

## **BY-LAWS**

### **ARTICLE I** (Revised 2014)

#### **GENERAL**

- A. The name of this organization shall be Delta Disabled Pilots Association (DDPA); however, the organization is doing business as the Delta Disabled Pilots and Survivors Association (DDPSA). DDPA and DDPSA are collectively referred to hereinafter as, the “Association.”
- B. The Association shall not be affiliated with any other retirement organization.
- C. The Association shall have the purpose of:
  - 1. Functioning as a mutual benefit association incorporated under the laws of the state of California.
  - 2. Offering nonvoting membership to Participants and Eligible Family Members as defined in the Delta Pilots Disability and Survivorship (D&S) Plan.
  - 3. Communicating items of interest regarding the D&S Plan and the D&S Trust.
  - 4. Acting on behalf of the members to preserve the D&S Plan and D&S Trust.
- D. The Association may also adopt or do business under available internet domain names or other fictitious names as deemed necessary.
- E. The Association, or any entity under which it is doing business under a fictitious name, shall not advocate a reduction or termination of the benefits under the D&S Plan of any group of participants or beneficiaries as defined under Article II. Amendment to this provision shall require approval of eighty percent (80%) of the members of the Board of Directors.
- F. The principal office of the Association shall be at the residence of the Chairman of the Board of Directors unless otherwise determined by the Board of Directors.

### **ARTICLE II** (Revised 2014)

#### **MEMBERSHIP**

- A. The Board of Directors may, by resolution, establish one or more classes of nonvoting membership and provide for eligibility requirements, rights and duties for such membership, including the obligation to pay dues. Such members are not

“members” of the Corporation as defined in Section 5056 of the California Nonprofit Corporation Law.

B. The current classes of nonvoting membership are defined as follows:

1. Group 1: This group is comprised of disabled pilots who are, or were, on the Delta Air Lines pilots’ seniority list and currently are entitled to disability benefits under the D&S Plan.

2. Group 2: This group is comprised of members who are not disabled pilots as defined in Group 1 and further defined as follows:

a. **Survivors**: Eligible family members of deceased Delta pilots who are receiving monthly income survivors’ benefits under the D&S Plan.

b. **Retired Pilots and Potential Survivors**: Living retired Delta pilots whose survivors may be eligible for future benefits under the D&S Plan and eligible family members of retired Delta pilots who may be eligible for future survivor benefits under the D&S Plan.

### **ARTICLE III** (Revised 2014) **REQUIREMENTS FOR MEMBERSHIP**

A. **ELGIBILITY**: To be eligible to be a nonvoting member of the Association, a person must be in one of the groups defined in Article II above.

B. Members whose actions are deemed to be detrimental to the Association and its members shall, upon two-thirds (2/3) approval of the Board of Directors, have their membership revoked. Detrimental acts will consist of, but not be limited to: besmirching another member, failure to pay dues, assessments, or fines and willful violation of Federal, State and local laws (or their equivalent outside of the U.S.A.).

C. The process for a member to withdraw membership from the Association will consist of sending a letter of resignation to the Chairman of the Board.

- D. Dues shall be determined by two-thirds (2/3) vote of the Board of Directors. Members will be notified, by email or letter, of dues. A member who fails to respond to such notification, within 60 days, may be notified that their membership is no longer in good standing and that they are no longer entitled to the benefits of membership. Dues or contributions cannot be refunded unless there was a technical error in the processing of the respective dues or contribution.

#### **ARTICLE IV** **MEETINGS**

- A. "ROBERT'S RULES OF ORDER, NEWLY REVISED" shall govern the conduct of all meetings where the By-laws are silent.
- B. A majority of the members of the Board of Directors shall represent a quorum at a Board Meeting.
- C. Board of Directors meetings may be held in person, via telephone or video conference.
- D. Meeting times will be announced as far in advance as possible, but no less than 48 hours prior to the meeting unless an emergency meeting is called by the Chairman of the Board. Two-thirds (2/3) of the Board of Directors can request a meeting by notifying the Chairman of the Board. The Chairman of the Board must call the meeting provided a reasonable amount of time for preparation and travel time exists for all Board of Directors members to attend.
- E. Board of Directors meetings shall occur at least annually. These meetings will be called by the Chairman of the Board, who will inform all members of the Board, in writing, fourteen (14) days in advance.
- F. The Agenda for Board of Directors meetings shall be given to the board members as far in advance as possible.

#### **ARTICLE V** **THE BOARD OF DIRECTORS AND THEIR DUTIES** (Revised 2013)

- A. Any member of the Association who is a member in good standing and has displayed satisfactory understanding of the D&S Plan shall be eligible to serve on the Board of Directors. The Board of Directors shall consist of the following members: Chairman of the Board, Vice Chairman of the Board, Treasurer and up to six Members at Large. The Board shall be elected in accordance with ARTICLE VI of these By-laws.

- .B. **THE CHAIRMAN OF THE BOARD OF DIRECTORS:** Shall serve as the Chief Executive Officer of the Association; shall, subject to the Board of Directors, have general supervisory control over the affairs of the Association; shall preside over all meetings; shall supervise and appoint all Association committees; shall call all meetings as required by the By-laws; and shall, along with the Treasurer, have signature authority on any and all financial accounts.
- C. **THE VICE CHAIR OF THE BOARD OF DIRECTORS:** Shall attend Board of Directors' meetings and preside over Board meetings as directed by the Chairman of the Board. In the event the office of Chairman becomes vacant, the Vice Chairman shall assume the duties of the Chairman of the Board of Directors, as defined by these by-laws, until a successor Chairman of the Board is elected.
- D. **THE CORPORATION SECRETARY :** Shall attend Board of Directors meetings, keep all records other than financial, and shall produce all meeting correspondence as required by the by-laws or as directed by the Chairman of the Board. The Corporation Secretary need not be a member of DDPSA.
- E. **THE CORPORATION TREASURER :** Shall attend Board of Directors meetings; shall be responsible for all moneys received by the Association; shall deposit Association funds in a financial institution that is designated by the Board of Directors; shall disperse from the designated financial institution Association funds as ordered by the Board of Directors or the Chairman of the Board of Directors; shall keep accurate and up to date financial records; shall make any and all financial records and files of the Association available to any member of the Board of Directors upon written request of such Board member. Association checks exceeding the amount of Five Thousand Dollars (\$5,000) shall require a second signature.
- F. **REPRESENTATIVES AT LARGE:** Shall attend Board of Directors meetings; shall be primarily responsible for recruiting new members; and shall provide oversight of all special committees and projects of the Board including liaison with other retirement committees.

## **ARTICLE VI**

### **ELECTION OF THE BOARD OF DIRECTORS** (Revised 2014)

- A. Should a vacancy occur on the Board of Directors, it shall be filled in the following manner:

- 1.) The Chairman of the Board shall direct the Secretary to publish a NOTICE OF VACANT OFFICE via email to the Board of Directors. The notice will state that nominating ballots will be taken via email for consideration of the Board at their next meeting. Preference will be given to members who state a willingness to serve and who also receive the largest number of nominating votes.
- 2.) The vacancy will be filled by a majority vote of the Board of Directors either at a meeting or by email ballot.
- 3.) A Board of Directors member can be removed from office by a 2/3 vote of the Board of Directors.
- 4.) The Chairman of the Board, Vice Chairman and Treasurer shall be elected by a simple majority of the Board of Directors to a two-year term of office commencing on July 1st of years that end in an even digit and ending every two years thereafter on June 30.

**ARTICLE VII** (Added 2009)  
**OFFICERS' SALARIES, BENEFITS, AND EXPENSES**

- A. Only volunteers may serve as officers or Board members. The Organization does not pay any salaries or benefits. Reasonable, itemized travel expenses must be pre-approved by the Chairman of the Board. Transportation, meals, and lodging receipts must be provided to the Treasurer prior to reimbursement.