

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 of Directors to become a member of the Association; each new member requires a sponsor, who is an active member of the Association (the Club).

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

Section 2. Dues: The annual membership fee is thirty dollars (\$40.00) for senior members and ten dollars (\$20.00) for junior members 16 years of age or under. 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 members (excluding junior members) shall be entitled to vote.

Section 4. Annual Meeting: There will be one annual meeting of the members, to be held on the second Saturday in December, or at such a date, time and place as may be designated by the Board of Directors. The primary purpose of the meeting shall be the election of Directors 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 of Directors. The purpose of such meetings will be to promote camaraderie and communication among members and to permit 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, and by a majority of the Board of Directors; and shall be called forthwith by the President or the Vice President upon the request in writing of twenty-five percent of the members. 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 elected from those present by voice vote

Article II Officers

Section 1. Election Tenure and Compensation: The officers of the Association shall include a President, a Vice President, a Secretary, a Treasurer, and several Vice Presidents in charge of specific club functions. 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 of Directors for expenses incurred on behalf of the Association. Each officer is subject to removal from office and replacement by the Board of Directors.

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.

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 of Directors and of the members, give notice of meetings, and perform such other duties that customarily pertain to the office of Secretary.

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 Treasurer shall have signature authority on all bank accounts of the Association. Other Board members may be granted bank signature authority at the discretion of the Board. The Treasurer 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 an account of all Association transactions whenever requested by the President or the Board. A statement of account will be made available to the General Membership at the Annual Meeting.

Article III Board of Directors

Section 1. General Powers: All of the business and activities of the Association shall be managed by the Board of Directors, working through the elected officers.

Section 2. Term of Office: Each Director shall be a member of the Association in good standing and shall serve for a term of one year. Directors shall include the officers elected per Article II, Section 1, the Immediate Past President, and shall number in total no more than eleven members.

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

Section 4. Removal from Office: Any Director may be removed from office with or without cause by the affirmative vote of a majority of the members present entitled to vote at any special Board meeting called for that purpose.

Section 5. Regular Meetings: The Board of Directors 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 of Directors shall be held whenever called, by the President, by at least two members of the Board, or by the request of at least ten Regular Members. Actual notice of the time and place of the meeting will be given to the members of the Board by the Secretary 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 majority of the Board shall constitute a quorum for the conduct of business.

Section 8. Required Vote: An affirmative vote by a majority of those present shall be necessary for the passage of any resolution. All voting shall be in person.

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

Section 10. Committees: The President and the Board of Directors 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.

Article IV Elections

Section 1. Nomination of Officers and Directors: The Board of Directors will appoint a Nominating Committee. The Nominating committee shall present to the Secretary no later than three weeks before the Annual Meeting, a slate of candidates who have agreed to serve if they are elected. The list of nominees will be distributed to the members.

Section 2. Voting: Voting by the members shall be by secret ballot, a show of hands or by other appropriate measures.

Article V Amendments

Section 1. Amendment of By-Laws: The 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 Board of Directors present, subject to ratification by the members.

Rev70219