

NATIONAL GAY PILOTS ASSOCIATION, INC.

BYLAWS

(FOR MERGED NGPA)

ARTICLE I

NAME

1. The name of the Association is the National Gay Pilots Association, Inc., hereinafter referred to as the "Association".

ARTICLE II

PURPOSE, POLICY AND DEFINITIONS

1. Purpose. The purpose of the Association is stated in the Certificate of Incorporation.
2. Policy. No substantial part of the activities of the Association shall be the carrying on of lobbying or otherwise attempting to influence legislation. The Association shall not participate or intervene in any political campaign on behalf of any candidate for public office.
3. Definitions. Hereinafter, the words "these by-laws" include both the Association's by-laws and the Certificate of Incorporation.

ARTICLE III

CORPORATE STRUCTURE

1. The Association shall be governed by a Board of Directors and shall have non-voting Members who are qualified and approved by the Board of Directors in accordance with Article IV of these by-laws.

ARTICLE IV

MEMBERSHIP

1. Membership Requirements. Any person or business shall be eligible for membership in the Association, subject to the approval of the Board of Directors, if they:
 - A. Have a bona fide interest in aviation or the NGPA.
 - B. Agrees to abide by these by-laws and any other procedures, policies or conditions of the Association.
 - C. Pays the membership fees or annual dues as a determined by the Board of Directors.
2. Termination of Membership.

- A. Membership shall be automatically terminated for non-payment of membership dues or annual fees thirty (30) days after the date such dues or fees become payable.
 - B. The Board of Directors may by majority vote to expel a Member if there is cause to believe that the member has brought discredit to the Association, has engaged in conduct injurious to the Corporation or its purposes, or has failed to comply with any of the membership requirements.
3. Membership fees and Annual Dues.
- A. Membership fees and annual dues shall be determined by the Board of Directors.

ARTICLE V

FINANCES

- 1. The revenue of the Association shall be derived from annual membership dues, contributions, bequests and such other means as may be approved by the Board of Directors, none of which may be inconsistent with the provisions and implementing regulations of the Section 501(c)(3) of the United States Internal Revenue Code, as amended from time to time, or with these by-laws.

ARTICLE VI

ANNUAL MEETING

- 1. The Association shall meet annually at a time and place determined by the Board of Directors following the regular annual meeting of the Board of Directors. Official notice of the annual meeting of the Association shall be provided to Members by publication in CONTRAILS, ON THE FLY or any successor newsletter, and/or the NGPA website.

ARTICLE VII

BOARD OF DIRECTORS

1. Powers and Duties. The Board of Directors shall have general power to manage and control the affairs and property of the Association and shall have full power to adopt rules and regulations governing the action of the Board, and shall have full and complete authority with respect to the distribution and payment of any monies received by the Association from time to time; provided, however, that the Board shall not permit any part of the assets, income, profit or capital of the Association to inure to the benefit of any Director or other private individual, except that reasonable compensation and reimbursement of the out-of-pocket expenditures may be paid for services rendered to or for the Association in furtherance of one or more of its purposes in accordance with these by-laws, and compensation may be paid to Directors pursuant to Section 9 of this Article VII.
2. Number; Manner of Election; Tenure and Qualifications. The number of the Directors shall be a maximum of fifteen (15). The voting Directors shall be elected in accordance with the procedures set forth in Article XI for a term of three years. The Association Executive Director shall be a nonvoting ex-officio member of the board. The ex-officio seat shall count toward the current number of Directors so as not to exceed the maximum number permitted.
3. Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held at least annually at any place as may be determined by the Board of Directors. Notice of such regular meeting shall be made to each director at least 45 days in advance by email to their email address of record, telephonically, or first-class US Mail.
4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Executive Director, an Officer of the Board of Directors, or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place within or without the District of Columbia as the place for holding any special meeting of the Board called by them.
5. Notice. Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail, e-mail or text message to each Director. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

6. Quorum. Forty percent (40%) of voting Directors or greater shall constitute a quorum for the transaction of business at any meeting of the Board. Non-whole numbers shall be rounded up.
7. Manner of Acting. 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, unless the act of a greater number is required by law or by these by-laws.
8. Vacancies. Any interim vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of that seat.
9. Compensation. Directors as such shall not receive any stated salaries for their services, but by a resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore. Directors shall be ineligible from receiving scholarship awards directly or indirectly.
10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if the action is initiated by an Officer of the Association and a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.
11. Participation by Telephone. Any one or more members of the Board or any Committee thereof may participate in a meeting of such Board or Committee by means of a conference call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
12. Resignation. Any Director may resign at any time. Such resignation may be made orally or in writing, and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Chair or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.
13. Committees. The Board of Directors may delegate any of its powers in relation to management of the affairs of the Association to any Committee established by the Board upon such terms as the Directors shall deem expedient or necessary.
14. Depositories. The Board of Directors shall designate the trust company or the bank in which shall be deposited the monies of the Association.
15. Removal of Board Member for Cause.

- A. The Board may remove any of its members “for cause” by a majority vote. Considerations that warrant removal from the Board include, but are not limited to:
 - i. Criminal Conduct.
 - ii. Failure to comply with NGPA’s Articles of Incorporation, By-Laws, Standard Operating Procedures, or Volunteer Code of Conduct.
 - iii. Conduct which adversely impacts the reputation or image of the Association or significantly impairs the Board’s ability to function.
- B. Before the Board votes upon removal “for cause,” the Board Member in question will be allowed an opportunity to respond to the Board in their defense.

16. Removal of Board Member without Cause (Probationary Period)

- A. The Chair and Vice Chair alone, by unanimous consent, may terminate a Director at any time during their first year of Board service. This also applies to Board members that served previously and have been re-elected to a non-consecutive term.
- B. The Board member in question should be offered an opportunity to resign in lieu of forced removal.

17. Board Position Vacated by Default

- A. If a Board Member is absent from more than one “face-to-face” scheduled Board meeting per calendar year, the Board- by majority vote- may declare the position vacant by default.
 - i. When such a vote is taken by the Board, the Board Member in question will be notified of the Board’s action.

18. Voting by Proxy. Board Members may not cast votes by proxy.

19. Roberts Rules of Order. Meetings and other business of the Board and Association will be guided by “Roberts Rules of Order”.

ARTICLE VIII

OFFICERS

- 1. Officers. The Officers of the Association shall be the Chair, Vice-Chair, Secretary, Treasurer, and the Education Fund Officer. Such officers shall have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person subject approval by the Board of Directors.

2. Election and Term of Office (Other than the Executive Director). The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. Officers shall be elected from among the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until their term expires, until a successor shall have been duly elected or appointed and qualified, or until their earlier resignation or removal.
3. Election and Term of Office of the Executive Director. The Executive Director shall be voted on by the Board of Directors. The Executive Director shall hold office until their contract ends, until a successor has been appointed, or until a six month and/or annual review requires removal, or until their resignation. The Executive Director shall be the primary Executive Officer of the Association. Specific details of the employment contract with the Executive Director are on file with the Association.
4. Resignation and Removal (Voting Board members). Any Officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified thereon. If no time is specified then at the time of its receipt by any Officer of the Association. The acceptance of a resignation shall not be necessary to make it effective. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause at any time.
5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be temporarily filled by appointment of the Board Chair in "acting" capacity until an election can be held to elect another qualified officer in that position. The Board will have 60 days to approve a replacement for the vacant office.
6. Chair. The Chair position shall be a Director and shall preside over regular, special, and Board of Directors meetings of the Association. The Chair shall represent the Association as needed in the community and shall perform such other duties as may be from time to time assigned to them by the Board of Directors.
7. Vice-Chair. The Vice-Chair shall be a Director. In the absence or disability of the Chair, or in the event of their refusal to act, the Vice-Chair shall perform the duties of the Chair position, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to them by the Chair or by the Board of Directors.

8. Executive Director. The Executive Director shall be the principal executive officer of the Association and shall in general supervise and control all business and affairs of the Association. They may sign, with the Secretary, Treasurer or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other Officer or agent of the Association; and in general they shall perform all duties incident to the office of the Executive Director and such other duties as may be prescribed by the Board of Directors from time to time. In coordination with the Chair, the Executive Director shall be the spokesperson and represent the Association as needed in the community. The Executive Director shall be directly accountable to the Board of Directors and shall report at each regular meeting of the Board of Directors on the state of Association activities.
9. Secretary. The Secretary shall be a Director and shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these by-laws; and in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the Executive Director or by the Board of Directors.
10. Treasurer. The Treasurer shall have responsibility for all funds of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such bank or trust company as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all duties incident to the office of Treasurer, including the presentation of a financial report at the annual meeting of the Board of Directors; in the absence or disability of the Education Fund Officer, or in the event of their refusal to act, the Treasurer shall perform the duties of the Education Fund Officer, and when so acting, shall have all the power of and be subject to all the restrictions upon the Education Fund Officer; and such other duties as from time to time may be assigned to them by the Executive Director, Chair, or the Board of Directors.

11. Education Fund Officer. The Education Fund Officer (EFO) shall be a Director and manage the Endowment fund. The Executive Director of the Association shall report to the EFO on matters concerning the Education Fund. The EFO shall have the responsibility of managing the Endowment fund, and shall manage those funds in accordance with the Financial Operating Procedures (FOP). The EF Officer shall provide the Board of Directors regular financial reports in accordance with the FOP. In the absence or disability of the Treasurer, or in the event of their refusal to act, the EFO shall perform the duties of the Treasurer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer. The EFO shall perform such other duties as, from time to time, may be assigned by the Chair of the Board of Directors.

ARTICLE IX

GOVERNANCE COMMITTEE

1. The governance committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the board of directors. This committee's area of responsibility includes the following four areas.
 - A. Board Composition.
 - i. Leads in assessing current and anticipated needs related to board composition, determining the knowledge, attributes, skills, abilities, influence, and access to resources the board will need to consider in order to accomplish future work of the board.
 - ii. Develops a profile of the board, as it should evolve over time.
 - iii. Identifies potential board member candidates and explores their interest and availability for board service.
 - iv. Nominates individuals to be elected as members of the board, through its internal nominating committee.
 - v. In cooperation with the Board of Director's Chair, contacts each Board member to assess their continuing interest in board membership and term of service and works with each board member to identify the appropriate role they might assume on behalf of the organization.
 - B. Board Knowledge.
 - i. Designs and oversees a process of board orientation, including gathering information prior to election as board member and information needed during the early stage of board service.

- ii. Designs and implements an ongoing program of Board information and education such as continuing Board member development.

C. Board Effectiveness.

- i. Initiates periodic assessment of the Board's performance. Proposes, as appropriate, changes in board structure and operations.
- ii. Provides ongoing counsel to the Board Chair and other Board leaders on steps they might take to enhance Board effectiveness.
- iii. Regularly reviews the Board's practices regarding member participation, conflict of interest, confidentiality, etc., and suggests improvements as needed.
- iv. Periodically reviews and updates the Board's policy guidelines, procedures and practices.

D. Board Leadership.

- i. Takes the lead in succession planning, taking steps to recruit and prepare for future Board leadership.
- ii. Nominates Board members for election as Board officers.

2. Number and Manner of election, Tenure and Qualification; powers and duties.

- A. The Governance Committee shall in accordance with Article X, Section 2, and subject to these by-laws, be responsible to all sections of this article.
- B. The Governance Committee shall consist of three Board directors elected by majority vote of the Board of Directors. The Chairman of the Committee shall be elected by majority vote of the Board of Directors. The term of a Governance Committee member shall be two years, until a successor is elected by the Board of Directors, or until their earlier resignation or removal. The Governance Committee may have as many as three additional members of the Association elected to the Governance Committee by the Committee itself. These elected individuals will be sought for their specific abilities in assisting this Committee's work and their term shall be for one year.
- C. Any Governance Committee member running for NGPA Board of Director must recuse themselves from any and all electoral nominating functions.

3. Quorum. A quorum of the Governance Committee shall consist of two (2) Board directors.

4. Meetings. Meetings of the Governance Committee shall be held as directed by the Chair of the Governance Committee, after reasonable notice to all Governance Committee members.
5. Policy and Procedures. In cooperation with Officers, develops and maintains Association Policies, Rules, Guidelines, and Standard Operating Procedures (SOPs).

ARTICLE X

QUALIFICATIONS FOR OFFICE

1. Board of Directors, Officers.
 - A. Candidates for Director must be a current member of the Association for at least two consecutive years.
 - B. Candidates for Chair must:
 - i. Have served as a Director for at least one term, and must
 - ii. Hold a Private, Commercial or Airline Transport Pilot Certificate.
 - C. Candidates for Vice Chair must:
 - i. Have served as a Director for at least one year, and must
 - ii. Hold a Private, Commercial or Airline Transport Pilot Certificate.
 - D. Candidates for Executive Director will preferably hold a Private, Commercial, or Airline Transport Pilot Certificate.
 - E. Candidates for Secretary must have served as a director for a minimum of one year.
 - F. Candidates for Treasurer must have served as a director for a minimum of one year.
 - G. Candidates for the Education Fund Officer (EFO) must have served as a director for a minimum of one year.
 - H. The Board may, by majority vote, waive or adjust the pre-requisite requirements for the following Officer positions: Chair, Vice Chair and Candidates for Director.
2. Governance Committee. Candidates for the Governance Committee must have been a member of the Association for at least two consecutive years.

3. Directors Serving in Staff Positions. Board Members may not simultaneously hold leadership or management positions on the NGPA Staff even if it is a volunteer position. However, Board Members, consistent with their director role, may assist and/or direct the NGPA Staff in performing their duties appropriate to that Board Member's position and responsibilities.

ARTICLE XI

NOMINATIONS AND ELECTIONS

1. Nominations.

- A. All members seeking election to the Board of Directors shall provide at least one member of the Governance Committee with written notification of their desire to seek election on or before a deadline established by the Governance Committee.
- B. The deadline for notification to the Governance Committee shall be publicized to all Members in the On The Fly or its successor newsletter and/or membership wide email. After the deadline has passed, only the Governance Committee may recruit additional candidates.
- C. The Governance Committee shall nominate at least one qualified candidate to fill each vacancy on the Board of Directors. Candidates nominated by the Governance Committee may include current Directors. Except as otherwise set forth in these by-laws, no other means of nomination for election to the Board of Directors is permitted.

2. Elections.

- A. At each annual meeting, the Board may elect up to nine Directors, each for a three-year term. At that time, the Board will also elect Officers, who will serve one-year terms.
- B. Director Positions and the position of Executive Director shall be filled by majority vote on the Board of Directors from among the candidates nominated by the Governance Committee. In the event that a majority of the Board does not approve any candidates nominated by the Governance Committee, the Board shall, at its own initiative, select from the membership other persons for those unfilled Director positions, which Members shall meet all qualifications for election to the Board of Directors.
- C. Election of Directors and officers shall be made each year no later than the time of the annual meeting of the Association. The Directors and Officers so elected shall be announced at the Annual Meeting.
- D. There shall be a three, full-term limit on the number of consecutive terms that a Director may serve the Association and no limit on number of non-consecutive terms. Except for the Treasurer, Officers shall have a limit of three consecutive terms, and no limit on the

number of non-consecutive terms to which a Director may be elected to the same Officer position. There shall be no limit on the number of terms, consecutive or non-consecutive, that a person may be elected as Treasurer within the three, full-term consecutive limit.

ARTICLE XII

INSURANCE

1. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a Director, Officer, employee or other agent of the Association) against any liability that is or could be asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, to the full extent permitted by law.

ARTICLE XIII

AMENDMENTS

1. These by-laws may be altered, amended or repealed at any regular or special meeting of the Board of Directors of the Association by the affirmative vote of two-thirds of the entire Board of Directors rounded to the nearest whole number, provided that notice of the proposed alteration, amendment or repeal shall have been given in the notice of the meeting.
2. The Board of Directors may also by the same two-thirds vote of the entire board, deviate on a case-by-case basis any provision of the By-Laws when it deems such deviation to be in the best interest of the Association.

ARTICLE XIV

FISCAL YEAR

1. The fiscal year of the Association shall commence on October 1st of each year and end on September 30th of the following year.

ARTICLE XV

SCHOLARSHIPS AND SCHOLARSHIP SELECTION COMMITTEE

1. Overview.

- A. The Scholarship Selection Committee (SSC) shall, in accordance with the laws of the District of Columbia and laws governing organizations exempt from Federal tax under section 501(c)(3) or corresponding provisions of any subsequent tax laws, make scholarship award recommendations to the NGPA Board of Directors.
- B. The committee will ensure each recipient meets the selection criteria and guidelines approved by the Board of Directors.
- C. The committee will follow the published procedures and guidelines as established in the Scholarship Recipient Selection Process included in the Association SOPs.
- D. Per Article VII, Section I, no director or Scholarship Selection Committee member shall be awarded any monetary and/or non-monetary (i.e. type-rating training) scholarships.

2. Composition and Formation

- A. The SSC shall consist of at least five NGPA members in good standing who have a broad understanding of the training and education required to undertake a career as a pilot or other aviation professional.
- B. Members of the SSC may not be NGPA Board Members.
- C. The Executive Director will appoint the SSC Chair. The SSC Chair shall appoint the remaining members of the SSC.
- D. The term of the SSC members shall be two years, or until their earlier resignation or removal. Members of the SSC may be re-appointed to serve additional terms.
- E. Where any real or perceived conflict of interest exists in consideration of a scholarship applicant, the affected member of the SSC must be recused from consideration of all applicants for that scholarship cycle.

3. Scholarship Award.

- A. After the SSC has made its recipient selection(s) for each scholarship, the Executive Director will ensure the SSC has complied with these By-Laws and applicable Board policies and guidelines.

- B. The Executive Director shall ensure completion of Article XV, Section 3.A of these Bylaws. Following the review, the Executive Director will notify the Board of the names of the scholarship recipients.
 - C. The Board shall approve the list of scholarship recipients proposed by the SSC. Should the proposed list of scholarship recipients not be approved either in part or in its entirety by the Board of Directors, it will be returned to the SSC by the Executive Director with a written explanation from the Board for reconsideration by the SSC.
 - D. Once approved by the Board, the Executive Director or their designee shall award the scholarships with any additional review or approval by the SSC.
- 4. Quorum. A quorum of the SSC shall be three members.
 - 5. Meetings. Meetings of the SSC shall be called by the Committee Chair as necessary.