

# **Kentucky Pilots Association Inc.**

## **Bylaws**

**07/11/2023**

### **ARTICLE I – Name**

#### **SECTION 1. Name.**

Kentucky Pilots Association, Inc. (KPA, or hereafter in these bylaws, “the Association”).

### **ARTICLE II – OFFICES**

#### **SECTION 1. Principal Office.**

The Association does not maintain any physical offices but shall maintain an Internet web site with current contact addresses (electronic and/or physical/telephonic) listed on the web site.

### **ARTICLE III – ORGANIZATION**

#### **SECTION 1. Organization.**

The Association is organized as a Kentucky non-profit corporation for the purpose set forth in Article IV.

### **ARTICLE IV – PURPOSE**

#### **SECTION 1. Purpose.**

- a. Promote and improve aviation safety.
- b. Educate youth about flying and develop opportunities for youth to learn to fly.
- c. Improve the Bardstown Kentucky Airport and develop a robust aviation community at the Bardstown Kentucky Airport.
- d. Provide and host aviation education and proficiency improvement activities.
- e. Promote a community of aviation enthusiasts based in Kentucky which shares information and hosts activities to promote aviation.
- f. Provide a social environment and fellowship for aviators and those interested in aviation.
- g. Acquire, own, hold, sell, lease, pledge, mortgage or otherwise dispose of any property, real or personal, necessary to the operation of the Association.

### **ARTICLE V – MEMBERSHIP**

#### **SECTION 1. New Members.**

New members are admitted after submission of a membership application and annual dues to the Membership Chairperson.

#### **SECTION 2. Membership Categories.**

- a. Regular Member.  
Any adult person with an interest in aviation shall be entitled to all rights, titles, privileges, offices, and ranks as such member.
- b. Youth Member.  
Any person under the age of eighteen sponsored by any dues paying member in good standing. Youth members may not vote or serve on committees.

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**SECTION 3. Withdrawal.**

A member may withdraw upon notification to the Secretary in writing.

**SECTION 4. Expulsion.**

A member may be expelled by a two-thirds vote of the members voting at any regular or special membership meeting. Thirty (30) days' notice shall be given to any such member. That member shall have the right to be heard either in person or by representative counsel at the membership meeting.

**ARTICLE VI – MEMBERSHIP PAYMENTS**

**SECTION 1. Application.**

Persons applying for membership shall submit their completed application and the appropriate dues as determined by the Board.

**SECTION 2. Annual Dues.**

Each member shall be assessed annual dues as set by the Board. These dues are due upon joining and are to be renewed at twelve-month intervals thereafter. Acceptable payment forms are cash, check, and credit card.

**ARTICLE VII – MEMBERSHIP MEETINGS**

**SECTION 1. Date, Time, and Place.**

The date, time and place of regular meetings shall be set by the Board and published on the web site.

**SECTION 2. Quorum.**

At any membership meeting, a quorum shall consist of thirty (30) percent of the voting members who are in good standing.

**SECTION 3. Presiding Officer.**

The President, or in her/his absence the Vice-President, shall preside. In the absence of both the President and Vice-President, then, in order, the Secretary, Treasurer, or other board member shall preside.

**SECTION 4. Voting.**

At any membership meeting, each Pilot member or Associate member in attendance will have one vote. A majority vote of the members present is necessary for the adoption of any resolution or for the election of a member to the Board.

**SECTION 5. Notices.**

If all members are present at a given time, any business may be transacted without previous notice.

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### **SECTION 6. Procedures.**

Normal and customary parliamentary procedures will be followed at all membership meetings.

### **SECTION 7. Minutes.**

Minutes will be kept of all proceedings.

## **ARTICLE VIII – ANNUAL MEMBERSHIP MEETINGS**

### **SECTION 1. Date, Time, and Place.**

The annual meeting of the Association shall be held during the month of October at a time and place determined by the Board.

### **SECTION 1a. Replacement of a Board member or Officer.**

In the event of a board member or Officer death or resignation, the board may appoint a replacement board member and/or officer to fill the vacated position until the next regular election by the general membership.

### **SECTION 2. Notices.**

Written notice of the annual meeting will be mailed to each member at her/his last known mailing address at least ten (10) days prior to the meeting date. If all members are present at a given time, any business may be transacted without previous notice. (Note: within these bylaws, mail includes electronic mail, if the member has provided such address. It is the duty of all members to keep their email address updated with the KPA.)

### **SECTION 3. Election.**

At the annual meeting, the members shall elect by ballot the Directors and Officers. (Note: If the election does not include contested positions, it may be by voice vote.)

## **ARTICLE IX – SPECIAL MEMBERSHIP MEETING**

### **SECTION 1. Called Meeting.**

A special meeting of the membership may be called by the following:

- a. The President.
- b. The Directors by a simple majority.
- c. The members, by a written petition of at least 10% of the membership.

### **SECTION 2. Notice.**

It shall be the duty of the Secretary to inform the membership of any special meeting within thirty (30) days after such a demand. Notice stating the time, the place, and the purpose will be mailed/emailed to each member at her/his last known address at least ten (10) days prior to the meeting date. If all members are present at a given time any business may be transacted without previous notice. It is the duty of all members to keep their email address updated with the KPA.

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### **ARTICLE X – BOARD**

#### **SECTION 1. Members.**

The Board shall consist of five (5) members:

- a. Directors – Four (4).
- b. Immediate Past President – One (1).

Each year, two (2) Directors shall be elected to the Board to serve three (3) year terms. The initial year will be managed as follows: Two (2) Directors will be elected for three (3) years and two (2) will be elected for two (2) years.

#### **SECTION 2. Qualifications.**

All Board Members shall be members in good standing of the Club and be at least eighteen (18) years of age.

#### **SECTION 3. Installation.**

The Directors shall be installed at a meeting set by the Board.

#### **SECTION 4. Meetings.**

The meetings of the Board shall be held regularly and shall be called at a time and place to be determined by the Board. No later than one (1) month after the annual meeting, the newly elected Directors shall meet with the outgoing Board to organize for the incoming year and to transact any necessary business.

#### **SECTION 5. Quorum.**

A majority of currently serving Board members shall constitute a quorum at all Board meetings.

#### **SECTION 6. Majority.**

The majority vote of currently serving Board members present at a meeting shall be necessary to pass any resolution or authorize any act of the Board.

#### **SECTION 7. Minutes.**

The Board shall keep a complete record of all proceedings. A statement showing in detail the condition and the affairs of the Association shall be presented at the regular meeting of the Board.

#### **SECTION 8. Assignment of Duties.**

The Board may assign to any consenting member any duty or office which the Board deems appropriate and necessary to the conduct of the Association, and which is not otherwise expressly provided for in these bylaws.

#### **SECTION 9. Outside Services.**

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The Board may engage salaried personnel from outside the membership to perform such services on behalf of the Association, as the membership deems appropriate and necessary.

### **SECTION 10. Enforcement of the Rules and Regulations.**

The Board shall enforce all rules and regulations, as approved by the membership, pertaining to the operation of the Association and to the use of Association property.

### **SECTION 11. Remuneration.**

The Board shall serve without compensation or reward.

### **SECTION 12. Vacancies.**

In case of a vacancy on the Board, the membership shall fill such vacancy by election from the membership at the next regular meeting.

## **ARTICLE XI – SPECIAL BOARD MEETING**

### **SECTION 1. Called Meetings.**

Special meetings of the Board may be called by the following:

- a. The President.
- b. The Board members by a simple majority.
- c. Members of the Association, by a written petition of at least 10% of the membership.

### **SECTION 2. Notice.**

Notice of any special meeting of the Board stating the time, the place and the purpose shall be mailed/emailed or personally given to each Board member not later than three (3) days before the meeting date. It is the duty of all members to keep their email address updated with the KPA.

## **ARTICLE XII – OFFICERS**

### **SECTION 1. Officers of the Association.**

The Officers shall consist of a President, Vice-President, Secretary, Treasurer and Membership Chairperson.

### **SECTION 2. Election.**

The Officers shall be elected from the membership at the first meeting after organization and thereafter at the regular annual meeting and must be approved by the Board of Directors.

### **SECTION 3 Tenure in Office.**

The Officers shall hold office for twenty-four (24) months beginning January 1 and/or until their successors are elected and qualified.

## **ARTICLE XIII – PRESIDENT**

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### **SECTION 1. Duties.**

The President shall be responsible for the following:

- a. To be the Chief Executive Officer of the Association.
- b. To preside over all meetings of the membership and of the Board.
- c. To call special meetings of the Board.
- d. Except for checks, to execute with the secretary in the name of the Association, all contracts, and instruments, which have been approved by the Board.
- e. To co-sign checks executed in the name of the Association as appropriate.
- f. To be responsible to the membership and to the Board for the operation of the Association.
- g. To enforce all decisions of the membership and of the Board.
- h. To recommend for approval to the membership all operational rules of the Association.
- i. To report to the membership, with recommendations, all violations of such rules by any member.

## **ARTICLE XIV – VICE-PRESIDENT**

### **SECTION 1. Duties.**

The Vice-President shall be responsible for the following:

- a. The Vice-President shall be vested with all the powers and shall perform the duties of the President in cases of her/his absence.
- b. The Vice-President shall perform such duties connected with the operation of the Association as she/he may undertake at the suggestion/direction of the President or Board.

## **ARTICLE XV – SECRETARY**

### **SECTION 1. Duties.**

The Secretary shall be responsible for the following:

- a. To keep minutes of the proceedings of membership meetings and meetings of the Board.
- b. To the giving and serving of notice of all meetings of the membership and of the Board.
- c. To keep the following: the bylaws of the Association, the seal, and such other books and papers as the Board or membership may direct.
- d. To execute with the President, in the name of the Association, all contracts and instruments which have been approved by the Board.
- e. In the absence or disability of the Treasurer and under the direction of the President, to execute, in the name of the Association, checks for the expenditures authorized by the Board.
- f. To perform all duties incident to the office of Secretary, subject to the control of the Board.
- g. To perform such duties as she/he may undertake at the suggestion/direction of the President.

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### **ARTICLE XVI – TREASURER**

#### **SECTION 1. Duties.**

The Treasurer shall be responsible for the following:

- a. To sign checks for expenditures authorized by the Board.
- b. To receive and deposit all funds of the Club in a financial institution selected by the Board.
- c. To pay out funds as authorized by the Board.
- d. To account for all receipts, disbursements, and balances on hand.
- e. To provide a monthly and annual report on the financial status of the Association to the Board and to the membership.
- f. To file Federal and State tax returns as required by law.
- g. To file any other Federal and State reports, registration renewals, etc., as required by law.
- h. To perform all duties incident to the office of the Treasurer subject to the control of the Board.
- i. To perform such duties as she/he may undertake at the suggestion/direction of the President.

### **ARTICLE XVII – MEMBERSHIP CHAIRPERSON**

#### **SECTION 1. Duties.**

The Membership Chairperson shall be responsible for the following:

- a. To coordinate new membership recruitment in conjunction with the Board and membership.
- b. To ascertain the qualifications of all prospective members and to present applications to the Board.
- c. To maintain a current membership roster with each member's name, contact information, and other Association-relevant data as supplied by the member, e.g., pilot ratings, plane(s) owned, etc.
- d. To perform such duties as she/he may undertake at the suggestion/direction of the President.

### **ARTICLE XVIII – ASSOCIATION FISCAL MANAGEMENT**

#### **SECTION 1. Authorization of Expenditures.**

No member, officer, director, or any other individual may authorize expenditures or obligate the Association financially without the expressed approval of the Board.

#### **SECTION 2. Reimbursements.**

Individual members will be reimbursed for any personal expenditures for the Association operation or benefit, provided such expenditures have been approved by the Board.

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### **SECTION 3. Audit.**

An annual internal audit of the accounts of the Association shall be made by an Audit Committee, appointed by the Board, with the results communicated to the board and membership.

### **SECTION 4. Surplus.**

The disbursement of any net savings or surplus funds shall be determined by the Board. In any event, no funds shall be disbursed to any member(s) or other individual(s) for their personal use except for competitive grants or like programs approved and regulated by the Board. See "Grants" (following).

### **SECTION 5. Grants.**

Grants or similar programs furthering aviation education and training activities benefiting recipient individuals may be approved by the Board. The Board will approve eligibility criteria and ensure accountability of any disbursed funds.

## **ARTICLE XIX – INSURANCE AND INDEMNIFICATION**

### **SECTION 1. Directors and Officers Insurance**

If economically feasible, the Association may purchase and keep in force Directors and Officers (D&O) insurance covering Association officers and directors (all Board members). The D&O coverage shall be of a type and level of coverage appropriate for the Association as determined by the Board. The Board will review the D&O policy annually and, if necessary, update it.

## **ARTICLE XX – AMENDMENTS AND DISSOLUTION**

### **SECTION 1. Change of Bylaws.**

These bylaws or any part thereof may be repealed, altered, amended or new bylaws adopted by majority vote of members present at any general meeting of the membership. All such changes shall be submitted in writing to the Board or by personal appearance at a regular Board meeting before being submitted to the membership. The Board shall bring such changes before the membership with recommendation(s). A recommendation for approval of any change will require a majority vote of the Board.

### **SECTION 2. Dissolution.**

Dissolution requires the recommendation of the Board and the approval by majority vote of the members at a called meeting. The meeting shall not be held until after a thirty (30) day written notification of purpose has been distributed to the membership by mail, email, or in person.

### **SECTION 3. Distribution upon Dissolution.**

No part of the net earnings of the Association shall inure to the benefit of any Officer, Director, or member of the corporation. Upon dissolution, the assets of the Association shall be, after due provisions have been made for the satisfaction of all liabilities and obligations of the



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Association, distributed to another association or associations organized for the purposes substantially similar to the purpose for which this corporation was organized.