

BYLAWS OF
A/101 Aviation Association
History of Revisions

Revision	Date	Description	Approval
R1	4/07/06	Article III, first paragraph Approved: Members not present shall be able to send election votes by mail or e-mail to the Secretary no later than 10 days prior to the election Pervious was: Members not present shall be able to send election votes by mail or e-mail to the Secretary no later than 30 days prior to the election	Board of Directors
R2	4/07/06	Article IV, Section II Approved: The Trustees shall be divided into three classes of approximately equal size, who shall serve for a term of three years Pervious was: The Trustees shall be divided into three classes of approximately equal size, who shall serve for a term of 6 years	Board of Directors

BYLAWS OF
A/101 Aviation Association
History of Revisions

Revision	Date	Description	Approval
R3	4/07/06	Approved: ARTICLE XII CODE OF CONDUCT <u>Section 1. Respectable Behavior</u> <i>Members of A/101 Aviation Association are expected to conduct themselves in a manor that shows respect for all members at official A/101 Aviation Association activities and while conducting association business. Disagreements will be handled in an appropriate courteous and respectful manor without verbal or physical abuse. Verbal and physical abuse of any member or member's guests is strictly forbidden.</i> <u>Section 2 Complaint Process and Discipline</u> <i>A committee appointed by the Board will investigate complaints of members in violation of Article XII, Section 1. The committee shall investigate the allegations, interview the parties involved by what ever means are convenient to the investigation committee, and render a finding with recommendations for dismissal, reprimand, probation, or expulsion from the organization. The Board will consider the committee report and recommendation and make a final determination.</i> Pervious was: No Article XII	Board of Directors

BYLAWS OF
A/101 Aviation Association
History of Revisions

Revision	Date	Description	Approval
R4	01/28/07	Approved: ARTICLE IV BOARD OF TRUSTEES Section 2. Composition and Tenure. The Board shall consist of no less than 6 and no more than such number of Trustees as is fixed by a vote of the Trustees, from time to time. <i>One Trustee seat will reserved for an Active Duty member of the unit.</i> ^{R4} Trustees must be eighteen (18) years of age. <i>With the exception of the Active Duty Trustee,</i> ^{R4} the Trustees shall be divided into three classes of approximately equal size, who shall serve for a term of three years^{R2}. Elections of Trustees shall be held each year at a meeting called for such purpose, referred to as the "Annual Meeting". Election of Trustees will be by members present at the annual meeting <i>and by mail-in ballot for those members unable to attend.</i> ^{R4} The <i>Active Duty Trustee will be a junior grade NCO or higher and will be appointed by competent authority within the unit, for a term not to exceed two years.</i> ^{R4} Except in the case of resignation or removal under these by-laws, each Trustee shall hold office until the expiration of his or her term and the election, <i>or in the case of the Active Duty Trustee, the appointment</i> ^{R4} of his or her successor. <i>Should the Active Duty Trustee depart or otherwise be re-assigned from the unit, that seat will be vacated until such time that the competent authority within the unit appoints a successor.</i> ^{R4} Trustees may serve an unlimited number of terms. Trustees may also be elected at regular meetings of the Board, pursuant to appropriate notice. Pervious was: Section 2. <u>Composition and Tenure</u>. The Board shall consist of no less than 6 and no more than such number of Trustees as is fixed by a vote of the Trustees from time to time. Trustees must be eighteen (18) years of age. The Trustees shall	Board of Directors

		be divided into three classes of approximately equal size, who shall serve for a term of three years^{R2}. Elections of Trustees shall be held each year at a meeting called for such purpose, referred to as the "Annual Meeting". Election of Trustees will be by members present at the annual meeting. Except in the case of resignation or removal under these by-laws, each Trustee shall hold office until the expiration of his or her term and the election of his or her successor. Trustees may serve an unlimited number of terms. Trustees may also be elected at regular meetings of the Board, pursuant to appropriate notice.	
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BYLAWS OF
A/101 Aviation Association

ARTICLE I
NAME AND ACTIVITIES

Section 1. The name of the Corporation shall be known as A/101 Aviation Association (the "Corporation").

Section 2. Activities and Purposes. The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be the purposes and activities enumerated in its Certificate of Incorporation, as amended from time to time.

ARTICLE II
OFFICES AND REGISTERED AGENT

Section 1. Registered Office. The address of the registered office of the Corporation in New Jersey shall be as registered with the State of New Jersey, Department of Treasury, and shall be at such location(s) as the Board of Trustees (the "Board") may from time to time determine.

Section 2. Other Offices. The Corporation shall also have offices at such other places within or outside the State of New Jersey as the Board may from time to time appoint and the business of the Corporation may require.

Section 3. Registered Agent. The agent of the Corporation registered with the State of New Jersey shall have a business address identical with the registered office of the Corporation. The Registered Agent shall ensure that the Corporation files an Annual Report with the State of New Jersey and remains in Good Standing.

ARTICLE III
MEMBERS

The Corporation shall have no Members entitled to vote on any matter except for nomination and election of Trustees. Members of The A/101 Aviation Association shall be entitled to nominate Trustees when a vacancy occurs. Nominations must be submitted to the Board 90 days prior to the annual meeting. Election of Trustees will be by the membership present at the annual meeting. Members not present shall be able to send election votes by mail or e-mail to the Secretary no later than **10 days^{R1}** prior to the election. The Secretary will be the keeper of the votes. Any provision of the New Jersey Nonprofit Corporation Act, as amended (the "Act"), or any other provision of law requiring notice to, the presence of, or the vote, consent or other action by members of the Corporation, shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board of Trustees (the "Board"). The Board may from time to time survey or request input from the membership on key issues as determined by the Board.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Powers. All powers of the Corporation shall be exercised by or under the authority of the Board and the activities, property and affairs of the Corporation shall be managed by or under the direction of the Board. The Board may exercise all such powers and may delegate any and all such powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, these Bylaws, the Act and Section 501(c)(19) of the Internal Revenue Code.

Section 2. Composition and Tenure. The Board shall consist of no less than 6 and no more than such number of Trustees as is fixed by a vote of the Trustees, from time to time. *One Trustee seat will reserved for an Active Duty member of the unit.* ^{R4} Trustees must be eighteen (18) years of age. *With the exception of the Active Duty Trustee,* ^{R4} the Trustees shall be divided into three classes of approximately equal size, who shall serve for a *term of three years* ^{R2}. Elections of Trustees shall be held each year at a meeting called for such purpose, referred to as the "Annual Meeting". Election of Trustees will be by members present at the annual meeting *and by mail-in ballot for those members unable to attend.* ^{R4} The *Active Duty Trustee will be a junior grade NCO or higher and will be appointed by competent authority within the unit, for a term not to exceed two years.* ^{R4} Except in the case of resignation or removal under these by-laws, each Trustee shall hold office until the expiration of his or her term and the election, *or in the case of the Active Duty Trustee, the appointment* ^{R4} of his or her successor. *Should the Active Duty Trustee depart or otherwise be re-assigned from the unit, that seat will be vacated until such time that the competent authority within the unit appoints a successor.* ^{R4} Trustees may serve an unlimited number of terms. Trustees may also be elected at regular meetings of the Board, pursuant to appropriate notice.

Section 3. Resignation and Removal. A Trustee may resign by delivering his resignation in writing to the Corporation at its principal office or to the President or the Secretary of the Corporation. Such resignation shall be effective upon its receipt or upon such date (if any) as is stated in such resignation. A Trustee may be removed with cause by vote of a two-thirds majority of the Board at a duly held meeting with a quorum present.¹

Section 4. Regular Meetings. Regular meetings of the Board may be held at the registered office of the Corporation or at such other place or places as the Board may from time to time determine. The Annual Meeting shall be held at the registered office of the Corporation, or at such other place or places as the Board may from time to time determine, at such time and

¹ Note: The statute requires only a simple majority for removal, but a board may wish to require more than a majority in order to show a clear mandate for removal.

^{R1} Note: See REVISIONS TO ARTICLES

^{R2} Note: See REVISIONS TO ARTICLES

^{R4} Note: See REVISIONS TO ARTICLES

place as the Board shall designate by written notice. In addition to the Annual Meeting, there shall be regular meetings of the Board, held with proper notice pursuant to Section 6.

Section 5. Special Meetings. Special meetings of the Board maybe called at anytime by the President of the Corporation, or on the written request of four (4) Trustees. Such meetings shall be held at the registered office of the Corporation, or at such other place as the Board may from time to time designate.

Section 6. Notice. Notice of all special meetings of the Board (and all regular meetings, other than the Annual Meeting as designated in Section 4) shall be given to each Trustee by personal delivery, mail, overnight mail, or by electronic mail. All notices shall be given at least ten (10) days prior to any meeting.

The notices sent by mail shall be deemed delivered when deposited in the United States mail, addressed to the Trustee's last known address in the records of the Corporation, postage prepaid. Notices sent by overnight mail shall be deemed delivered when deposited with a reputable overnight carrier.

Section 7. Waiver of Notice. Notice of any meeting of the Board may be waived by any or all of the persons entitled to notice by written waiver before, during, or after such meeting. Each trustee or officer attending a meeting without protesting, prior to its conclusion, the lack of proper notice, shall be deemed to have waived notice of the meeting.

Section 8. Quorum and Voting. Unless otherwise required by law or by these Bylaws, the quorum necessary for the transaction of business shall consist of a majority of the number of Trustees on the Board. A Trustee may participate in a meeting of the Board by means of a conference telephone or other means of communication enabling all participating Trustees to simultaneously hear one another and such participation shall constitute presence in person. Unless otherwise provided in the Certificate of Incorporation or these Bylaws, the affirmative vote of a majority of the Trustees present at a meeting duly held at which a quorum is present shall be the act of the Board. As set forth in Article IV, Section-11 below, any action required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board consent in writing thereto.

Section 9. Vacancies. Any vacancy on the Board, including, but not limited to, a vacancy resulting from the enlargement of the Board, may be filled by the affirmative vote of a majority of the remaining Trustees. A Trustee elected to fill any vacancy shall hold office for the unexpired term of her predecessor or a term, as determined by the Board, if the vacancy was created by the enlargement of the Board.

Section 10. Compensation. No Trustee shall receive compensation for services rendered to the Corporation in the capacity of a trustee, but Trustees, at the discretion of the Board, may be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board may authorize. Trustees may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Board, subject, however, to Article VIII (Conflicts of Interest) of these Bylaws and to the relevant provisions of the Act. Notwithstanding the foregoing, the Corporation shall neither authorize nor provide reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes.

Section 11. Written Consent. If all the Trustees unanimously consent in writing to any action taken or to be taken by the Corporation, the action shall be as valid as of the date the last trustee has signed the consent, as though it had been authorized at a meeting of the Board. Such written consents shall be filed in the minute book of the Corporation.

Section 12. Loans. No Loans shall be made by the Corporation to any Trustee unless authorized by the Certificate of Incorporation.

ARTICLE V

COMMITTEES

- (A) The Board may, by resolution adopted from time to time by the affirmative vote of a majority of the entire Board, appoint one or more Trustees to constitute a standing committee of the board, with such powers and duties as the Board may prescribe.²
- (B) Special task forces or advisory committees may be appointed by the Chairperson of the Board with the consent of the Board, and shall have only the powers specifically delegated to them by the Board. Any task force and any special committee or advisory committee may include committee members who are not Trustees, however, their service is advisory only, and only Trustees have a vote with respect to an action of a Committee.

ARTICLE VI

OFFICERS

Section 1. Titles and Election. The Trustees shall elect from among the Trustees, by a majority vote at a meeting at which a quorum is present, a President who shall also serve as Chairperson of the Board, a Treasurer and a Secretary. The term of the President, the Treasurer, and the Secretary shall be 3 year(s) and until a successor is duly elected and qualified. As it deems necessary from time to time, the Board may, by a majority vote of all the Trustees present at a meeting at which a quorum is present, elect any Assistant Secretary, Assistant Treasurer, or Vice President or such other officers as deemed necessary, for a term to be decided by the Board. The person(s) serving as an Assistant Secretary, Assistant Treasurer or Vice President etc., need not be a member of the Board. The duties of the officers shall be such as are imposed by these Bylaws and from time to time prescribed by the Board.

Section 2. President. The President shall serve as the chief voluntary officer of the Corporation and have general charge and supervision over and responsibility for the affairs of the Corporation, subject to the approval of the Board. The President shall preside at board meetings, and shall call the Annual Meeting and such other meetings of the Board, and see that all resolutions of the Board are carried into effect. The President shall perform other duties as may from time to time be assigned to him by the Board or specifically required to be performed by law or these Bylaws. The President shall serve as a Trustee.

² Committees of a nonprofit are prohibited from: (1) making, altering or repealing any bylaw provision, (2) electing appointing or removing Trustees or officers, (3) amending or repealing any resolution previously adopted by the board. N.J.S.A. 15A:6-9.

[Section 3. Vice President. The Vice President shall have such powers and perform such duties as may be assigned to him by the Board or the President. In the absence or disability of the Chair, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall serve as a Trustee.]

Section 4. Treasurer. The Treasurer shall, subject to oversight by the Board, maintain general supervision over the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall oversee the disbursement of funds of the Corporation and shall from time to time, or upon request from the Board, account for all the transactions undertaken as Treasurer, and of the financial condition of the Corporation. The Treasurer shall serve as a Trustee. The duties of the Treasurer may be delegated to an Assistant Treasurer or Assistant Treasurers as designated by the President or the Board.

Section 5. Secretary. The Secretary shall cause notices of all meetings of the Board (except for notices of special meetings of the Board which are called by the requisite number of Trustees) to be sent; shall cause minutes to be kept of all such meetings; shall have responsibility for general supervision of charge of the corporate books of the Corporation; and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board. The Secretary shall serve as a Trustee.

Section 6. Delegation. If any officer of the Corporation is absent or unable to act, and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board may from time to time delegate the powers or duties of such officer to any other officer, or any Trustee it may select.

Section 7. Resignation and Removal. An officer may resign by delivering his or her resignation in writing to the Corporation at its principal office or to the President or Secretary of the Corporation. Such resignation shall be effective upon receipt or upon such date (if any) as is stated in such resignation. The Board may remove any officer with or without cause, by an affirmative vote of the entire Board.

Section 8. Vacancies. Vacancies in any office, arising from any cause, may be filled by the Board at any regular or special meeting of the Board.

ARTICLE VII

AGENTS

The Board may appoint such agents, with such powers and to perform such acts and duties on behalf of the Corporation, as the Board may determine from time to time.

ARTICLE VIII

CONFLICTS OF INTEREST

It is recognized that occasions may arise when a member of the Board or an Officer of the Corporation has a financial interest or has a familial relationship with a person who has a

financial interest in a contract or transaction involving the Corporation or a committee thereof. In such cases it is the policy of the Corporation and of its Board that:

(a) Any material facts as to such financial interest shall be disclosed by such interested Trustee or Officer to the members of the Board or committee.

(b) The Trustee or Officer having such financial interest in any matter shall not vote or use any personal influence with regard to the matter (except that he or she may state a position on the matter and respond to questions about it); however, such interested Trustee or Officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and that such Trustee or officer abstained from voting. At the Board's discretion, the interested Trustee(s) or Officer(s) shall leave the room during discussion and voting on the matter(s) subject to the conflict of interest.

ARTICLE IX

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation shall indemnify, in the manner and to the full extent permitted by the Act, any "corporate agent" of the Corporation (as such term is defined in Section 15A:3-4 of the Act) who was or is a party to, or is threatened to be made a party to, any "proceeding" (as such term is defined in said Section 15A:3-4), whether or not by or in the right of the Corporation, by reason of the fact that such person is or was a corporate agent of the Corporation. Where required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination that indemnification of the corporate agent is proper in the circumstances. To the full extent permitted by law, the indemnification provided herein shall include "expenses" (as such term is defined in said Section 15A:3-4) and in the manner provided by law, any such expenses may be paid by the Corporation in advance of the final disposition of such proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, corporation resolution, or otherwise, both as to action in such person's official capacity, and as to action in another capacity while holding such office.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain insurance to cover the Corporation, its Trustees, Officers and employees and volunteers, whether or not they may be indemnified pursuant to Section 1 above.

ARTICLE X

AMENDMENTS

The Board shall have the power to make, alter, amend, and repeal the Bylaws of the Corporation by a majority vote of all the Trustees.

ARTICLE XI

GENERAL PROVISIONS

Section 1. Construction. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any power or authority granted or permitted to nonprofit Corporations by the Act. References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto unless specifically excepted. Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions shall be unaffected by such holding.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its Board and Committees; and shall keep at its registered office or principal place of business, a record of its Trustees, names and addresses of all Trustees, a copy of the application for tax-exemption, with all correspondence to and from the IRS in connection with the application, and a copy of the annual reports of the corporation filed with the IRS for the previous three years. Such records must be disclosed to the public upon request in accordance with IRS public disclosure requirements.

Section 3. Checks, Bank Accounts and Investments. The monies and other assets of the Corporation shall be deposited in the name of the Corporation in such bank or banks or financial institution(s) or trust companies as the Board shall designate, and shall be drawn from such accounts only by check or money transfer with proper signatory authority, as shall be determined by resolution of the Board. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other sureties, as the Board may from time to time authorize.

Section 4. Fiscal Year. The fiscal year for the Corporation shall be from 1/1/XX through 12/31/XX.

These bylaws were adopted by resolution of the Board of Trustees of the Corporation on 19th day of August 2005:

Signed, Treasurer of the Corporation

ARTICLE XII^{R3}

CODE OF CONDUCT

Section 1. Respectable Behavior

Members of A/101 Aviation Association are expected to conduct themselves in a manor that shows respect for all members at official A/101 Aviation Association activities and while conducting association business. Disagreements will be handled in an appropriate courteous and respectful manor without verbal or physical abuse. Verbal and physical abuse of any member or member's guests is strictly forbidden.

Section 2 Complaint Process and Discipline

A committee appointed by the Board will investigate complaints of members in violation of Article XII, Section 1. The committee shall investigate the allegations, interview the parties involved by what ever means are convenient to the investigation committee, and render a finding with recommendations for dismissal, reprimand, probation, or expulsion from the organization. The Board will consider the committee report and recommendation and make a final determination.

Notes – see following page

^{A1} Note: See ADDENDUM TO ARTICLES

Notes: *Pro Bono Partnership* calls your attention to the following statutory references:

- a) The term “Trustees” is used throughout this template because that is the term used in the New Jersey Nonprofit Corporation Act, however, the term “directors” may also be used. *N.J.S.A. 15A:4-1*.
- b) If the nonprofit owns real property, we recommend reviewing *N.J.S.A. 54:4-3.6* and including language in the bylaws that will qualify the nonprofit’s real estate for property tax exemption under the statute.
- c) The IRS requires that the Articles of Incorporation contain language setting forth the limitations on a tax-exempt organization’s activities. This language may also be included in the bylaws. *IRS Section 501(c)(3)*
- d) *N.J.S.A. 15A:6-3* provides that the maximum TERM is six years, however, there is no prohibition against successive terms.
- e) *N.J.S.A. 15A:6-3(a)* provides that the bylaws may permit elections of Trustees to take place once every two years; if the frequency of elections is not set forth in the bylaws or certificate of incorporation, then elections shall take place annually.
- f) *N.J.S.A. 15A:6-12 and 6-3* govern the liability of Trustees and *N.J.S.A. 15A:3-4* sets forth the circumstances when indemnification of corporate agents is permitted.
- g) Unlike some other states, New Jersey has no law governing corporate action via electronic mail.
- h) *N.J.S.A. 15A:6-7* requires that no action may be taken without a meeting unless, prior to or subsequent to the action, all members of the board consent in writing, and the written consents are filed with the minutes of the meeting.
- i) Public disclosure regulations set forth at *IRC Section 6104(d)* require a nonprofit to show a copy of the corporation’s three most recent annual reports (IRS Form 990’s) and a copy of the application for tax-exemption, upon request.
- j) While *N.J.S.A. 15A:2-10* does not require more than a simple majority for amendment of bylaws, because amendment is often a serious action, many organizations elect to require a supra-majority vote to support amendment of bylaws.

REVISIONS TO ARTICLES

- 1) ARTICLE III, MEMBERS, Page 5 of 15; 30 days changed to 10 days

Board members felt that 30 days was too far ahead of election date for members to respond to.

- 2) ARTICLE IV, BOARD OF TRUSTEES, Page 6 of 15; term of 6 years changed to term of three years

Board members felt with three classes that each term should only be through one cycle of classes. This shortens the commitment.

These revisions to the bylaws were adopted by resolution of the Board of Trustees of the Corporation on 10th day of April 2006:

REVISIONS TO ARTICLES

R4 ARTICLE IV, BOARD OF TRUSTEES, Page 3 of 14; One Trustee seat will reserved for an Active Duty member of the unit. ^{R4} Trustees must be eighteen (18) years of age. With the exception of the Active Duty Trustee, ^{R4}

Election of Trustees will be by members present at the annual meeting and by mail-in ballot for those members unable to attend. ^{R4} The Active Duty Trustee will be a junior grade NCO or higher and will be appointed by competent authority within the unit, for a term not to exceed two years. ^{R4}

Except in the case of resignation or removal under these by-laws, each Trustee shall hold office until the expiration of his or her term and the election, or in the case of the Active Duty Trustee, the appointment ^{R4} of his or her successor. Should the Active Duty Trustee depart or otherwise be re-assigned from the unit, that seat will be vacated until such time that the competent authority within the unit appoints a successor. ^{R4}

The reasons for these revisions the board felt was threefold. The first is that, we need to recruit someone from the active duty unit to step up and assume a leadership position in the Association. Increasing the board size by one Active Duty Trustee was a way of doing this without diluting the present base.

The second reason the board felt the revision was necessary is that, in the event of a dead-locked vote, having an odd number of Directors allows for a tie-breaker. The President of the Board will not cast a vote on any item, unless the board is dead-locked.

Finally the board felt we needed to clarify our bylaws so that members may cast mail-in ballots for those not attending the annual meeting.

These revisions to the bylaws were adopted by resolution of the Board of Trustees of the Corporation on 28^h day of January 2007:

ADDENDUM TO ARTICLES

- 1) ARTICLE XII, CODE OF CONDUCT, Page 12 of 15;
This article was added to insure good will among members and guest and to provide the board the means of dealing with these incursions.

This addendum to the bylaws were adopted by resolution of the Board of Trustees of the Corporation on 7th day of April 2006: