

# **TORRANCE AIRPORT ASSOCIATION**

Chapter of California Pilots Association

Revised July 15, 2020

## **ARTICLE I**

### **SECTION 1. NAME**

The name of this organization shall be TORRANCE AIRPORT ASSOCIATION, Chapter of California Pilots Association, a nonprofit, public benefit corporation operating under the Laws of the State of California for public educational and, charitable purposes.

## **ARTICLE II**

### **SECTION 1. PURPOSE**

The purpose of this organization shall be as stated in its Articles of Incorporation.

### **SECTION 2. LEGISLATIVE AND POLITICAL PURPOSES**

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

## **ARTICLE III**

### **SECTION 1. FISCAL**

- A. All funds of the Chapter shall be deposited in an account in the name of TORRANCE AIRPORT ASSOCIATION, Chapter of California Pilots Association, and may be withdrawn only by draft bearing the signature of anyone of the current elected officers.

The fiscal year of the Chapter shall be from January 1 to December 31 so as to coincide with that of the California Pilots Association.

- B. An annual report to the members shall be made within 120 days of the close of the fiscal year.

### **SECTION 2. DISSOLUTION**

Dissolution of this Chapter and the distribution of the assets therefrom shall be governed by the Articles of Incorporation.

### SECTION 3. DUES

- A. Chapter dues may be changed by a majority vote of the members present at a regular meeting provided that proper notice has been given that such action will be considered. Notice may be given by publication in the newsletter or other writing at least thirty days prior to the action to be taken. Dues will become payable at a time determined by a majority vote of the members present and will become in arrears thirty days following the date payable.
- B. Dues shall be paid to the TORRANCE AIRPORT ASSOCIATION, in accordance with its Bylaws and with the Bylaws of the California Pilots Association.

### SECTION 4. NOTICE

The Chapter Newsletter or direct individual e-mail shall serve as the official means of communicating and giving timely notice to the membership.

## ARTICLE IV

### SECTION 1. MEMBERSHIP

- A. Anyone having an interest in aviation consistent with the Articles of Incorporation and Bylaws of the Association can become a member upon payment of dues as established by the membership. There shall be only one class of membership with full voting rights as established by California Law.
- B. The Board of Directors may vote the dismissal of a member if they have cause to believe he/ she is of objectionable character or by any act has brought discredit to the Association. Such action must be by a two-thirds vote of the Directors of the Association.
- C. Any officer or other member of the Association may resign his/ 'her office and/ or chapter membership by submitting a written request to the President of the Association; or in case said officer is the President, resignation should be handed to the Vice President.

## ARTICLE V

### SECTION 1. ELECTIVE OFFICERS

The elective officers shall include at least a President, Vice President, Secretary, Treasurer and such other officers as the membership may from time to time determine.

## SECTION 2. NOMINATING COMMITTEE

Prior to the regular annual meeting the Board of Directors shall appoint three members to serve as the Nominating Committee. In addition, nominations may be accepted from the floor during a regular membership meeting.

## SECTION 3. NOMINEES

Nominees for elective office must be Association members for at least three months immediately preceding the election,

## SECTION 4. ELECTIONS

- A. The method of balloting and counting shall be in accordance with Robert's Rules of Order.
- B. Election of the Board of Directors shall be by a majority vote of members voting,
- C. Election of officers shall be by a majority vote of the Directors.

## SECTION 5. VACANCY IN OFFICE

- A. All vacancies shall be filled by selection and vote of the Board of Directors, except the office of President, to which the Vice President shall succeed.
- B. Any officer may be removed from office by a majority vote of the board of Directors for misconduct or neglect of duty, or for any reason on demand of two-thirds of the entire membership.

## SECTION 6. TERM OF OFFICE

- A. A term for members of the Board of Directors shall be for a period of **one** (9/5/96) year.
- B. A term for elected officers shall be for a period of **one** (9/5/96) year.

## ARTICLE VI

## SECTION 1. COMPOSITION OF BOARD OF DIRECTORS

- A. The Board of Directors shall be composed of five members, including the elected officers and the immediately Past President,
- B. The authorized number of Directors may be changed by amendment to these Bylaws duly adopted by the members.

## SECTION 2. GENERAL DUTIES OF BOARD

The Board shall have all duties and powers as set forth in the Articles of Incorporation. It shall carry out the purposes of the Association according to the Laws of California, the Articles of Incorporation and these Bylaws.

## SECTION 3. SPECIFIC DUTIES OF THE BOARD AND OFFICERS

- A. The President shall preside at all Association meetings and Board meetings, and shall enforce the observance of the Bylaws; he/she shall see that an officers and members of committees perform their respective duties as enjoined by the Bylaws; shall appoint all committee chairs; shall carry out the collective wishes of the members and be their spokesperson on matters of Association policy. He/she shall perform such other duties as specified in Robert's Rules of Order,
- B. The Vice President shall assist the President in the performance of his / her duties; shall preside at the Association membership meetings or Board meetings in the absence of the President.
- C. The Secretary shall maintain current copies of the Association's Articles of Incorporation and Bylaws. He/she shall be responsible for the accurate account of all transactions of the Association meetings; shall serve as custodian and file all papers and documents pertaining to Association transactions; shall handle Association correspondence; shall issue all notices as directed by the members in meetings or by the President; shall see that correct lists of members including address and telephone numbers are maintained; and shall perform such other duties as specified by the Board of Directors.
- D. The Treasurer shall be responsible for the control of all monies due the Association and shall hold receipts for them; make the reports of the receipts and expenditures at the annual membership meeting; payout such monies as authorized by the Board; shall file such reports as are required by the U.S. Government, the State of California and the California Pilots Association; and perform such other duties as are specified by the Board of Directors.

## ARTICLE VII

### SECTION 1. COMMITTEES

- A. The President, upon taking office, may appoint such Committee Chairpersons for such committees as are deemed appropriate.
- B. It shall be the privilege of each Committee Chairperson to choose his/her own committee members.
- C. Each Committee Chairperson shall make a report at the annual meeting.
- D. The Committee Chairperson shall meet with the Board as directed in an advisory capacity in the conduct of Association affairs.
- E. Duties of the Committees shall be determined by the Board.

## ARTICLE VIII

### SECTION 1. ANNUAL MEETINGS.

Annual business meetings of the Membership and the Board of Directors shall be in **July** (7/7/2016) of each year. The date for the Annual Meetings may be changed by vote of the membership.

### SECTION 2. SPECIAL MEETINGS

Special meetings of the Board or the Membership may be called by the President, a majority of the Board members or by five percent of the members. A seven-day written or oral notice of a Board meeting shall be given to the Board members. A thirty-day written notice of a membership meeting shall be given to the members.

### SECTION 3. QUORUM OF BOARD

A quorum for transaction of business shall be a majority of the authorized number of Board members.

### SECTION 4. CALIFORNIA PILOTS ASSOCIATION

Delegates representing the Association at meetings of the California Pilots Association shall be appointed by the Association President. (Note: As a CPA Chapter, the Association is entitled to vote as a Board Member at CPA Board Meetings).

## ARTICLE IX

### SECTION 1. MEMBERS' RIGHTS AND VOTING PRIVILEGES

- A. A member shall be entitled to cast one vote for the election of each Board member.
- B. Members may have access to Association records within thirty days, upon written demand to the President and at a time mutually agreeable.

### SECTION 2. QUORUM.

#### A. BUSINESS.

Presence of one-third of the membership, or fifteen members, whichever is fewer, at a regular or special meeting shall constitute a quorum for transaction of business at said meeting.

#### B. EXPULSION.

A majority of all members who have been members for the thirty day period immediately prior to the vote shall constitute a quorum to recommend expulsion from membership, or removal from office.

#### C. VOTE BY MAIL E-MAIL OR ON-LINE VOTING SERVICE.

Members may vote by mail by e-mail, or by TAA approved online voting service, but the membership must be advised when and where the ballots are to be returned. Ballots must be returned in order to be counted and valid.

### SECTION 3. AMENDMENT OF BYLAWS

A. These Bylaws may be amended at a regular or special meeting of the membership by a vote of two-thirds of those present. The proposed amendment(s) shall be submitted to all members at least thirty days prior to the meeting.

B. Proposed amendments may be submitted by the Bylaws Committee or the Board. C. An amendment shall be in effect immediately upon conclusion of the voting unless otherwise ordered by the membership or otherwise provided within the amendment itself, and shall be announced in the Association Newsletter to the membership as soon as practicable after its adoption.

D. An amendment, with the date of adoption, shall be recorded by the Secretary, and shall be appended to the Bylaws and kept therewith.

## ARTICLE X

### SECTION 1. RULES

A. The conduct of all meetings of the membership and of the Board of Directors shall be governed by the latest revised edition of Robert's Rules of Order where not specifically provided for in these Bylaws.

## CERTIFICATE OF RECORDING SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and active Recording Secretary of the TORRANCE AIRPORT ASSOCIATION, Chapter of California Pilots Association, a California nonprofit, public benefit corporation, and that the foregoing Bylaws constitute the Bylaws of said corporation as duly adopted at a meeting of the membership held on the 15th day of July, 2020.

President Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

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

Print Name: \_\_\_\_\_