

**BYLAWS OF
THE OKLAHOMA PILOTS ASSOCIATION**
(A Not-For-Profit Corporation)

ARTICLE ONE

PURPOSE

The Oklahoma Pilots Association shall be a Not-For-Profit Corporation established pursuant to the laws of the State of Oklahoma for the purpose of providing support and assistance for, and to encourage the development of, general aviation activities within the State of Oklahoma:

- A. By establishing a cooperative effort with Federal, State and Municipal officers and agencies in the continuing development of aviation in Oklahoma;
- B. By promoting a spirit of fraternalism among pilots and friends of aviation in Oklahoma;
- C. By sponsoring a continuing series of educational and informative aeronautical programs for the enhancement of public awareness and confidence in aviation;
- D. By sponsoring educational and instructional proficiency and safety programs for member and non-member pilots;
- E. By providing an open forum for the exchange of information and expression of opinion regarding the future of aviation and the protection of the rights and privileges of pilots, aircraft owners and aviation related interests;
- F. By supporting the development and maintenance of adequate aviation facilities within Oklahoma;
- G. By insuring the continued growth of aviation in Oklahoma through the sponsorship of its future pilots;
- H. By making available to the people of this State the services of this Association.

ARTICLE TWO

MEMBERSHIP

MEMBERSHIP. Membership in the Association shall be by application submitted to the chairperson of the Membership Committee and shall consist of two classes of members:

- A. ACTIVE MEMBER, which shall include those persons holding a valid pilot certificate issued by the Federal Aviation Administration, and that person's designated Co-Member.
- B. ASSOCIATE MEMBER, which shall include any other person, firm, corporation or organization desiring to further the objectives of this Association.

All Active Members shall be entitled to all privileges and rights of the Association and every Member and Co-Member shall each have one vote in the affairs of the Association. Associate Members shall enjoy all rights and privileges of the Association except they shall have no voting rights, nor shall they be eligible to serve as an Officer or Director of the Association.

DUES. The annual dues of the Association shall be set in such amount as the Board of Directors shall determine from time to time with the consent of the Membership. Dues shall be payable annually and the Board of Directors shall have the authority to promulgate reasonable procedures for assessing, collecting and prorating dues.

DELINQUENCY AND EXPULSION. Any Member who is more than three months delinquent in the payment of dues shall be placed in an inactive member file upon direction of the Board. For good cause and upon notice, the Board of Directors may expel any Member who brings discredit to themselves or the Association.

ARTICLE THREE

MEETINGS

ANNUAL MEETING. The Association shall hold an Annual Meeting for the general membership in June of each year for the purpose of election of Officers and Directors of the Association and for such other business as may be brought before the general membership in accordance with these Bylaws. The Annual Meeting may be held in conjunction with the Regular Dinner Meeting of the Association.

REGULAR DINNER MEETING. Regular Dinner Meetings of the Association shall be held monthly at such times and at such places as the Board of Directors shall establish, for the purpose of presenting programs of interest to the membership and conducting such business as the Board of Directors shall determine necessary and proper.

DIRECTORS BUSINESS MEETINGS. The Board of Directors shall hold monthly meetings for the purpose of conducting the business of the Association. The President may, upon notice to the Directors, cancel for good cause, any scheduled business meeting and may call additional business meetings as may be necessary for conducting the business of the Association, except that no more than one such meeting shall be canceled annually except with the approval of the Board of Directors.

SPECIAL MEETINGS. Special Meetings of the membership, which may be in the form of social and/or flying events, may be called at such times and places as the President may determine with the consent of the Board of Directors, or, upon the written request of ten or more members of the Association, delivered to the Secretary of the Association, setting forth the purpose of such Special Meeting and a proposed agenda. Upon receipt of such notice, the President shall set such meeting within thirty days of receipt thereof and shall give notice as required herein. Such Special meetings of the membership may replace a Regular Dinner Meeting of the Association no more than twice in any six-month period.

NOTICE OF MEETINGS. Reasonable notice of all Special Meetings and Regular Dinner meetings of the Association shall be provided to each Member of the Association in good standing. Reasonable notice of all Business Meetings and Special Business Meetings of the Board of Directors shall be provided to each Officer and Director of the Association. Except for good cause, approved by the Board of Directors, "reasonable notice" shall mean notice in writing sent at least four days prior to such meeting to the Member or Director at the address reflected upon the books of the Association.

ORDER OF BUSINESS. The Order of Business at any Regular Dinner Meeting of the Association shall be as follows:

1. Call to Order
2. Report of Officers
3. Committee Reports
4. Announcements
5. Introduction of Guests
6. Old Business
7. New Business
8. Program

The President of the Association shall establish such Order of Business for the Business Meeting of the Directors as may be appropriate for the proper conduct of the meeting. Such Order of Business shall generally follow Robert's Rules of Order.

ARTICLE FOUR

BOARD OF DIRECTORS

ELECTION. At the Annual Meeting of the Association, there shall be elected twelve Directors, who, together with the Officers of the Association, shall constitute the Board of Directors. Each Director and Officer shall have one vote in the business affairs of the Board, except the President, who shall not vote except in the case of a tie.

The Board of Directors shall control, manage and administer the policy and general affairs of the Association and promote and carry out its objectives. The Board shall approve all expenditures of the Association and shall meet on a monthly basis as set forth hereinabove.

A Nominating Committee appointed by the President shall contact proposed candidates for the office of Director and shall, upon obtaining such person's consent, present a slate of nominees for Director to the membership for election at the Annual Meeting. In addition, individuals may be nominated from the floor of the Annual Meeting, but only with the prior consent of the person so nominated. The membership shall elect the Directors from those nominated.

QUALIFICATIONS. Candidates for Director shall be active members of the Association in good standing for the year preceding their election who shall have given their consent to the Nominating Committee for their name to be placed in nomination for the office of Director.

TERM. Directors shall be elected to serve a term of two years. Six Directors shall be elected in the years ending in odd numbers and six Directors shall be elected in the years ending in an even number so that only one-half of the Board shall be elected in any year. The Incorporators of the Association shall upon issuance of the Certificate of Incorporation for the Association, appoint six Directors whose terms will expire at the end of the Association's 1990 year and six Directors whose terms will expire at the end of the Association's 1991 year. Upon the expiration of such terms, new Directors shall be elected in accordance with these Bylaws.

COMPENSATION. Directors shall not receive any compensation for serving as such.

VACANCIES. In the event any Director is unable to complete their term of office or shall for cause be removed from office, the President shall designate a new Director to complete the unexpired term of such Director.

REMOVAL OF DIRECTOR. A Director may be removed from office for cause upon notice and hearing, by the membership.

ARTICLE FIVE

OFFICERS

OFFICERS. The Officers of the Association shall be the Immediate Past President, the President, Vice President/President Elect, Secretary and Treasurer. Each Officer shall serve a term of one year, except that the office of Vice President/President Elect shall contemplate service, in addition thereto, a term as President and Immediate Past President.

QUALIFICATIONS. Each Officer at the time of their election shall hold a valid private or better pilot's certificate and shall be elected by a popular vote of the membership. Candidates for office shall either be members of the current Board of Directors or an Active Member who has previously served as a Director. In the event no person meets these qualifications, the Board may waive the stated requirements.

DUTIES. The duties of the Officers shall generally be as follows:

1. President. The President shall serve as Chairman of the Board of Directors; shall preside at all meetings of the Association; shall administer and carry on the work of the Association; and with the advice and consent of the Board, appoint committees and individuals as necessary for the proper operation of the Association.
2. Vice President/President Elect. The Vice President shall serve as the President Elect of the Association for the term next following and shall perform the duties of President in the absence of the President. In addition, the Vice President shall Chair the Entertainment and Programs Committee.
3. Secretary. The Secretary shall keep accurate minutes of all meetings of the Association together with the Corporate Seal and Instruments of Organization. The Secretary or designate thereof, shall keep the rolls of the membership and shall serve as a member of the Membership Committee.
4. Treasurer. The Treasurer shall have custody of all funds of the Association, shall collect the monies of the Association, shall keep accurate books of account thereof, and shall report to the Association at the Business Meetings thereof. The Treasurer shall pay out of the funds of the Association the bills and expenses of the Association. The Treasurer shall have the authority to open depository accounts with banking institutions. The Treasurer shall collect the annual dues from members and maintain the records thereof.
5. Immediate Past President. The Immediate Past President shall serve as a member of the Board of Directors, and at their request, shall advise and counsel with the President and Vice President in the exercise of their duties and may undertake such other duties and responsibilities as the President and Board may request.

ARTICLE SIX

APPOINTMENTS OF THE PRESIDENT

COMMITTEES

The President, with the advice of the Board, shall appoint for terms of one year, such committees and chairpersons thereof as may be deemed necessary to carry out the business of the Association, including, but not limited to, the following:

1. Membership
2. Education and Safety
3. Fly Aways
4. Door Prize
5. Entertainment and Programs
6. Fund Raising
7. Financial Donations

In addition, the President shall appoint the following who shall serve as Ex Officio Members of the Board:

1. Editor of the Newsletter
2. Airspace Museum Liaison
3. Director of Public Relations and Publicity
4. General Counsel
5. Legislative and Government Liaison
6. Aviation Associations Liaison

The President, with the consent of the Board of Directors, may appoint from time to time such other officers, agents or employees of the Association as shall be deemed necessary and the Board shall set the scope and authority of said persons.

ARTICLE SEVEN

GENERAL PROVISIONS

REPORT OF THE BOARD. The Board of Directors shall present at each Annual Meeting and at any Special Meeting of the Association, when called, a full and clear statement of the business and condition of the Association.

BANKING. All checks and demands for money and notes of the Association shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

FISCAL YEAR. The fiscal year of the Association shall be as fixed by the Board of Directors.

SEAL. The Board of Directors may provide a suitable seal, containing the name of the Association, which seal shall be in the charge of the Secretary. If and when so directed by the Board of Directors or a committee thereof, duplicates of the seal may be kept and used by the Treasurer. The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

ARTICLE EIGHT

**INDEMNIFICATION OF OFFICERS, DIRECTORS,
EMPLOYEES AND AGENTS**

To the extend and in the manner permitted by the laws of the State of Oklahoma and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statues, the Association shall indemnify any person who was or is a part or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that such person is or was a Director, Officer, employee or agent of the Association, against expense, including attorneys fees, judgments, fines and amounts paid in settlement.

ARTICLE NINE

AMENDMENTS

The Bylaws may be amended by a majority vote of the Active Members of the Association voting at any Regular Meeting of the Association, following at least fifteen days written notice of the proposed amendment.

Absentee votes may be submitted on a prepared form to the Secretary at least two days prior to the meeting. Absentee ballots must be sent in envelopes clearly indicating the contents. The ballots will be removed from the sealed envelopes and recorded in the presence of the membership. For the purpose of clarification, voting by absentee ballot is to be interpreted to be the same as voting in person at a Regular Meeting.

APPROVED AND RATIFIED as of the (29th) day of (January), 1990, by the undersigned, constituting all of the Directors of the Association.

_____ Sandy Bush	(Original Signed By) _____ J. Brad McPherson
_____ Doug Durning	_____ Phil Mitchell
_____ Joe Fallin	_____ Charles Perry
(Original Signed By) _____ Michael C. Fling	(Original Signed By) _____ Bill Porter
(Original Signed By) _____ Mike Grimes	(Original Signed By) _____ Poochie Rotzinger
_____ Sue Halpain	_____ Rod Steward
_____ Hal Harris	_____ Bob Weiss
(Original Signed By) _____ Tommy G. Jackson	_____ Russ Wiley
(Original Signed By) _____ Scott A. Jones	