call record and vote count for report at the next scheduled general meeting.

Section 9. The Chairperson of the Board shall insure that any business conducted by the Board is reported to the general membership at the next regularly scheduled membership meeting.

**ARTICLE XI
DUTIES AND RESPONSIBILITIES OF THE
OFFICERS AND DIRECTORS**

Section 1. General - Officers and Directors of the Auburn Aviation Association (AAA) shall be elected in accordance with the bylaws of the AAA, Article IX, Section 4 and serve a term of office in accordance with Article IX, Section 2 and 3.

A. Each elected position shall submit estimated budget information to the Treasurer in November for inclusion into the Annual Budget which will subsequently be presented to the General Membership.

Section 2. ~~Duties and Responsibilities of Officers~~

A. The President shall:

- 1) Preside at all General, Business and Special Meetings and be the principal agent in matters pertaining to liaison with government, commercial or private enterprises, except as hereinafter provided.
- 2) Coordinate the activities of the Corporation and serve as Chairperson of the Board of Directors.
- 3) Appoint committees and delegates to the other officers, directors and members such duties as may be necessary to facilitate and expedite the aims and objectives of the Corporation.
- 4) Review the status of members and call for a discussion and vote on the dropping of members as recommended by the Membership Director at Board Meetings.
- 5) Oversee the timely performance of the duties and compliance with the bylaws of other Officers and Directors of the Corporation.
- 6) ~~Be responsible for the paying of the Post Office Box rent in December for the following year. Be responsible for the distribution of the two (2) Post Office keys. (Moved to Treasurer)~~

B. The Vice-President shall:

- 1) Preside at meetings of the membership and Board of Directors in the absence of the President.
- 2) Be responsible for the general membership programs and the social events.

C. The Secretary shall:

- 1) Keep official records, with the exception of membership records, including minutes of all general, special and board meetings.

D. The Treasurer shall:

- 1) **Be responsible for the paying of the Post Office box rent in December for the following year. Be responsible for the distribution of the two (2) Post Office keys. Check for mail twice-a-week at regular intervals.**
- 2) Be the responsible agent for maintaining the corporation funds, receive and disburse all funds in accordance with the approved budget and /or approval of the Board in accordance with Article VII, Section 1, of these bylaws.
- 3) Prepare an annual budget for the corporation, obtain the approval of the Board of Directors, and present it to the membership for a vote at the second General Meeting of the year.
- 4) Maintain the budget and present to the Board for a vote any requests for increased or additional funding as needed.
- 5) Be the responsible agent for the preparation and filing of the corporation's tax reports as required.
- 6) Provide a written report on the receipts, disbursements and status of the corporation's treasury and /or copy of the budget to any members upon reasonable request.
- 7) Report on the budget and status of the corporation funds at all regularly scheduled meetings and at any special meeting as requested by the President.
- 8) **The Treasurer shall provide the annual budget to the Newsletter Director for publication.**

Section 3. Directors

A. Newsletter

- 1) Shall compile, print and distribute to the membership, prior to the General Meeting of each month, a monthly newsletter or any other special mailings as needed.
- 2) ~~Represent the Association with the US Postal Service in all dealings.~~
- 3) ~~Provide the Treasurer with the annual budget information needed for the Newsletter by no later than the 1st General Meeting of the year.~~

B. Public Relations/Publicity

- 1) Shall be responsible for maintaining good public relations with the local community and insuring events by AAA are given appropriate publicity.
- 2) Shall write noteworthy items and information of the upcoming meeting to be published in the local newspapers.
- 3) Shall perform such other duties as directed by the Board.
- 4) **Shall be responsible for management of the website at www.auburnaviationassociation.org as well as all social media sites.**

C. Membership

- 1) Maintain an accurate record of all members including, but not limited to, Name, Address, Telephone, e-mail and status of dues.
- 2) Collect dues from membership, update the membership records **and** forward the funds to the Treasurer. ~~and notify members when dues become 3 months in the arrears.~~
- 3) ~~Receive, record and forward the funds from all new applications for membership and maintain a file of membership applications for all active members.~~
- 4) ~~Beginning in April, provide the President with a monthly list of all members who are 3 months in the arrears for dues and considered not to be Members in Good Standing in accordance with the Bylaws, Article IV, Section 3.~~
- 5) ~~Provide the President with a recommendation of members to be dropped for non-payment of dues as appropriate.~~
- 3) Maintain accurate mailing list of all members and non-members entitled to receive the newsletter and provide the list to the Director-Newsletter Editor monthly as appropriate.
- 4) Prepare and provide a Membership Directory to all members ~~annually~~ **periodically.**

- 8) ~~Provide the Treasurer with the annual budget information needed for the Membership Directory and supplies such as mailing labels, paper and stamps by no later than the 1st General Meeting of the year~~
- 9) ~~Provide each new member with a current membership roster and bylaws.~~
- 5) Provide each new member with a current membership roster and bylaws.
- 10) ~~Assign a "greeter" to sit at the door at each meeting to greet members and guests and give out name tags. The greeter should make the Membership Director aware of any new members or visitors.~~

D. Chairperson 5AC

- 1) Preside at all meetings of the 5AC and be the responsible formal agent in matters pertaining to liaison with the Airport Manager concerning all 5AC issues.
- 2) Keep all official records of the committee; insure that accurate minutes of all meetings are recorded and that all committee members receive meeting notices and agendas. Publish meeting notices in the monthly newsletter.
- 3) Provide ~~monthly~~ **timely** reports of 5AC activities to the membership at all General Meetings ~~as directed by the President~~ and in the monthly newsletter.
- 4) Appoint sub-committees and delegates to other members such duties as may be necessary to facilitate and expedite the aims and objectives of the committee and Association.
- 5) Maintain close liaison with the President.
- 6) Appoint a Secretary to keep meeting minutes and prepare the agenda.

E. Immediate Past President

- 1) Serve as Association Historian.
- 2) Chair the Bylaws Committee.
- 3) Chair the Nominating Committee.

F. Scholarship

- 1) Shall select and chair the Scholarship Committee
- 2) Shall contact the schools in early fall with information and applications for the scholarship program.
- 3) Administer and oversee the scholarship process.
- 4) Provide timely reports to the Board and General Membership.
- 5) Keep files on costs, upgrading them periodically.
- 6) Keep in contact with the **recipients**, if possible, to determine their whereabouts and what they might have done with their flying.
- 7) May perform other duties as directed by the Board.

G. Director Emeritus - At - Large - Mr. Dick Kiger in recognition for his many years of service to the Auburn Aviation Association.

- ~~1) May serve on the Board of Directors for whatever length of time he deems appropriate. When he resigns or is no longer able to serve, this Director position reverts to a Director at large.~~
- ~~2) Is automatically elected each year to a one year term of office.~~
- 1) Will perform duties as directed by the Board.**

**ARTICLE XII
REVISIONS AND AMENDMENTS**

Section 1. These Bylaws may be amended, revised, or repealed upon approval of a two-thirds majority of vote of those members present and entitled to vote at a general meeting or a special meeting for the purpose of amending the Bylaws in which the membership has been notified.

Section 2. Any section of these Bylaws may be suspended by a majority vote of the members present and entitled to vote at any general or special meeting, but such suspension shall only continue during the time that the subject matter is under discussion.

Section 3. Any Member in Good Standing is entitled to make a resolution to amend, revise, or repeal a section of these Bylaws provided it is brought before the membership at a general or special meeting and such resolution is provided in writing. The President of the Association shall call for a discussion on the resolution, declare it held over one (1) meeting, assign it to committee for review, and call for a vote on suspension as appropriate.

Section 4. Bylaws shall take effect from and after their 2/3 majority approval of the membership voting at a General Meeting as recorded by the Secretary in the minutes of the Association and all existing Bylaws not included in the amended Bylaws shall be repealed and rescinded as of that date.

~~Section 5. All meeting shall be conducted in accordance with Roberts Rules of Order.~~
(Moved to Article V, Section 7)