

General Aviation Awards, Inc.

By-Laws

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ARTICLE 1 Purpose

1.1 General Aviation Awards, Inc, (“the Organization”) is a non-profit, public-benefit corporation and will operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

1.2 The Organization’s guiding philosophy is to manage the selection practices and to recognize qualified nominees who, though extraordinary achievement and service, have made outstanding contribution to aviation. The purpose is to honor those individuals publicly.

ARTICLE 2 Duration

2.1 The period of duration of the Organization is perpetual.

ARTICLE 3 Non-Profit Nature

3.1 The Organization is organized exclusively for charitable and educational purposes. No part of the earnings of the Organization will inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered.

3.2 The Organization will not carry on any activities not permitted by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code.

ARTICLE 4 Inurement of Income

4.1 No part of the net earnings of the Organization will inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

4.2 The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the Organization’s assets will inure to the benefit of, or be distributed to any individual.

ARTICLE 5 Board of Directors

5.1 The governing body of the Organization is the Board of Directors (“the Board”). The Board will govern the affairs of the Organization consistent with these Bylaws.

5.2 The Board will consist of an odd number of directors, at least five and not more than nine. At least three-fourths of directors will be previous national award winners. The remaining directors will be representatives of Organization sponsors or those individuals with aviation and/or business expertise.

5.3 Election of Directors shall occur at each Annual Meeting. Directors will serve staggered terms of three years. A term will be complete upon the passage of three annual meetings. Directors may serve more than one term.

5.4 Each Director shall have one vote. Board members may vote by proxy by delivering proxies to the Secretary prior to the meeting at which they are to be exercised. The Secretary will identify the proxy votes for purposes of constituting a quorum, and a proxy will be considered as a Board member present. A proxy may be given in the form of an original signed document, a facsimile or by e-mail or other electronic means.

5.5 A vacancy shall be filled by majority vote of the remaining members of the Board for the unexpired term. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and shall serve until his/her successor is elected and qualified. A Director may resign at any time by delivering notice to the Chair in the form of an original signed document, a facsimile, or by e-mail or other electronic means. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. The Board may remove any Officer or Director for cause by majority vote upon notice and due process provided to the Officer or Director proposed for removal.

5.6 Directors shall not receive any compensation from the Organization; however, a Director may be reimbursed for reasonable, actual expenses incurred in the performance of their duties, as approved in advance by the Board.

ARTICLE 6 Officers

6.1 There will be at least two officers elected from the Board: the Chairman and Secretary/Treasurer. The roles and qualifications of these officers will be determined by the Board. The term for each Officer will be the one-year period commencing with the date of the annual meeting of the Board. No officer may be elected for more than three consecutive one-year terms to the same office.

6.2 The Chair, will present each year at the annual meeting a written report on the affairs of the Organization including a budget report. Upon approval by the Board, the Secretary will file the Annual Report.

ARTICLE 7 Conflict of Interest

7.1 Directors may not participate in Organization action with respect to any contract, transaction or other matter in which any such Director has any interest (financial or otherwise) unless said Director makes full disclosure to the Board and the Board determines that (a) the interest is not so substantial as to affect the integrity of the Organization; or (b) the interest of said Director is too remote or too inconsequential to affect the integrity of the Organization and the services being rendered

ARTICLE 8 Professional Staff

8.1 At this time, the Organization does not intend to employ professional staff.

ARTICLE 9 Committees

9.1 Committees are designed to permit an individual Director to work independently from the whole Board for the purpose of research and making recommendations to the Board. Committees may include members who are not Directors however a committee is required to include at least one Director who is considered the leader of that Committee.

9.2 The Chair will be an ex officio member of any committee. Any committee action requires Board approval. Minutes of each committee meeting will be promptly prepared and delivered to the Secretary for Board review. The leader of the Committee will review committee membership on an annual basis with the Chair.

9.3 Financial Committee. The Treasurer serves as the leader of the Financial Committee. The committee will assist the Board in activities such as planning, monitoring, and evaluation of the Organization's funding and financial management. The committee will also assist the Board in developing long-range financial plans; reviewing budgets, recommending internal controls as well as monitor compliance with the Organization's conflict-of-interest policy. Non-Board members are volunteers, selected with preference to prior award winners, Organization sponsors or those with aviation, financial and/or accounting expertise.

9.4 Fundraising Committee. The Fundraiser Director serves as the leader of the Fundraising Committee. The committee will assist the Board in activities such as follow up with Organization sponsors, and donors. The committee will also assist the Board in developing new sponsors. Non-Board members are volunteers, selected with preference to prior award winners, Organization sponsors or those with aviation contacts, fundraising and sales expertise.

9.5 PR/Communications Committee. The PR/Communications Director serves as the leader of the PR/Communications Committee. The committee will assist the Board in

activities such as locating media and online exposure opportunities. The committee will also assist the Board in developing Facebook, YouTube, Twitter and other social media exposure opportunities. Non-Board members are volunteers, with preference toward prior award winners, Organization sponsors or those with aviation contacts, computer, online and/or PR expertise.

9.6 Airventure Committee. The Airventure Director serves as the leader of the Airventure Committee. This committee will assist the Board in activities such as liaison with individuals, volunteers and organizations during awards events. The committee will assist the Board with the many details and duties of assuring the awards experience is a positive one for recipients, including picking up winner's credentials, assemble packets, arrange pickup place, affix nameplates to perpetual GA Awards Plaque. Non-Board members are volunteers selected with preference toward prior award winners, Organization sponsors, Master Instructors or those with aviation contacts.

9.7 Nominations Committee. The Chair will serve as the leader of the Nonnominations Committee. This committee will assist the Board in oversight and development of transparent policies and procedures pertaining to the nomination, criteria and selection of candidates and judges.

9.8 Special Committee. The Board may create a special or ad hoc committee, which shall include at least one Director. Such committees will have a specific charge and will report progress to the Board or its designee. The Board will establish the membership and tenure of such special committees.

ARTICLE 10 Meetings

10.1 **Regular Board Meetings** are held on a schedule as decided by the Officers. The Board shall hold at least four meetings a year, but may meet more frequently if circumstances require. Regular meetings may be held in person or via electronic means.

10.2 **Special Meetings** may be called by the Chair or a majority of the Board. Any request for a Special Meeting will be filed with the Secretary. A Special Meeting will be scheduled so as to commence within thirty days of the filing. Notice of a Special Meeting will be sent to each Director at least seven days before the meeting date. This notice will state the reason for the meeting and no business will be transacted at the meeting except as specifically stated in the notice. Meeting notice may be delivered by electronic means. Special Meetings may be held in person or by electronic means.

10.3 The transaction of business at any Regular or Special Meeting will take place only when a majority of the Directors is present. No action will take place except by majority vote unless otherwise specified in these Bylaws.

10.4 A Director shall inform the Chair, in advance, if that Director is unable to attend or

fully participate in any Regular or Special Meeting.

10.5 The **Annual Meeting** will be held at a location and time set by the Board, in person or via electronic means. At the annual meeting the Board will install newly elected Board members, select Board officers, receive reports of committees, and conduct other business as required.

10.6 The Secretary will record and maintain minutes of Regular, Special and Annual Meetings of the Board.

10.6 Committees will meet as determined by the leader of the Committee.

10.7 Any Board member who misses three consecutive meetings, without prior notification to and acceptance by the Chairman, is assumed to have resigned his position.

ARTICLE 11 Financial Management

11.1 The Organization will operate on a fiscal year determined by the Board. The Board will approve an annual budget. All records of the Organization may be inspected by any Director having voting rights for any proper purpose at any reasonable time. An internal audit will be conducted at least every five years by the Audit Committee. A summary of each audit will be reported to the Board.

11.2 Financial support for the Organization is through charitable donations from public and private sources. Fundraising efforts are conducted by the Board and volunteers throughout the United States. The Organization may accept any appropriate donation, bequest, gift, or contribution of personal services offered or non-financial assets which is consistent with the Organization's stated purposes.

11.3 All funds of the Organization will be deposited in depositories approved by the Board, and such depositing authority may be delegated to the Treasurer.

ARTICLE 12 Indemnification

12.1 GAA will indemnify its Directors, Officers, and volunteers to the fullest extent permitted by law. No officer or director will be personally liable for the debts or obligations of the Organization, nor shall any of the property or assets of officers or directors be subject to the payment of the debts or obligations of the Organization.

ARTICLE 13 Amendments

13.1 These Bylaws may be amended upon proposal by any Director. Proposed amendments must be approved by a majority vote at a scheduled meeting or at any special meeting convened for such purpose, provided that at least fifteen days written notice has been given each member of the Board of the intention to make amendments.

ARTICLE 14 Rules of Order

14.1 Robert's Rules of Order will govern the conduct of meetings of the Organization.

ARTICLE 15 Restricted Activities/Operational Limitations

15.1 Notwithstanding any other provisions of these articles, the Organization will not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 16 Political Activities

16.1 No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 17 Dissolution Clause

17.1 The Organization may be dissolved or merged with another similar entity carrying on substantially the same purpose and activities, only upon approval of majority vote of the Board.

17.2 Upon dissolution of the Organization, the Board will, after making provisions for payment of all liabilities of the corporation, dispose of all assets exclusively for the purposes of the corporation in such manner, or the such organization or organizations organized and the time quality as an exempt organization(s) under Section 501(c) (3) of the Internal Revenue Code 1954 (or corresponding provision of any future United States Internal Revenue Law,) as the Board shall determine.

17.3 Any assets not so disposed by the Board, will be disposed of by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization as the Court shall determine, are organized and operated exclusively for such purposes.