

BYLAWS OF  
CALIFORNIA PILOTS ASSOCIATION

A California Nonprofit Corporation

A: OFFICES

1. INITIAL OFFICE. The initial principal office of the Corporation shall be:

100 Pine Street, Suite 2740  
San Francisco, California 94111

2. CHANGES. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation to another location in California and shall notify all members of each such change. Such change shall not be considered an amendment of these bylaws for which membership approval is required.

B: MEMBERSHIP

3. ONE CLASS. The Corporation shall have one class of members only, and each member shall have equal voting and other rights. No person shall hold more than one membership in the Corporation. Memberships are nontransferable.

4. ELIGIBILITY.

- A. Any person who supports the purposes of this Corporation as set forth in the Purpose Clause, and who pays and remains current in dues shall be a member.
- B. An application for California Pilots Association membership as a chapter or member organization shall be submitted to the Executive Board for approval.
- C. Any group of not fewer than 10 aircraft pilots whose primary domicile is within the State of California may apply for California Pilots Association chapter status. The criteria for chapter membership shall include:
- (a) support and enhancement of airports in California;
  - (b) sharing the general goals and objectives of the California Pilots Association; and
  - (c) willingness to participate with and assist California Pilots Association in the preservation of airports and the rights of general aviation pilots.

Chapter membership entitles a group to obtain corporate tax-exempt status as a 501(c)(3) organization.

- D. To maintain membership in California Pilots Association, a chapter must remain current in its dues, submit to California Pilots Association a copy of its annual California statement of officers, maintain a permanent Post Office Box mailing address and conduct its activities in a lawful manner.
5. VOTE. Each member shall have one vote at membership meetings and for purposes of written ballot solicitation.
6. ORGANIZATIONAL MEMBERS. The Board may require whatever evidence of authority it deems necessary from each person voting as a representative of an organizational member. Each organizational member shall appoint one representative or proxy for the purpose of casting its vote. Each organizational member shall be entitled to have one ORGANIZATIONAL MEMBER DIRECTOR serve on the BOARD OF DIRECTORS.
7. TERMINATION. Any member who fails to pay dues within thirty (30) days after notice that they are due shall cease to be a member on the thirtieth day after such notice is sent or give. No such person may become a member again until all delinquent dues and other outstanding obligations are paid in full or reinstatement is otherwise approved by the Board. A member's death or dissolution terminates such member's membership.
8. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignations shall not relieve said member of any obligation to pay dues or other assessments previously accrued and unpaid.

#### C: DUES

9. ANNUAL DUES. There shall be annual dues for membership, in a form and amount set by the Board. The Board, in its sole discretion, may charge different annual dues for individual members, organizational members and individuals who are members or shareholders of organizational members. Dues shall be payable yearly based on the first full month of membership. Dues shall be deemed paid upon their receipt by the Treasurer.

#### D: BOARD OF DIRECTORS

10. POWERS. Subject to the provisions of law or any limitations in the Articles of Incorporation or these Bylaws, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. Management of various aspects of day-to-day operations of the Corporation may be delegated to persons not Directors, provided that the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

11. NUMBER AND QUORUM.

- A. The Board shall consist of the nine elected officers (President, Secretary, Treasurer, six Regional Vice Presidents) and six elected Directors-at-Large, one from each state Region. A majority of the elected Directors present in person or by proxy shall constitute a quorum at all board meetings.
- B. The Executive Board shall consist of the nine elected officers, who shall advise the President on operational matters and serve as the nominating committee. A candidate for Director at Large in each Region shall be nominated by the Vice President of that Region.
- C. In addition each California Pilots Association chapter and Member Organization in good standing shall be entitled to appoint a representative to vote as a Director at board meetings. Such representatives that are present at a board meeting may be counted toward establishing a quorum in the event that a quorum of elected Directors (or their proxies) is lacking.

12. ELECTION. Directors shall be elected at annual membership meetings for two-year terms and shall serve until the expiration of such term.

13. RESIGNATION. Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be elected pursuant to Section 14 of these Bylaws to take office on the date the resignation becomes effective.

14. VACANCIES. A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or upon increase in the authorized number of Directors, or if, for whatever reason, there are fewer Directors on the Board than the full number authorized. Such vacancy or vacancies may be filled by a majority of the remaining Directors, though less than a quorum, or by the sole remaining Director, and each Director so elected shall hold office until such Director or such Director's successor is elected at the next annual membership meeting. Members may elect a Director at any time to fill any vacancy not filled by the Board.

If, after the filling of any vacancy by the Directors, the Directors then in office who have been elected by the members constitute less than a majority of the total number of Directors, members representing 5% or more of the members may call a specific meeting of members in order to elect an entire Board. The term of office of any Director shall terminate upon such election of a successor.

15. REMOVAL. The Board may declare vacant the office of a Director for cause who has been declared of unsound mind by order of the court or who has been convicted of a felony or who has failed to attend three (3) consecutive duly noticed Board meetings or who is otherwise failing to meet the obligations of such Director's position on the Board. The entire Board, or any

individual Director, may be removed from office without cause only upon approval by the members.

16. MEETINGS. The Board shall meet annually. Regular meetings of the Board shall be held at such times, places and dates as the Board may from time to time provide by resolution. No notice of such meetings need be given. Special meetings shall be held whenever called by the President or any two Directors. Notice, written or by telephone or telegram, of such meetings shall be given all Directors by the person or persons called such meetings four days prior to the meeting if by first-class mail or 48 hours prior to the meeting if by telephone or telegram. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation constitutes presence in person and/or attendance at such meeting. Regular meetings shall be held at such time and place as specified by resolution of the Board. Special meetings shall be held at such time and place as specified in the notice of such meetings. The transactions of any meeting shall be valid whenever and wherever held if a quorum is present and appropriate waivers, consents or approvals are filed in accordance with Section 17 of these Bylaws.

17. WAIVER OF NOTICE, CONSENT TO MEETING OR APPROVAL OF MINUTES. The transaction of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. No notice need be given, nor any waiver, consent or approval be obtained, from any Director who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice to such Director.

18. ACTION WITHOUT NOTICE. Any action required or permitted to be taken by the Board pursuant to the Articles of Incorporation or these Bylaws may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

19. QUORUM AND ACTION AT MEETINGS. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business.

20. ADJOURNMENT. A meeting of the Board may be adjourned to another time and place by the affirmative vote of a majority of the Directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

21. ORGANIZATION. The President shall preside at every meeting of the Board, if present. If not present, a chairperson chosen by a majority of the Directors present shall act as

chairperson. The Secretary or, in the absence of the Secretary, any person appointed by the chairman shall act as Secretary of the meeting.

22. COMPENSATION. Directors may receive compensation for their service as Directors. Nothing in these Bylaws shall be construed to preclude any Director for serving the Corporation in any other capacity and receive compensation there for. All Directors shall be reimbursed for their out-of-pocket expenses incidental to their activities as Directors.

23. COMMITTEES. The Board may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board. The Board, by a vote of the majority of authorized Directors, may designate a Director as a member of any committee and may designate one or more Directors as alternate members of any committee. Any such committee shall have authority to act in the manner and to the extent provided in the resolution of the Board in the management of the business and affairs of the Corporation, except with respect to:

- (a) the approval of any action for which shareholders' approval or approval of the members is required by law;
- (b) the filling of vacancies on the Board or any of its committees;
- (c) the fixing of compensation of Directors for serving on the Board or any of its committees;
- (d) the adoption, amendment or repeal of these Bylaws;
- (e) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) the appointment of other committees of the Board or the members thereof;
- (g) the expenditure of the Corporation's funds to support a nominee for Director after there are more people nominated for Director than can be elected; and
- (h) the approval of any self-dealing transaction, except as permitted by Section 5233 (d) (3) of the California Corporations Code.

Any committee may from time to time provide by resolution for regular meetings at specified times and places. No notice of such a meeting need be given. Such regular meetings need not be held if the committee shall so determine any time before or after the time when such meeting would otherwise have taken place. Special meetings may be called at any time in the same manner and by the same persons as stated in Section 16 of these Bylaws for meetings of the Board. The provisions of Sections 16 through 20 of these Bylaws shall apply to committees, committee members and committee meetings as if the words "committee" and "committee member" were substituted for the words "Board", and "Director", respectively, throughout such section.

## E: OFFICERS

24. The officers of the corporation shall be President, six Regional Vice Presidents, Secretary, Treasurer and other such officers with titles and duties as the membership shall determine, from time to time. Officers shall be elected at annual membership meetings for two year terms and shall serve until the expiration of such term, or until replaced.
25. PRESIDENT. The President shall be the general manager and chief executive of the corporation and shall have general supervision and control over the business of the Corporation, subject to control of the Board. The President may sign and execute, in the name of the Corporation, any instrument authorized by the Board, except when the signing and execution thereof shall have been expressly delegated by these Bylaws or the board.
26. REGIONAL VICE PRESIDENT. Regional Vice President shall serve on the Executive Board and supervise California Pilots Association activities in their respective regions; appoint district coordinators, nominate Directors-at-Large; represent California Pilots Association policy.
27. SECRETARY. The Secretary shall:
- (a) Keep, or cause to be kept, minutes of all meetings of the Board, and committees of the Board, if any. Such minutes shall be kept in written form.
  - (b) Keep, or cause to be kept, a record of the Corporation members showing the names and addresses of each. Such records shall be kept in written form or any other form capable of being converted into written form.
  - (c) Keep, or cause to be kept, an up-to-date original or copy of these Bylaws, as amended
  - (d) See that all books, reports, statements, certificates, and other documents and records required by law (except those to be kept by the Treasurer under Section 28 below) are properly kept and filed, and exhibit the same to Directors and members on request.
  - (e) Exercise such powers and perform such duties as are usually vested in the office of Secretary of a corporation, and exercise such other powers and perform such other duties as may be prescribed from time to time by the Board or these Bylaws.
28. TREASURER. The Treasurer shall:
- (a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account for the Corporation.
  - (b) Receive and give receipts for all monies due and payable to the Corporation from any source whatsoever; have charge and custody of, and be responsible for, all monies and other valuables of the Corporation and deposit all such monies in the

name and to the credit of the Corporation with such depositories as may be designated by the Board or a duly appointed and authorized committee of the Board.

- (c) Disburse such funds of the Corporation as may be ordered by the Board or a duly appointed and authorized committee of the Board.
- (d) Render a statement of the financial condition of the Corporation at any meeting of or upon demand by the Board and make a full financial report at any annual meeting of the members, if called upon to do so.
- (e) Exercise such powers and perform such duties as are usually vested in the office of Treasurer of a corporation, and exercise such other duties as may be prescribed by the Board or these Bylaws.

29. COMPENSATION. Should it be deemed appropriate to compensate officers for their services, their compensation may be fixed from time to time by the Board, and no officers shall be prevented from receiving such compensation by reason of the fact that such officer is also a Director of the Corporation.

#### F: STANDING COMMITTEES

30. PAST PRESIDENTS COUNCIL. This committee shall consist of all past presidents who remain members in good standing of the Corporation, and shall select a chair by majority vote and hold meetings in the same manner and with the same notice as does the Board of the Corporation. Members of this committee shall:

- (a) Have the right to attend all meetings of the Board, if they desire to do so;
- (b) Recommend to the Board or the membership nominees for the number of Board members, set by the Board, to be elected at each Annual Membership meeting; and
- (c) Provide recommendations for actions of the Corporation.

31. ADVISORY COUNCIL. This committee shall consist of persons not necessarily members of the Corporation who the Board determines would be of assistance in promoting the purposes of the Corporation, either directly or through advice. This committee's assistance will be sought, from time to time, by the Board.

#### G: MEMBERSHIP MEETINGS AND MEMBERS RIGHTS AND OBLIGATION

32. MEETINGS. Membership meetings shall be held at the principal office of the Corporation or at such other location as may be designated from time to time by the Board. The President or other person authorized by the Board shall preside. The members shall meet

annually on the day, time and place designated by the Board, for the purpose of transacting such proper business as may come before the meeting, including the election of Directors in such number as is fixed by the Board. Directors may be elected at other times, pursuant to the law of these Bylaws.

Special membership meetings may be called by the Board or the President or five percent (5%) of the members and held at a designated time and place. If no designation is made, such meetings will be held at the principal office of the Corporation.

33. NOTICE. Except as otherwise required by law, written notice of each meeting of the membership at which membership action is to be taken shall be sent to each member entitled to vote at such meeting by the Secretary, or other person charged with that duty, not less than ten (10) nor more than ninety (90) days before such meeting. Such notice shall specify the date, place and hour of the meeting, the nature of the business to be transacted and, when Directors are to be elected, the names of such nominees as exist at the time the notice is sent. Action may be taken on any matter not specified in the notice of such meeting provided:

- (a) It was not contemplated by the Board or other person giving notice that such matter would be considered, prior to giving such notice, and
- (b) The matter is not covered by Section 210,902,181,1201,1900, or 2007 of the California Corporations Code. Notice shall be given personally, by mail, or by telegraphic or other written communication, charges prepaid, addressed to the member at the address of that member appearing in the records of the Corporation. An affidavit of such mailing or other means of giving notice shall be executed by the Secretary or other person giving the notice and shall be filed and maintained in the minute book of the Corporation.

34. QUORUM. At any meeting of the membership, thirty (30) members or ten percent (10%) of the members entitled to vote, whichever is less, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the members present in person or by proxy shall be the act of the membership, unless a greater number is required by law, and except as provided in the following paragraph:

Members present at any duly called or held membership meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, provided that any action (other than adjournment) is approved by at least a majority of members required to constitute a quorum.

35. ADJOURNMENT. Any meeting of the membership may be adjourned from time to time, whether or not a quorum is present, by the affirmative vote of a majority of the members present. In the event of such adjournment, no new notice is necessary provided that notice must be given if:

- (a) Announcement of the adjourned meeting's time and place is not made at the meeting which it continues or,

- (b) Such meeting is adjourned for more than 45 days. At the adjourned meeting any business which might have been transacted at the original meeting may be transacted.

36. MEMBERSHIP VOTE BY WRITTEN BALLOT WITHOUT MEETING. Any action that may be taken at any membership meeting may be taken without a meeting by written ballot setting forth the action to be taken. Members not voting by written ballot, in person or by proxy will be deemed to have voted with the majority of those who voted. Directors and officers may be elected by written ballot. Notice of any action taken by written ballot shall be given all members, in the manner provided in Section 33 of these Bylaws.

37. ENTITLEMENT TO VOTE. Only members who have paid all obligations owed to the Corporation, including dues, at least ten (10) days prior to the meeting or at least ten (10) days prior to the date on which written ballots are sent shall be entitled to vote on matters presented at such meeting or in such solicitation by written ballots. Each member shall have one vote on each matter submitted to the membership for vote.

38. PROXIES. Every member entitled to vote, as set forth in Section 37 of these Bylaws, shall have the right to either in person or by a written proxy executed by such person or such person duly authorized agent and filed with the Secretary of the Corporation, except as otherwise expressly provided in these Bylaws; provided; however, that a proxy shall not be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. The maximum term of any proxy shall be three (3) years from the date of its execution. Subject to the terms of each proxy, each proxy shall remain in full force and effect until revoked by the person executing it prior to the vote pursuant thereto.

39. INSPECTORS OF ELECTIONS. Before any meeting at which membership action is to take place, the Board may appoint a person or persons other than nominees for office to act as inspectors of election at the meeting or its adjournment. If no inspectors are appointed, the President or other person chairing the meeting may appoint inspectors of election at that meeting. The number of inspectors shall be either one or three. Inspectors of election shall be appointed at the request of any member. Such inspectors shall:

- (a) Determine the number of members present who are entitled to vote;
- (b) Hear and determine all challenges and questions which may arise with respect to the right to vote;
- (c) Count and tabulate all votes;
- (d) Determine the result; and
- (e) Do any other acts that may be proper to conduct the vote fairly.

#### H: MISCELLANEOUS

40. LOANS AND ACCOUNTS. No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board or its duly appointed and authorized Committee. When so authorized by the Board or its Committee, any officer or agent of the Corporation may affect loans and advances at any time for the Corporation and, when authorized as aforesaid, may mortgage, pledge, hypothecate or personal, at any time held by the Corporation, and to that end endorse, assign and deliver the same as security for the payment of any and all loans, advances indebtedness and liabilities of the Corporation. Such authorization may be general or confined to specific instances.

The Board or its duly appointed and authorized committee from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies, or other depositories as may be selected by the Board, its duly appointed and authorized Committee or by any officer or officers, agent or agents, of the Corporation to whom such power may be delegated from time to time by the Board. The Board or its duly appointed and authorized Committee may make such rules and regulation with respect to said bank accounts, not inconsistent with the provision of these Bylaws, as deemed expedient.

41. INSPECTION OF RECORDS. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind of the Corporation. Such inspection may be made by the Director in person or by agent or attorney, and the right to inspection includes the right to copy and make extracts. Every member may inspect and copy any and all records of the Corporation upon five business days' prior written demand upon the Corporation stating the purpose for which the inspection rights are requested and may obtain from the Secretary of the Corporation, upon written demand stating the purpose therefore and tender of a reasonable charge, a list of the names and addresses of those members entitled to vote as of the most recent date for which such list was compiled.

The Corporation may refuse such request or provide a member with an alternative method of accomplishing a proper purpose stated in such request.

42. FISCAL YEAR. Unless otherwise fixed by resolutions of the Board, the fiscal year of the Corporation shall end on the 31st day of December in each calendar year.

43. INDEMNIFICATION. The Corporation shall, to the maximum extent permitted by the California Corporations Code, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation. For purposes of this section, an "agent" of the Corporation includes any person who is or was a Director, officer, employee, or other agent of the Corporation.

44. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. All shares of any other corporation or corporations standing in the name of the Corporation and which the Corporation is entitled to vote may be voted or represented and all rights incident thereto in any specific matter may be exercised on behalf of the Corporation by the Board or any duly appointed committee, office or agent the Board may authorize. If the Board fails to take action

concerning any such specific matter, the President, Executive Vice President or any other person authorized by the President or Executive Vice President may act.

45. AMENDMENTS. Except as otherwise provided by law or these Bylaws, these Bylaws may be amended or repealed only by action of the membership.

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CERTIFICATE OF RECORDING SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and active Recording Secretary of CALIFORNIA PILOTS ASSOCIATION, a California nonprofit, mutual benefit corporation, and that the foregoing Bylaws constitute the true and complete Bylaws of said corporation as adopted at a meeting of the membership held on the 4th day of October, 2014.

Signature: \_\_\_\_\_, Secretary

Print Name: \_\_\_\_\_, Secretary