

**AMENDED AND RESTATED BYLAWS  
OF  
IDAHO AVIATION ASSOCIATION, INC.  
An Idaho Nonprofit Corporation  
04/06/2013**

**ARTICLE I  
OFFICES**

**Section 1.01 Principal Office.** The principal office of Idaho Aviation Association, Inc., an Idaho nonprofit corporation (the "Corporation"), shall be located at P.O. Box 2016, Eagle, Idaho 83616. The Corporation may have such other or substitute offices as the Board of Directors may designate or as the business of the Corporation may require.

**Section 1.02 Registered Office.** The registered office of the Corporation shall be maintained in the state of Idaho at 1495 E. Salesyard Road, Emmett, Idaho, 83617 and may be changed when necessary by the Board of Directors.

**ARTICLE II  
MEMBERS**

**Section 2.01 Admission to Membership.** Any person shall be admitted as a member of the Corporation upon payment of the annual dues set by the Board of Directors for the calendar year in which such person applies for membership and upon completion and submission of a membership form which is accepted by the Corporation. Annual dues will be due at the time of enrollment and shall be prorated to reflect the number of months of membership during the first year of admission. Dues for subsequent years of enrollment shall be due on the day and time established by the Board of Directors. Membership may be terminated as determined by the Board of Directors if dues are not timely received. Conditions of membership and procedures for the suspension or termination of a membership by the Corporation may be established by the Board of Directors. A member may choose to be affiliated with a chapter or to be a member at large.

**Section 2.02 Classes of Members and voting.** Membership classes may be determined by the Board of Directors. Each dues-paying member, regardless of class, shall be entitled to vote on any matter submitted to a vote of the members.

**Section 2.03 Airway Districts.** For the purpose of electing representatives to the Board of Directors, the state shall be divided into six Airway Districts with boundaries corresponding to the boundaries of the Idaho Transportation Department's Highway System Map. Members within each District shall be eligible to elect a member to the Board of Directors as prescribed in Section 4.03 of these bylaws.

## **ARTICLE III MEETINGS**

**Section 3.01 Annual Meetings.** An annual meeting of the members shall be held each year with the exact time and place of the meeting to be established by the Board of Directors. Notice of the meeting shall be given at least 30 days in advance through the Corporation's newsletter or other reasonable means. The annual meeting shall be held for the purpose of electing an at-large director every third meeting and for the transaction of such other business as may come before the members.

**Section 3.02 Special Meetings.** Special meetings of the members may be called by the Board of Directors or on the request of not fewer than ten percent of the members of the Corporation.

**Section 3.03 Place of Meetings.** The Board of Directors may designate any place, either within or without the state of Idaho, as the place of meeting for any annual meeting or for any special meeting.

**Section 3.04 Notice of Meeting.** The secretary, the president, or members of the Board of Directors shall give notice through the Corporation's newsletter. If any notice is mailed to members, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation or at such other last known address of which the Corporation may have notice.

**Section 3.05 Waiver of Notice.** Whenever any notice is required to be given to any member under the provisions of the Idaho Nonprofit Corporation Act as set forth in Title 30, Chapter 3, Idaho Code (the "Act"), or under the provisions of the Articles of Incorporation of the Corporation (the "Articles") or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE IV DIRECTORS**

**Section 4.01 General Powers and Standard of Care.** All corporate powers shall be exercised by or under authority of the Board of Directors, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors except as may be otherwise provided in the Act or the Articles.

A director shall perform such director's duties as a director, including such director's duties as a member of any committee of the Board upon which such director may serve, in good faith, in a manner such director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such director's duties, a

director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence; or
- (c) A committee of the Board of Directors upon which such director does not serve, duly designated in accordance with a provision of these bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

However, such director shall not be considered to be acting in good faith if such director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs such duties shall have no liability by reason of being or having been a director of the Corporation.

**Section 4.02 Number, Tenure and Qualifications.** The number of directors shall be seven (7). One director shall be elected from each of six (6) Airway Districts within the state of Idaho, and one director shall be elected by a vote of all members present at every third annual meeting of the Corporation and shall serve as a director at large.

Directors shall be elected for staggered three-year terms. Each director shall hold office until the end of the term or until a successor shall be elected and qualified. Nominations and qualifications for the director at large submitted in writing to the corporate secretary not less than five days in advance of such annual meeting shall be prepared and made available to the members at such meeting. Nominations shall also be permitted from the floor at the meeting. Directors must be members of the Corporation. Each member shall be entitled to vote in the election of the at-large member of the Board of Directors provided such member is present at the annual meeting of the Corporation.

**Section 4.03 Election of Directors within Airway Districts.** When an Airway District director's term expires, the president and secretary shall conduct an election within the director's Airway District for the selection of a member to serve a three-year term on the Board of Directors pursuant to Section 4.02. Such election shall take place prior to the annual meeting of the Corporation during the year that Airway District's board member's term expires. A simple majority of ballots returned shall determine the new director.

**Section 4.04 Vacancies.** Any vacancy occurring on the Board of Directors for any reason, or any directorship to be filled by reason of an increase in the number of directors shall be appointed by the Board of Directors. Directors appointed to fill a vacancy shall fill the unexpired term of their predecessor in office.

**Section 4.05 Removal of Directors.** Any director may be removed from office for cause by a two-thirds majority vote of the total directors. A director may be removed from office after two unexcused absences of any Board of Directors meetings within any twelve-month period.

**Section 4.06 Regular Meetings.** A regular annual meeting of the Board of Directors shall be held, without other notice than this bylaw, prior to, concurrently with, or within a month following the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors.

**Section 4.07 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board of Directors may designate any place as the place for holding any special meeting of the Board of Directors.

**Section 4.08 Notices.** Notice of any special meeting of the Board of Directors shall be given at least two days in advance by written notice delivered personally or sent by mail or e-mail to each director at each director's address as shown by the records of the Corporation. The attendance of a director at any meeting shall indicate that such director received notice of such meeting. The purpose of any special meeting of the Board shall be specified in the notice of such meeting.

**Section 4.09 Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if fewer than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice. Once a quorum is established, it shall remain for the duration of the meeting.

**Section 4.10 Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise provided by law or by these bylaws.

**Section 4.11 Informal Action.** Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a majority of the directors give written consent in advance. Written consent may be in the form of e-mail. In order to pass, any issue submitted to a vote of directors by e-mail must receive an affirmative vote from a majority of all board members.

**Section 4.12 Open Meetings.** It is the intent of the Corporation to conduct its business in open sessions whenever possible. However, in those circumstances where

the Board of Directors is discussing or acting upon strategy with respect to litigation, implementation of security systems, purchase of property and discussion of personnel matters, the meeting may be closed.

On any other matter which the Board of Directors chooses to deal with in a confidential manner, the Board of Directors may close its meeting to the members of the Corporation and the general public. An affirmative two-thirds vote of the members of the Board of Directors present is necessary to close the meeting.

**Section 4.13 Compensation.** Directors shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for and in the interest of the Corporation and approved by the Board of Directors in advance.

**Section 4.14 Director Conflicts of Interest.** The Corporation shall not contract with its directors. The Corporation shall not normally contract or enter into a similar transaction with an organization in which one or more of its directors or officers has an association or financial interest. However, by a two-thirds vote of directors, the Corporation may approve such a contract or similar transaction and may choose to allow or disallow such directors' votes when voting to approve such contract or similar transaction. However, the Corporation shall not enter into such agreement until:

(a) Those directors or officers having a potential conflict fully disclose their relationship, holding, interest or other association that could bias their judgment in serving the best interests of the Corporation, and;

(b) The Board of Directors deems the contract to be fair, reasonable and in the best interest of the Corporation and to pose no future conflict of interest between those directors or officers having a potential conflict of interest and the Corporation.

**Section 4.15 Loans to Directors.** The Corporation shall not lend money to or use its credit to assist its directors or officers.

**Section 4.16 Liability of Directors for Wrongful Distribution of Assets.** In addition to any other liabilities imposed by law upon the directors of the Corporation, the directors who vote for or assent to any distribution of assets other than in payment of its debts when the Corporation is insolvent or when such distribution would render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations, and liabilities of the Corporation shall be jointly and severally liable to the Corporation for the value of such assets which are thus distributed to the extent provided for by Idaho law.

## **ARTICLE V OFFICERS**

**Section 5.01 Number and Title.** The officers of the Corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the office of president and the office of secretary. With the exception of the president, the officers of the Corporation need not also be members of the Board of Directors.

**Section 5.02 Election and Term of Office.** The Board of Directors shall elect or appoint a chairperson at the annual meeting of the Board of Directors. The chairperson shall fill the office of president until the next annual meeting. The other officers of the Corporation shall also be elected or appointed annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until their successor shall be duly elected and qualified.

**Section 5.03 Vacancies.** Vacancies may be filled or a new office created and filled by the Board of Directors.

**Section 5.04 Removal.** Any officer elected or appointed by the Board of Directors may be removed by an affirmative vote of two-thirds of the total Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby.

**Section 5.05 President.** The president shall be the chief executive officer of the Corporation and the chairperson of the Board. The president shall preside at all meetings of the Board of Directors and the general membership. The president shall be in general charge of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The president may sign with the secretary, or any other proper officer of the Corporation authorized by the Board of Directors, any deed, mortgage, bond, contract or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation. In general the president shall perform all duties incident to the office of president and such other duties prescribed by the Board of Directors.

**Section 5.06 Vice President.** In the absence of the president or in the event of the president's inability or refusal to act, the vice president (or in the event there shall be more than one vice president, the vice presidents in order of their election) shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform other duties assigned by the chairman of the Board of Directors.

**Section 5.07 Secretary.** The secretary shall keep the permanent minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records and corporate seal, keep a register of the name and post office address of each member, notify each Airway District through the Corporation's newsletter six months prior to the expiration of that District director's term of office, and in general perform all duties incident to the office of secretary and such other duties as assigned by the president or the Board of Directors.

**Section 5.08 Treasurer.** The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. The treasurer shall assure that money due and payable to the Corporation from any source whatsoever, shall be deposited in the name of the Corporation in such bank or other financial institution selected by the Board of Directors, and in general shall perform all the duties of treasurer and such other duties assigned by the Board of Directors. The treasurer shall, with the appropriate standing committee chairmen and president, prepare an annual operating budget showing income and expenses to be presented to the Board for approval at the annual meeting of the Board of Directors.

## **ARTICLE VI COMMITTEES**

**Section 6.01 Executive Committee.** The Board of Directors may authorize an executive committee composed of the officers of the Corporation or any combination of officers. The powers of this committee shall be determined by the Board of Directors.

**Section 6.02 Other Standing Committees.** The Board of Directors may establish such additional committees as are necessary and appropriate to carry out the business of the Corporation. Committees designated by the Board of Directors may be composed entirely of officers, entirely of members of the Board of Directors, or may include members of the Corporation. Each committee shall have the duties and responsibilities delegated to it by the Board of Directors.

**Section 6.03 Appointment.** The chairperson of each standing committee shall be appointed by the chairman of the Board of Directors with the advice and consent of the Board of Directors.

Committee members shall be appointed by the chairperson of each committee in consultation with the chairman of the Board of Directors. Committee members may or may not be members of the Board of Directors. At least one member of each standing committee shall be selected from the Board of Directors.

**Section 6.04 Duties.** The duties, responsibilities, authority, and composition of all standing committees and ad hoc committees shall be stated in writing and adopted by resolution of the Board of Directors.

**Section 6.05 Term of Office.** All committee members shall serve until the first annual meeting following their appointment or until their successors have been appointed.

## **ARTICLE VII CHAPTERS**

**Section 7.01 Authorization.** The Board of Directors shall authorize local chapters of the Idaho Aviation Association. Each Airway District director shall coordinate and provide information to all chapters within his/her district. The director may also be an officer within his/her local chapter if there is only one chapter in his/her Airway District. If there is more than one chapter in an Airway District, the director shall maintain status of member at large and not hold office in a chapter.

**Section 7.02 Application.** Members who wish to form a chapter may do so by making application to the Board of Directors on a form provided by the corporation. Applications must be endorsed by at least five members.

**Section 7.03 Bylaws.** Local chapter bylaws shall not conflict with the Corporation's bylaws. Chapter bylaws must be approved by the state Board of Directors before a chapter charter is issued. The state Board of Directors must approve all amendments to chapter bylaws.

**Section 7.04 Chapter Revocation.** The operating charter of a local chapter may be revoked by a two-thirds vote of the state Board of Directors. All funds and assets of a chapter so dissolved revert to the state corporation after chapter debts are satisfied.

**Section 7.05 Chapter Funding.** the Board of Directors may, in its sole discretion, allocate a portion of annual dues to chapters requesting such allocation. Unless otherwise determined by the Board of Directors, the allocations shall be made in February of each year and shall be \$5.00 per member affiliated with the requesting chapter. Chapter allocations are to be used for purposes in keeping with the IAA bylaws, policies and mission statement. Directors of Airway Districts may request funds from the state Board of Directors for specific District projects or expenses at any time.

## **ARTICLE VIII MISCELLANEOUS**

**Section 8.01 Indemnification.** The Corporation shall indemnify any director, officer, or former director or officer of the Corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he or she is

adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation.

**Section 8.02 Depositories.** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may elect.

**Section 8.03 Contracts.** The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 8.04 Checks, Drafts, Etc.** All checks, drafts, or order for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such persons and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the treasurer.

**Section 8.05 Fiscal Year.** The fiscal year of the Corporation shall end on the last day of December of each year.

**Section 8.06 Investment.** Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

**Section 8.07 Audit.** The financial books and records of the Corporation shall be audited by a public accountant at such times as authorized by the Board of Directors.

**Section 8.08 Books and Records.** The Corporation shall keep correct and complete books and records of accounts, shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the name and address of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his/her agent or attorney or the general public for any proper purpose at any reasonable time.

**Section 8.09 Dissolution.** A resolution to dissolve the Corporation shall be submitted to a vote of the members. In the event of dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose of the assets of the Corporation in such a manner consistent with the Articles and the Act.

**Section 8.10 Nondiscrimination.** This Corporation is an equal opportunity employer and shall make available its services without regard to race, creed, age, sex, color, ancestry, or national origin.

**Section 8.11 Political Activity.** The Corporation shall not, in any way, use corporate funds in the furtherance of or engage in any political activity for or against any candidate for public office. However, this bylaw shall not be construed to limit the right of any official or member of this Corporation to appear before any legislative committee to testify as to matters involving the Corporation.

**Section 8.12 Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest for the general purposes or for any special purposes of the Corporation.

**Section 8.13 Dues.** There shall be membership dues as established by the Board of Directors.

**Section 8.14 Parliamentary Procedure.** All meetings of the Board of Directors and membership shall be governed by *Robert's Rules of Order* (current edition) unless contrary procedure is established by the Articles, these bylaws, or resolution of the Board of Directors.

**Section 8.15. Bonding.** The Board of Directors is authorized to require the treasurer and any other officer or employee of the Corporation to give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Corporation shall pay the premiums required for such bonds.

**Section 8.16. Mission Statement.** The Board of Directors shall maintain a corporation mission statement which it shall review and revise at its discretion.

## **ARTICLE IX AMENDMENTS**

These bylaws may be altered, amended or repealed by a two-thirds majority vote of members in attendance at a general membership meeting. At least thirty days' prior written notice setting forth a proposed action and time and place of meeting shall be given to all members. Publication of such notice in the Corporation's newsletter shall satisfy this Article's notice requirement.

## SECRETARY'S CERTIFICATION

This is to certify that the foregoing bylaws of Idaho Aviation Association, Inc., have been duly adopted by the membership at a meeting held on June 26, 2010, in McCall, Idaho.

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Secretary

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Date