

As Revised on November 21, 2015

BY-LAWS OF THE ILLINOIS PILOTS ASSOCIATION

ARTICLE I - PURPOSES

A. **PURPOSES:** The purposes of the Corporation as stated in its Certificate of Incorporation are: for the educational and scientific purposes of encouraging the development of aviation in the State of Illinois through the promotion of educational scientific, civic, recreational, social and patriotic activities for its members and others by:

1. Cooperating with federal, state and municipal officers and agencies in encouraging the development of aviation in Illinois.
2. Promoting a fraternal feeling and fellowship among the pilots of the State of Illinois: and cooperation among them in a continuing effort to promote the purposes of the Illinois Pilots Association.
3. Protecting the rights and privileges of Pilots in the State of Illinois.
4. Encouraging the use of airplanes for business and pleasure among the people of the State of Illinois.
5. Promoting suitable programs in Illinois for the preservation and development of adequate landing facilities for aircraft.
6. Encouraging safety in aviation in the State of Illinois by education and training of pilots and others connected with aviation.
7. Making available to the people of Illinois the services of this Association and its members in time of emergency; and
8. Maintaining a continuous program in aviation by means of scientific research in the realm of flight.

B. **INCOME/PROFITS:** No part of the income or profits of this Association shall be used for the enrichment or benefit of any of the officers, members or directors thereof, but shall be used to carry out the above stated purposes.

C. **DISSOLUTION:** Upon dissolution or final liquidation of the Corporation, the assets of the Corporation remaining after payment of its obligations shall have been made or provided for, and which shall not be held upon condition requiring return, transfer or conveyance, which condition occurs by reason of such dissolution or final liquidation, shall be paid over and transferred to be used within the aviation curriculum of Southern Illinois University, Carbondale, Illinois.

The Corporation also has such powers as are now or may hereafter be granted by the General Not-for-Profit Corporation Act of the State of Illinois.

ARTICLE II - OFFICE

The Corporation shall have and continuously maintain in this State a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III - MEMBERSHIP

A. CLASSES OF MEMBERSHIP:

The Corporation shall have three classes of members. The designation of such classes and the qualification of the members of such classes shall be as follows:

1. **ACTIVE MEMBERSHIP:** Active members of good standing over the age of 18 have the right to serve as and vote for members of the Board of Directors. Spouses and family members under 22 years of age, residing within the family household of an Active member or living away at school, are eligible for membership at the family rate.

2. **LIFE MEMBERSHIP:** A life membership may be acquired by a one time membership fee of \$500.00 (Five Hundred dollars) upon application to the Board of Directors. This fee may be adjusted by the Board of Directors from time to time. Full membership rights apply.

3. **AFFILIATE MEMBERSHIP:** Any group, club or organization of good repute, existing within the State of Illinois and with the same goals and objectives as those of this Association, shall be eligible for Affiliate membership. Applicants for Affiliate membership shall file with the President of the Illinois Pilots Association an application for membership signed by the organization's executive officer and including therein the following information: 1) name and permanent mailing address of the applicant organization; 2) a statement of purposes for which it is organized; 3) names and addresses of its Officers and Board of Directors; and 4) a copy of the applicant's constitution, by-laws, or other rules for the conduct of its business. An Affiliate member organization shall be entitled to all rights and privileges equal to those of one Active member and may designate one person from the organization to run for a seat on the IPA Board of Directors. Members of good standing for all purposes are defined as those up to date on their dues payments.

B. **APPLICATION:** Application for membership shall be made on forms provided by the Illinois Pilots Association. Such applications shall be Board approved.

C. **DUES:** Annual dues of members shall be in such amounts for each class of membership as shall be fixed from time to time, but not more often than once in a given fiscal year, by the Board of Directors. Dues period shall begin on July 1 of each year and shall end on the following June 30. Two dollars (\$2.00) of each member's dues will be deposited in the Scholarship Fund and used for no other purpose unless two-thirds (2/3) of the Directors approve a specific alternative use of such monies. Amounts of dues for a partial year of membership shall be fixed by the Board of Directors.

D. **DELINQUENCIES:** Any member who is more than two months delinquent in the payment of dues shall be automatically suspended until such dues are fully paid and if not paid within four months after payment is due, shall be dropped from the Association after due notice. After two months of delinquency, the subscription to the newsletter magazine shall be terminated.

E. **ADDITIONAL CLASSES:** The Board of Directors, in addition, may create such other classes of members as it may deem necessary to further the purposes of the Corporation and shall provide for the rights, responsibilities, and duties of such additional classes of membership.

ARTICLE IV - ANNUAL AND SPECIAL MEETINGS OF MEMBERS

A. **ANNUAL MEETING:** The annual meeting of the members of the Association shall be held at such time and place during the months of April, May or June of each year as the Board of Directors shall select.

B. **SPECIAL MEETINGS:** Special meetings may be called at such times and places as the Board of Directors may, by resolution, determine, or, upon the written request of ten members delivered to the Secretary, will cause the President to call a special meeting to convene at some place in the State of Illinois designated by the President.

C. **NOTICE OF MEETINGS:** At least thirty days written notice of all meetings shall be given to all members in good standing. In case of special meetings, the notice shall state the purpose of the meeting and the business to be transacted.

D. **ORDER OF BUSINESS:** The order of business at all meetings of the members of the Association shall be as follows:

1. Call the roll
2. Reading the minutes of the previous meeting
3. Report of the President
4. Treasurer's Report
5. Committee Reports
6. Old Business

- 7. New Business
- 8. Election of Directors (at the Annual Meeting)

E. QUORUM: A quorum of members necessary to transact business at the annual or special meeting shall be ten members, provided that a lesser number may adjourn the meeting. The act of a majority of the members present shall be the act of the members.

ARTICLE V -
BOARD OF DIRECTORS

A. ELECTION: There shall be elected at the annual meeting each year by the Active Members of the Association in good standing from among their members, a Board of Directors of up to eighteen (18) members, one-third to be elected each year. The first annual meeting of the members for the purpose of increasing the number of Directors from the three named in the Corporation's Articles of Incorporation shall be held on September 17, 1977, at the Willard Airport, Champaign, Illinois at 10:00 a.m. Ten days notice shall be given of the first annual meeting. Directors shall be appointed also to fill any vacancy caused by the resignation of a Director for the remaining term as per Paragraph C of Article V. In addition to the above eighteen members of the Board of Directors, the President of each local chapter of the Illinois Pilots Association shall automatically become a member of the Board of Directors for his term of office, and the past-Presidents shall become members of the Board of Directors so long as they maintain themselves as members in good standing.

B. QUALIFICATIONS: Except for the Directors designated or elected in 1977 or 1978, candidates for membership on the Board of Directors shall have been members of the Association for a period of at least one year when elected and shall not hold any office or position for compensation with any Federal or State government aviation unit or government aviation agency at the time of election or during their terms of office. Honorary Directors may be elected by a two-thirds majority vote at any regularly scheduled meeting in recognition of outstanding service to the Association. An Honorary Director shall be exempt from the preceding restriction shall not have a vote.

C. TERM: Each member of the Board of Directors shall hold office for a term of three years, except that one-third of the Directors elected in 1977 shall be elected for a term of two years and one-third shall be elected for a term of one year. Any Board member who misses three consecutive meetings of the Board without a valid excuse will be notified that he/she may be replaced. A quorum of the Board will appoint a replacement to fill the unexpired portion of the remaining term of the replaced member.

D. COMPENSATION: Directors shall not receive any compensation for their services.

E. REPRESENTATION: The Board may, if it deems desirable, divide the State into not less than eight districts and one out-of-state district, for a total of nine districts.

F. MEETINGS: The Board of Directors shall hold an annual meeting following the annual meeting of the Association each year. The Board may hold such other meetings at such times and places as it shall determine by resolution. Special meetings may be called by the President or by any five members of the Board. Special meetings shall be held at such place or places as shall be determined by the President, if he calls the meeting, or as shall be determined by the Board members who shall call the meeting. Ten days notice in writing shall be given to all Directors of all special meetings.

G. QUORUM: A quorum to transact business at any regular or special meeting of the Board of Directors shall consist of 6 (six) members of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

H. DUTIES: The Board of Directors shall control, manage and administer the business and affairs of the Association. The Board shall promote and carry out any resolutions and directives of the Association as expressed in its annual or special meetings, elect and supervise the work of the officers of the Association, account for and administer the funds and property of the Association, and shall possess all powers and authority necessary to perform the above duties.

I. **COMMITTEES:** The Board of Directors may appoint for terms of one year such committees as it shall deem necessary to carry out the work of the Association, including, but not limited to the following: membership, legislative, safety, public relations, and publicity. The membership and functions of all committees shall be determined by the Board of Directors.

J. **PAST-PRESIDENTS OF GOOD STANDING:** Past Presidents who retain a position of good standing with the Association shall retain a position on the Board of Directors and are empowered with all rights and privileges of Standing Directors.

ARTICLE VI **CHAPTER PRESIDENTS**

Chapter Presidents are invited to participate at all Board of Directors meetings and carry the privileges of a Board Member. Presidential attendance is voluntary; however, a proxy of such President may be carried by another officer of his/her chapter.

ARTICLE VII **OFFICERS AND DUTIES**

A. **OFFICERS:** The officers of the Association shall consist of a President, First Vice President, Second Vice President, Secretary and Treasurer. No two offices can be held by one person, except the office of the Secretary and Treasurer.

B. **ELECTION:** The said officers shall be elected by the Board of Directors at its annual meeting each year for terms of one year, beginning the following July 1. The President and First and Second Vice-Presidents shall be elected from the members of the Board of Directors. The Secretary and Treasurer may or may not be members of the Board of Directors. In the event an officer is unable to complete his/her term of office, the President may, with approval of the Board of Directors, appoint an officer to complete said term.

C. **PRESIDENT:** The President shall preside at all meetings of the Association and the Board of Directors. He/she shall administer and carry on the work of the Association under the direction of and subject to the approval of the Board of Directors. He/she shall report annually to the Board of Directors, and to the Association on the work of the Association for the past year and submit his/her recommendations for future activities. In addition, he/she shall serve on the Board of Directors as empowered by Article V. Paragraph J.

D. **VICE-PRESIDENTS:** The First Vice-President will be directly responsible to the President to assist and advise on matters pertinent to the office. He/she shall preside at any meeting that the President shall not be able to attend. He/she shall oversee and monitor all activities of the Membership Committee and cooperate with recruitment activities.

The Second Vice-President will assist the First Vice-President with matters of membership and recruitment. His/her primary objective as Chapter liaison is to maintain direct contact with existing chapters and the State organization and to resolve any difficulties within the chapter organizations that could endanger State affiliation.

E. **SECRETARY:** The Secretary shall keep accurate and complete minutes of all meetings of the Association and of the Board of Directors. The Secretary shall keep and maintain all records of the Association, shall issue all notices and announcements, and maintain an accurate roll of the membership of the Association. The Secretary shall retain custody of the Seal of the Association.

F. **TREASURER:** The Treasurer shall have custody of all of the funds of the Association, shall collect the monies of the Association, shall keep accurate books of account thereof, and report to the Board and Association at each meeting thereof as to the financial condition of the Association. The Treasurer shall pay out of the funds of Association according to the budget or upon order of the Board of Directors. The Treasurer shall submit a proposed budget for the ensuing year at the July Board meeting for the Board's approval. The Treasurer shall provide such bond at the cost of the Association, as may

be required by the Board.

G. OTHER PERSONNEL: 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 out the scope and authority of said persons.

H. EXECUTIVE SECRETARY: The Board of Directors may from time to time, appoint an Executive Secretary for such terms as they determine necessary and may fix his/her compensation for serving as such.

ARTICLE VIII - SEAL

The seal of the Association shall consist of an emblem as selected by the Board of Directors.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Association shall begin on July 1st and end June 30th of each year.

ARTICLE X - PUBLICATIONS

The official organ of the Association shall be a publication to be titled "IPA NEWS," which shall be distributed to the membership with regularity. The Board of Directors shall select a person to serve as editor.

ARTICLE XI - AMENDMENTS

These By-Laws may be amended by a majority vote of the Directors present at a meeting at which a quorum is present. At least ten days notice setting forth the purpose and language of the proposed amendment shall be given to all members in good standing.

ARTICLE XII - CHAPTERS

A. Any group of at least ten members in good standing of the Association may, if approved by the action of the Board of Directors, form a Chapter of the Association. Any such Chapter shall have objectives, governance, and activities which are compatible with the Articles of Incorporation and By-Laws of the Association.

B. Each member of the Association shall be considered to be a member of a chapter of the Association, which he/she shall indicate to the Secretary. Each new member shall be requested to designate the chapter to which the member wishes to be affiliated. A member at any time after admission to membership in the Association may change his/her chapter affiliation by notification in writing to the Secretary. A member may opt to be classified as a "Member-at-Large."