

**BY-LAWS
OF
UTAH GENERAL AVIATION ASSOCIATION, INC.
A Utah Non-Profit Corporation**

**ARTICLE I
Name**

The name of this organization shall be UTAH GENERAL AVIATION ASSOCIATION, INC. (**UGAA**)

**ARTICLE II
Charter Statement**

The Utah General Aviation Association is formed to preserve, promote, and protect the interests of all involved in and served by General Aviation. Primary objectives of the Association are as follows:

1. Monitor current and proposed State, City and County laws and ordinances and local airport administrative and managerial actions to assure they are consistent with FAA regulations, and take action to change any laws and ordinances to make them so.
2. Assure that all actions taken by any and all governmental bodies throughout the State of Utah are fair to the interests of General Aviation.
3. Establish UGAA Area Representatives throughout the State to represent the strong presence of General Aviation in this State; and maintain other outreach and lobbying efforts that promote flight safety and benefit General Aviation.
4. Advance Utah General Aviation through the support of, or conduct of, educational aviation programs.
5. Promote the safety of aeronautical operations.
6. Conduct or participate in various aviation activities designed to promote good relations between airport users and local residents and governments.
7. Encourage the construction, improvement, and maintenance of air facilities and airports.

**ARTICLE III
Meetings**

Section 1. Regular Meetings

Regular meetings shall be held not less than once a quarter, with the day and time to be decided by popular vote unless otherwise designated by the President. The Secretary shall send notification to all members at least ten days in advance of all meetings. This notification shall be by regular mail or e-mail of record, unless a regular meeting day and time is set.

Section 2. Annual Meeting

An annual meeting of members shall be held each year during the month of September. At the annual meeting, the members shall elect new officers (even years) and other Board Members (odd years). Also, reports of the affairs of the Association will be considered. Other business, as may properly be brought before the meeting, will be transacted.

Section 3. Board Meetings

Regular meetings of the Board of Directors shall be held at least once a month during the first year, or until the new organization is functioning well. Thereafter, meetings shall be held at least quarterly. One of the scheduled meetings shall be held at least two weeks prior to the Annual Meeting in order to accommodate nominations and end of year business. Other meetings shall be held at such times as are deemed necessary by the President. All Board Members shall attend board Meetings, unless excused, and any member in good standing may also attend. All business conducted by the Board shall be by majority vote of the Board Members present, with a quorum to consist of two-thirds of the board members for the purpose of conducting business.

ARTICLE IV Membership

Section 1. Eligibility

All persons who have an interest in the development and promotion of General Aviation will be eligible for membership.

Section 2. Applications

All applicants must fill out a membership form, which must be accompanied by the current membership fee for the first year's dues. Dues and membership shall be from Oct. 1 to Sept. 30 of the following year or prorated for interim term applicants.

Section 3. Termination of Membership

- **Delinquent Dues**

Members will be notified in September that dues are due Oct. 1. Members, who have not paid their dues by Oct. 31, will be notified a second time. Should no payment be received in the next thirty days, those members will be dropped from the membership roll.

- **Resignation**

An Officer, Board Member, or Committee Chairman may resign his or her office and/or membership by submitting a written statement to the President of the Association; or in case said Officer is the President, the resignation shall be delivered to the Vice-President.

ARTICLE V
Board of Directors

Section 1. Number

The authorized number of Directors, which includes the Officers, shall be a maximum of 9 unless changed by amendment of the Articles of Incorporation or by an amendment to these By-laws duly adopted by the members.

Section 2. Election and Term of Office

Officers, who are also Directors, shall be elected at even year annual meetings. Directors, not including Officers, shall be elected at odd year annual meetings, or at any special meeting of members held for that purpose. All Directors shall hold office until their respective successors are elected except as provided in Article IV, Section 3.

In the event of Director vacancies, not including Officers, the Board of Directors may appoint a suitable person to fill the vacancy for the remainder of the term.

Section 3. Composition of the Board

The Board shall be composed of the elected Officers, plus the immediate Past President, or in case the Past President is also the current President, the past Vice-President, and other Directors elected at large. In case either of these past Officers is unable to serve all or part of their two-year term, one of the past elected Officers may be asked to serve on the Board by the then current President. From time to time, the President may request several or all Committee Chairmen to be present at Board meetings, but they will have no vote in Board proceedings.

Section 4. Meeting Attendance

Any Board member who is voluntarily absent three successive Board meetings will be deemed to have resigned his or her office, unless that Board member can show sufficient acceptable cause to the Board.

Section 5. Approval of Minutes

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, will be as valid as though developed at a meeting duly held, if each of the Directors not present approves the minutes of such meeting in writing. All such approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.

Section 6. Selection of Auditors

The Board shall appoint two persons familiar with accounting procedures as Auditors two months prior to the Annual Meeting. This Ad Hoc Committee shall present a fiscal report to the membership, signed for the record.

ARTICLE VI
Officers

Section 1. Titles

The Officers of the Association shall be a President, Vice-President, Secretary and Treasurer. Upon approval of the board, the Secretary and Treasurer functions may be combined. Officers must be active members in good standing for one year immediately prior to the election. Each Officer shall be a member of the Board.

Section 2. Conflict of Interest

There shall be no conflict of interest pursuant to Article II of these By-laws. Should a conflict arise, that Officer, Director, or Committee Chairman shall advise the Board of such and cease any involvement relative to that conflict of interest. Members with an unresolved conflict of interest will not be eligible to serve or continue serving as an Officer, Director, or Committee Chairman.

Section 3. Election

The election of Officers will be held at even year Annual Meetings; only members in good standing (dues paid) and present, are eligible to vote.

The officers shall be elected for a term of two years, by a majority of the ballots received; if no candidate receives a majority vote for an office, the vote must be retaken.

When a member fills the non-expired term of a vacated office, it shall be considered a full term.

Election shall be conducted by written ballot. The President shall appoint two persons to count the ballots. The ballots shall be destroyed after 30 days. The out-going officers shall turn over all up-to-date records and books to the in-coming officers within two weeks. New officers shall take office the beginning of the following month.

ARTICLE VII **Duties of Officers**

Section 1. President

The duties of the President shall be:

- To preside at all Association and Board meetings;
- To appoint all Committee Chairmen;
- To call all meetings of the Association and Board;
- To call Board Meetings;
- To appoint any temporary Officers (pro-tem);
- To aid the Vice-President and Committee Chairmen in fulfilling their duties;
- To keep complete records and turn said records over to the newly elected President at the end of his or her term; and
- Subject to the wishes of the Board of Directors and Membership, generally supervise, direct, and control the affairs of the Association.

Section 2. Vice-President

The duties of the Vice-President shall be:

- To preside at all Board and Regular Meetings in the absence of the President;
- To assume all presidential duties in the event the President resigns or becomes incapacitated;
- To assist all Committee Chairmen;
- To act as Parliamentarian for the Association; and
- To keep complete records and turn said records over to the newly elected Vice-President.

Section 3. Secretary

The duties of the Secretary shall be:

- To appoint a pro-tem President to serve at the meetings in the absence of both the President and Vice-President;
- To keep accurate and complete records of the minutes of all meetings;
- To maintain files of all letters, correspondence, reports, etc.
- To assure records of all activities and special affairs are entered into the Association records;
- To maintain correct lists of members of the Association;
- To maintain correct lists of inactive members of the Association;
- To notify members when dues are due or in arrears
- To give each new member a copy of the By-laws; and,
- To turn over all records to the newly elected Secretary.

Section 4. Treasurer

The duties of the Treasurer shall be:

- To keep a record of association member dues and all monies from other sources.
- To pay all properly approved bills incurred in the business of the Association and keep a record thereof;
- To make a quarterly financial report to the Board, and at other times as requested by the President;
- To make a financial report of the year's receipts and expenditures at the election meeting each year;
- To supervise the sale of all tickets and keep a record thereof;
- To turn over all audited records to the newly elected Treasurer.

ARTICLE VIII Committees

Section 1. Committee Chairmen

Committee chairmen shall be appointed as required to the following committees by the President as soon as possible after taking office, and may be re-appointed at any time deemed necessary:

- A. Membership
- B. Nominating
- C. Program
- D. Publicity and Communications
- E. Government Affairs
- F. Events
- G. Ways and Means
- H. Safety
- I. Environmental
- J. Ad Hoc

Section 2. Duties of Committees

A. Membership

- Seek qualified persons for membership;
- Follow-up leads sent to the Membership Chairman of potential members;
- Maintain an accurate membership list (coordinating with the secretary)

COMMENTS - This is a very important committee inasmuch as the membership dues may be the only source of Association revenues from time to time. The obvious objectives are to maintain and increase the membership.

B. Nominating

- A Nominating Committee of three persons including the previous Committee Chairman will be appointed by the President at the last Regular Meeting held prior to the Annual Meeting. The Committee will provide one nominee name for each elective office. See Article IX for additional details.

C. Programs

- Develop programs (speakers, etc.) for the various meetings as requested.
- At the request of the Board or other Committees, assist or provide appropriate activities and/or props.

COMMENTS – The Program Committee function is especially important in that interesting and/or fun programs will result in increased membership and camaraderie.

D. Publicity and Communications

- Work under the supervision of the Officers to provide all desirable publicity and to provide appropriate external communications for the Association, using such methods as may be compatible with the dignity and reputation of the Association and in agreement with the Charter Statement as set forth above.
- The Chairman will assure that all Board members, Committee Chairmen and Committee Members are aware of the content and timing of all news releases in order to allow the Association to present a common voice on each subject.
- In addition to other committee members, standing members of this committee will be the Webmaster and the Secretary.
- The Chairman or a Committee Member will be designated as the “Newsletter Editor”. The Editor will be responsible for preparing a newsletter, frequency to be determined, which should be relayed in final form and approved content to the Webmaster for insertion on the Website.

COMMENTS - All publicity items such as event announcements, TV spots, etc., and communications texts prepared by other committees or individuals for release to the public, governmental organizations, or other aviation groups, should be previewed by this committee. The materials may be edited for grammatical correctness, tone, and content, in conjunction with the originating committee or individual, in order to assure uniform professional quality of materials being disseminated, correct timing of releases, and appropriate, but restrained commentary regarding other organizations, agencies, etc.

E. Government Affairs

- Establish area representatives throughout the State.
- Monitor Federal, State, and local government attitudes and issues relative to general aviation, airport facilities, and related matters.
- Assist Utah airports in developing positive countering arguments regarding area economic benefit, including the value of emergency medical or disaster support.
- Support and/or speak in behalf of impacted airports upon request of airport representatives.

COMMENTS - This Committee will be issues oriented and will be one of the most active and visible UGAA Committees. It will assist in or provide an interface between impacted airports and federal, state, and local governments, and airport neighbors.

Much of the work will focus on save-the-airport type of issues. In most cases, assistance will be given on an invitation only basis. The work will require considerable study of each airport situation in order to determine the main problems, identification of the opposition, planning with the local airport users/owners, etc.

The work will be difficult, acrimonious at times, and will be very time consuming. Good debating and writing skills are required.

There will be expense, perhaps considerable, when working in behalf of distant airports.

It is recommended that this Committee be established and organized soon. Its first task should be to define its scope of work, manner of work, and typical example expenditure estimates should be made for budgeting purposes. This should give the Board an understanding of this type of work and allow a determination to be made regarding a feasible scope of activity.

F. Events

- Plan, organize, staff, and implement various approved events.
- Coordinate UGAA event activities with other aviation organizations, suppliers, service companies, and airport authority regulatory and service groups.
- Through the various events, provide a means for improving relations with airport neighbors and promote the value of general aviation to communities.
- Conduct the events in a manner to promote the goals of UGAA, involve the membership to the maximum extent possible through task assignments, assist in increasing the membership, and generate revenues for use in underwriting efforts to assist endangered airports.

COMMENTS - This Committee will show the upbeat, positive, and fun side of the organization. Along with the Web-site, the event activities will be the most visible elements of the UGAA and will have the most potential for promoting the critical objectives of improving public relations and aviation awareness. In addition, involvement of as many members as possible in the activities will help to develop good relations and ties within the Organization and with other aviation oriented groups.

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Events - Comments continued

The public activities of the Events Committee, and those events for members only (picnics, etc.), will be the main sources of revenues for the organization. The annual dues represent the other revenue source. Thus, it is obvious that fund raising by this committee should always be an objective. Similarly, maintaining substantial membership rolls is equally important.

The Committee Chairman and Committee Members should have prior experience in planning and organizing public events for each project other than internal social events. A preliminary budget should be prepared as soon as the scope of a project is defined. Project scope, schedule and the budget should be provided to the Ways and Means Committee for review prior to making any commitments.

Sub-Committee event tasks should be defined and Sub-Committee Chairmen and members assigned; example sub-committees might be planning, budget, food, vendors, displays/exhibits, etc.

One of the Sub-Committees should be titled Sponsor Solicitations. The solicitations should be made in a coordinated manner in order to prevent overlapping contacts.

The Events Committee offers the best opportunity to get numerous UGAA members involved.

G. Ways and Means

- Evaluate the prepared cost estimates and budgets for all proposed revenue or non-revenue generating events or activities requiring expenditures, for completeness, accuracy, and adequacy. Make recommendations regarding suitability and impact on the Organization.

COMMENTS - This Committee must provide an independent non-biased review and opinion of the financial merit of proposed projects, which have an inherent downside risk. The Events Committee, and other appropriate committees, should provide a reasonably detailed project scope, schedule, and proposed budget for review prior to commitment to the activity.

The Chairman and committee members should possess reasonable familiarity with cost estimating and budgeting procedures. The Treasurer will be a standing member of this committee.

H. Safety

- Promote safe operating practices especially relative to high altitude flight and mountainous terrain procedures;
- Promote accepted procedures for high-density traffic areas, increasingly complex airspace, and other federal regulations.
- Support and/or participate in safety seminars;
- Promote recurrent and advanced pilot training.

COMMENTS - The Chairman and most members of this Committee should be current licensed pilots; ideally, one member should be a practicing CFI.

I. Environmental

- Monitor and encourage compliance by members, non-members, and airport authorities, with current environmental regulations regarding prevention of water and soil contamination.
- Monitor, encourage, and educate all pilots and airport authorities in good operating practices to minimize engine noise impact on, and over-flight concerns of airport neighbors.
- Become educated and involved in Open Space issues as pertaining to residential and commercial encroachment on airports, and by working in alliance with other environmental and Open Space organizations, prevent encroachment and hence, possible eventual airport closure.

COMMENTS - Members of this Committee should possess environmental regulatory and engineering skills and/or environmental contracting services background. In addition, familiarity with noise source, its measurement and control, and local open space issues will be of major importance when dealing with airport neighbor issues.

J. Ad Hoc

A Committee or Committees established by the Board to handle special tasks, and terminated upon completion.

Comments – Ad Hoc Committees are special-purpose committees usually established quickly to evaluate and/or pursue narrow issues of immediate concern, and which are discontinued upon completion of the task. A number of committees or no committees may be active at any one time.

Nothing contained in this Article shall be construed to limit or restrict the duties of the above committees, except such as might be in conflict with the purpose of the Association as stated herein.

ARTICLE IX **Nominations and Elections**

A Nominating Committee of three, one of which shall be the previously appointed Chairman, shall be appointed by the President at the Regular Board Meeting held prior to the Annual Meeting. The Nominating Committee shall submit one name for each of the elective offices to the Secretary. Nominees must be members in good standing for one year immediately prior to the election and must be active members. This does not preclude additional nominations from the floor at the Regular Meeting prior to the election.

Voting shall be by ballot handed out to members only. The Secretary will devise a means that will reasonably assure that current members in attendance at the Annual Meeting are the only voters.

Ballot counters will count the votes and announce the results. If there is a challenge to results by any candidate, a reasonable effort will be made to rectify any procedural errors and a new vote will be immediately taken. All efforts should be made to complete the election at the Annual Meeting.

ARTICLE X
Quorum

Section 1. Deposing or discharging

A quorum, for the purposes of deposing from office or discharging a committee chairman or a committee member, shall require a majority vote of registered members.

Section 2. Normal Business

For all other normally transacted business, a quorum shall consist of a majority vote of members present.

Section 3. Proxies

Written Proxies should be counted as members present for purposes of determining a quorum in Sections 1 and 2.

A notice by e-mail, regular mail, or phone call to all members is required seven days prior to any of the above activities.

ARTICLE XI
Dues

Upon recommendation of the Board of Directors, dues may be altered at the Annual Meeting. Prior notification shall be given to all members via e-mail or regular postage. Members and member applicants shall be notified of the approved dues which shall be payable within thirty days of notification.

ARTICLE XII
Itemized Bills and Claims

A request for payment of itemized bills or claims must be presented at a Board meeting whereupon it must be moved and seconded that such bills or claims be allowed and that the Treasurer be authorized to make payment. No vote is necessary if there is no dissenting voice; otherwise a majority of "ayes" allows the payment. It is to be noted that telephone bills, postage bills and other expenses incurred in the publication of a newsletter or notices are to be paid by the Treasurer without vote.

Bills or claims having been presented and disapproved or disallowed may not again be presented.

Two Officers must sign checks over \$200.

The Treasurer, President, or Secretary may sign checks under \$200.

ARTICLE XIII
Conduct of Meetings

Section 1. Robert's Rules of Order

Robert's Rules of Order shall govern the conduct of meetings unless otherwise designated, except in instances of conflict between said Rules of Order and the Articles or By-laws of the Association.

Section 2. Voting

A quorum is necessary as defined in Article X.

Section 3. Board Meetings

The President shall conduct as much of the Association business as deemed desirable at Board meetings. The Secretary shall keep minutes of these Board meetings, and such minutes shall be read at the next Board meeting or regular meeting.

Section 4. Governing Law

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Utah General Nonprofit Corporation Law shall govern the construction of these By-laws.

ARTICLE XIV
Amendments

By-laws may be adopted and/or amended at a regular meeting following recommendation of the Board provided that a copy of the proposed amendments shall have been submitted to all members at least seven days prior to the meeting.

ARTICLE XV
Maintenance of Records

A copy of all out-going and incoming correspondence and pertinent attachments shall be provided to the Secretary for retention in the organization files.

Each Officer, Board Member, and Committee Chairman shall maintain complete records of all correspondence, pertinent notes and materials relative to all projects. These files shall be maintained in good order and provided to the newly elected or appointed replacement.

ARTICLE XVI
Fiscal year

The fiscal year of the Organization shall begin October 1 and end September 30 of the following year.

ARTICLE XVII
Articles of Incorporation

The original Articles of Incorporation shall be kept in the custody of the Secretary.

CERTIFICATE OF SECRETARY

I, Betty Lou Manwaring the undersigned, do hereby certify that I am the duly elected and acting Secretary of the UTAH GENERAL AVIATION ASSOCIATION, INC., a Utah non-profit corporation. The foregoing By-laws, comprising twelve (12) pages including this page, constitute the By-laws of said corporation as duly approved at a meeting of the Board of Directors thereof held on the 10th day of February, 2000.

Signed (Betty Lou Manwaring)

Adopted: February 23, 2000

Amended: March 8, 2001

Amended: September 10, 2004

STANDING RULES

At the Annual Meeting, Standing Rules may be amended by the members by majority vote with previous notice, or by two-thirds vote without previous notice. As revisions are made, dates will be included. Dates are not to be removed from a revision when reprinted. Dates of all revisions are also shown in chronological order in Appendix A, List of Revisions.

1. Dues as of September 28, 1998

At a meeting held in the CAP Building on September 28, 1998, it was voted the annual dues for membership in the Utah General Aviation Association would be \$25.00

2. Dues as of October 1, 2001

At a meeting held September 19, 2002, it was voted that the dues will be \$24.00 for easier pro-rating for new members during the year.