

MONTANA PILOTS' ASSOCIATION, INC.

CONSTITUTION

We, the Aviation Pilots of the State of Montana, believing in the strength of organization, do hereby unite in adopting this Constitution for the government of the Association.

ARTICLE I. Name and Objectives.

Section 1. The name of this Association shall be:

MONTANA PILOTS ASSOCIATION, INC.

Section 2. The objectives and purpose of this Association are to promote aviation; to protect the rights and privileges of pilots and those interested in aviation; to carry on an educational program for the benefit of the public with reference to the advantages, possibilities, and future of aviation; to promote a feeling of fraternalism among the pilots; to inculcate in members of the organization and pilots in general, a respect for all Federal and State regulations; to promote safety in flying; aid in search and rescue; assist in appropriate State and Local public service projects.

ARTICLE II. Membership

Section 1. Regular Members

Section 2. Other Members

- a. Associate Members
- b. Life Members
- c. Honorary Members

ARTICLE III. Officers

Section 1. The officers of the Association shall consist of a President, two Vice-Presidents (one to represent the Eastern District and one to represent the Western District) a Secretary, and a Treasurer. The office of secretary and treasurer may be combined at the pleasure of the Board of Directors at the Annual Meeting.

Section 2. The Board of Directors shall consist of the President, the two Vice-Presidents, the Treasurer, two Directors, immediate Past-President, and all Local Hangar Presidents.

ARTICLE IV. Local Chapters

Section 1. The local groups which comprise the Montana Pilots' Association, Inc. shall be known as Hangars. Local Hangars shall conduct business and functions in the spirit of **ARTICLE I, Section 2** of this Constitution. Officers of the local Hangars shall consist of a President, Vice-President, Secretary and/or Treasurer, and such numbers of Directors as the local Hangar may deem appropriate. The President, Vice-President, and directors of the local Hangars must be current members of the Montana Pilots' Association, Inc.

Section 2. The State President shall be informed of the current officers of the local Hangars within 15 days of any change in officers.

Section 3. Local Hangar Constitution and By-Laws must not violate any provisions of the State Constitution and By-Laws. Local Hangars may incorporate individually.

ARTICLE V. Meetings

Section 1. An annual meeting of all members of the Association shall be held at least once each year. Each member of the organizations shall be noticed at least thirty 30 days in advance of said annual meeting, and of the time and place where said meetings will be held. The site of the annual meeting shall be the same and in conjunction with the Annual Montana Aviation Conference.

Section 2. Special meetings may be held upon call by a majority of the officers and directors of the Association, and the members shall be notified in like manner as for the annual State meeting.

BY-LAWS
OF
MONTANA PILOTS' ASSOCIATION, INC.
A Montana Non-profit Corporation

Section 3. The Board of Directors shall meet at least three times each year, in addition to the annual meeting.

Section 4. All business meetings of the Association shall be conducted in accordance with the guidelines as established for business meeting conduct by Roberts Rules of Order.

ARTICLE VI. Amendments

Section 1. The Constitution may be amended by a two-thirds majority vote of those members eligible to vote and present at the annual meeting, provided such amendments have been presented in writing to the Board of Directors prior to the annual meeting.

Section 2. Any and all amendments to the constitution shall become a part of the Articles of Incorporation and shall be appropriately filed in accordance with the laws of the State of Montana.

Section 3. Copies of the amended Constitution shall be mailed to each local Hangar within thirty (30) days following the incorporation of such amendments.

ARTICLE I. GOVERNMENT

Section 1. Powers of Government. The powers of government of the Montana Pilots' Association, Inc. shall be both legislative and executive; the executive powers of government being subordinate to the legislative powers.

Section 2. Legislative Power. The legislative power shall be vested in a State Board of Directors.

Section 3. Executive Power. The executive power shall be vested in four (4) elective offices: President, Vice-President Eastern District, Vice-President Western District, and Treasurer.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Formation. The State Board of Directors shall consist of the following members:

State President
State Vice-President, Eastern District
State Vice-President, Western District
State Treasurer
Immediate Past-President
Current President of each individual Hangar

In addition, two (2) directors shall be elected by the membership for a term of two (2) years. The Eastern Director to be elected in the odd years and the Western Director in the even years.

Section 2. Removal of Directors. At any regular meeting, (or special meeting, duly called), any director elected at the State meeting may be removed by a written affirmative vote of two-thirds of a quorum of the members of the Board of Directors. In such event, such director shall be replaced in accordance with **Article II, Section 6** of the By-Laws. Any Director so removed under this Section shall have the right of appeal at the next meeting of the Board.

Section 3. Quorum. A majority of the Board of Directors in attendance or any duly called meeting shall constitute a quorum for the transaction of any business for the Association.

Section 4. Directors Meetings. (amended) The Board of Directors shall meet at least three (3) times each year in addition to the annual meeting. The first such meeting shall be held within ninety (90) days following the annual meeting. Special meetings may be called by the State President by giving two weeks notice to all members of the Board. Special meetings may be conducted electronically (not physically attended). Special electronic meetings are for the sole purpose of taking action on one or more specific important issues that have had full board review and that require action on a timely basis. In order to conduct special meetings electronically, the quorum must consist of the President, the two Vice-Presidents, the Treasurer, the two Directors and Immediate Past-President. The State MPA shall bear the cost of setting up and conducting any and all electronically scheduled special meetings. The annual meeting of the Montana Pilots' Association, Inc. will be held at the time and place of the Annual Montana Aviation conference.

Section 5. Duties of the Board of Directors. The Board of Directors shall have full power and authority to exercise all corporate functions conferred upon the organization by law, and in addition to such general powers, they shall have the power and authority to do all things herein specified, subject to any regulations made by the membership, and **in addition,**

The Board of Directors shall be empowered to:

- A.** Establish amount and disbursement of annual dues in accordance with Article V.
- B.** Authorize and provide for the institution of individual Hangars of the Montana Pilots' Association, Inc. within the State of Montana.
- C.** Refuse to accept or renew the membership of any individual for conduct or acts prejudicial to the best interest of the organization.

Section 6. Vacancies. Any member of the State Board of Directors elected at a state annual meeting who shall absent him or herself from two (2) consecutive meetings of the Board without presenting a reason acceptable to the Board shall be deemed to have resigned and the office shall be declared vacant. In the case of vacancies on the state elected Board of Directors, the remaining Directors shall have the

power to elect a successor to hold office until the next annual election. In no event shall the office be vacant more than two months. Should a vacancy on the Board be that of a Hangar President, the Hangar shall submit to the State President, within 15 days, the name of his replacement.

ARTICLE III. EXECUTIVE OFFICES

Section 1. State Officers. The State Officers of the organization shall consist of a President, Vice-President Western District, Vice-President Eastern District, Secretary, and Treasurer.

Section 2. Qualifications. Any member in good standing for a period of at least one year, is eligible to hold office as President or Vice-President. The Secretary and the Treasurer must be member in good standing.

Section 3. Nominations and elections of officers. Each year, the Montana Pilots' Association, Inc. shall hold a meeting of the general membership at the time and place of the Annual Montana Aviation Conference. Nominations for State President, the State Vice-Presidents (Eastern and Western), State Treasurer, and one elective Director (East or West) shall be made from the floor of the Convention by a Nominating Committee previously appointed by the President. Additional nominations may be made from the floor. Nominees shall be elected by a majority vote of those members present and eligible to vote. The Secretary shall be appointed by the newly elected President. The State President, or in his absence, the presiding officer of the Convention shall designate the manner of voting and shall appoint an Election Committee to count the votes and announce the winning candidates. The Western District Vice-President and the Western District Director shall be elected by those eligible voting member residing **West** of 111° 30. W longitude line from North to South. The Eastern District Vice-President and the Eastern Director shall be elected in a like manner by those residing **East** of the 111° 30. West longitude line from North to South.

Section 4. Term of Office. Each officer shall serve for a term of one year following installation, or until the successor is regularly elected. The office of Director shall be held for a term of two (2) years.

Section 5. Duties of Officers. The **President** shall be the chief executive officer; shall be Chairman of the Board of Directors, and shall preside at all Board Meetings. The President shall submit a report to the membership at least once a year, which shall include the financial statement of the organization and a list of organizational activities. He shall be an ex-officio member of all standing committees, sign all official documents, appoint all committees not herein provided for, and perform such other duties as are usually required of this office. The retiring President shall submit to the Board at their meeting of the year, a report of the operations of the organization for the past year,

including a written financial statement from the Treasurer. The President shall also appoint the MPA representative to the AOM Board.

When the President is required to travel on MPA business, the President, or a member delegated by the President to represent the MPA on business, shall be reimbursed for their travel expense at the same rate per mile the State of Montana uses if their travel is by automobile. The rate shall be double if the travel is by aircraft. Travel by automobile will be the actual miles traveled times the current rate. Travel by aircraft will be the number of nautical miles by the most direct route, times the current rate, times two (2). The President or his delegate shall not be reimbursed for travel to MPA Board Meetings or to the Annual Convention.

Vice-Presidents: Either **Vice-President** Shall: Exercise all of the powers of the President during the President's absence or disability. The one Vice-President serving in that capacity shall be determined by the President, or in absence of a Vice-President, the Treasurer.

The **Secretary** Shall:

1. Keep the minutes of the meetings of the Board of Directors and shall forward a true copy thereof to the President of each individual Hangar and to the State Board Members and to the State Committee Chairmen.
2. Shall attend the giving and serving of all notices of the organization, handle the correspondence for the Association, and be custodian of all documents, records and office equipment.
3. File all forms necessary in compliance with our corporate status.
4. Send out bills when membership is due.
5. Keep a list of all regular members showing their financial status in the organization and submit this list and changes thereto to the Hangar Secretary/Treasurer.
6. Issue membership cards and notify all Hangars and members-at-large if and when dues are payable.
7. Shall receive all monies, issue receipts for the same and deposit said monies in such depository as may be selected by the Board of Directors.

8. Shall issue and co-sign the check of the Association with the **Treasurer** or designated member of the board.
9. Shall keep the checkbook of the organization.
10. Shall notify all new Hangar Presidents and Secretaries of their duties under these By-Laws.

The **Treasurer** Shall:

1. Shall keep a record of the disposition of the monies of the organization and make recommendations to the membership at the Annual Meeting.
2. Shall keep a correct record of the financial affairs of the organization and make an annual written financial report (attested by the President) to the Board of Directors.
3. **Both Secretary and Treasurer shall be bonded** in an amount to be determined by the Board of Directors with bond cost to be paid from State monies.

Section 6. Removal of Officers. Upon written affirmative vote of two-thirds of a quorum of the members of the Board of Directors, any officers may be removed either with or without cause. His successor shall be elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose. Any officer removed under this Section shall have the right of appeal at the next succeeding Board meeting.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility.

- a. **Regular Membership.** Any person who has taken at least one solo flight as the pilot of an aircraft may become a member of the Montana Pilots' Association, Inc. and has full voting privileges. Regular Members may be elected to hold any office at the Local Hangar level and may be elected to State Office as provided in Article III, Section 2.
- b. **Associate Membership.** Persons interested in aviation but who cannot qualify as a Regular Member may become an Associate Member.

Dues for Associate Members shall be one-half (½) the dues for Regular Members. They shall receive a membership card and the Official Publication. Should an associate member become eligible for Regular

membership, the member shall be transferred to full membership at no additional charge for the remainder of the dues year.

An Associate Member cannot: 1. be President or Vice-President of the local Hangar, or hold any office in the State Association other than Secretary. 2. have full voting privileges.

c. **Life Membership.** Life memberships may be granted, by consent of the State Board of Directors, to members who have been of exceptional service to the Montana Pilots' Association, Inc. The State Association will automatically renew memberships each year at no additional charge, issue membership cards, and include said members on the mailing list. They shall have full membership privileges.

d. **Honorary Membership.** Honorary membership may be granted to the visiting dignitaries who have been helpful to the aviation community. He may not vote or hold office, and will not receive mailings. Certificates issued indicating Honorary Membership may be signed by local Hangar Officers.

Section 2. Application for Membership. All applications for membership shall be submitted on forms provided, either to the secretary or treasurer of any Hangar, or directly to the State Treasurer of the Montana Pilots' Association, Inc., and shall be accompanied by an amount equal to the annual dues as established in accordance with the By-Laws. Applications for Memberships-at-large shall be made directly to the State Treasurer. Any member not affiliated with a local Hangar shall pay his dues to the State Treasurer.

Section 3. State Membership Dues.

Any person joining this organization between the first day of October and the last day of December shall be deemed to have paid up dues for the ensuing calendar year, commencing the first day of January, and a current membership card shall be issued to him.

Section 4. Convention. Annual meeting will be at the time and place of the Annual Montana Aviation Conference. Funds shall be made available when necessary to help Host Hangars to finance drawing attractions that will serve to stimulate attendance. Every effort shall be made by hosting Hangar to have a financially successful convention. A financial statement of the said convention shall be presented in writing to the State Treasurer within thirty (30) days following the convention. Said statement shall be a true and correct statement of all income and expenditures, and shall be accompanied by a check from the hosting

Hangar equal to 25% of any profits made on said convention. These monies shall be added to those available for the next year's convention fund.

Section 5. Delinquency. When a member shall remain in arrears for dues for a period of three months after the first day of January and due notice shall have been given, the member shall forfeit all privileges of membership in the organization and the members name shall be dropped from the membership roll. The member may reinstate by paying the current annual dues, in full.

ARTICLE V. BOOKS AND RECORDS

Section 1. Availability.

The books, accounts, records, and supplies of this organization shall be open to inspection of any member in good standing, at such reasonable time or times as the Board of Directors may designate. However, any member in good standing may inspect the books and records, then available, at any regular meeting or the Board of Directors

ARTICLE VI. LOCAL HANGAR

Section 1. The State Board of Directors of the Montana Pilots' Association, Inc. shall have the power to receive and approve applications for the establishment of local Hangars of the Montana Pilots' Association, Inc. throughout the State of Montana upon application to the State Board of Directors submitted by not less than ten (10) proposed Charter Members of such local Hangar. Upon approval of such application by the Board Of Directors, such local Hangar shall thereupon proceed to complete the organization of said local Hangar, and to elect directors and Officers, and to adopt By-Laws therefore; provided, however that such By-Laws shall be so drafted as to implement and promote the principles, purposes, and objectives of the Montana Pilots' Association, Inc., and that such By-Laws shall not conflict with State By-Laws.

Any Hangar which may have By-Laws in conflict with State By-Laws, as determined by the State Board of Directors, shall have their Charter revoked at the next regular meeting of the State Board of Directors, following the giving of sixty (60) days written notice to the offending Hangar regarding such conflict and their failure to effect proper correction within the prescribed time limit. Promptly following adoption, all Hangar By-Laws shall be sent to the State Secretary for filing. All

subsequent amendments must be filed with the State Secretary not later than sixty (60) days following adoption.

Section 2. The President of each Hangar shall be empowered to designate any member from the Hangar to represent that Hangar at State Board meetings in the event that the President, is unable to attend. This delegate shall be provided with a written proxy from the Hangar president which will be submitted to the presiding officer of the Directors meeting. The delegate will then be empowered to exercise the Hangar President's vote in all transactions of the State Board business.

Section 3. Any projects in which the general public is invited to participate (sponsored by a Hangar of the Montana Pilots' Association, Inc.) shall have adequate public liability insurance to protect State and Local Hangar Officers and individual members from any and all hazards connected with such functions and activities. Said insurance shall be paid for by the sponsoring Hangar.

Section 4. The State MPA will collect the treasury from an inactive Hangar after two (2) years of inactivity. These Funds would be held in an escrow account for a period of five (5) years, and returned to the local Hangar should it be reactivated. If the Hangar does not become reactivated within the five (5) years, the money in the escrow account would revert to the general fund of the State MPA.. In the event of the dissolution of the Montana Pilots' Association, Inc., its assets shall be transferred to the Aviation Organizations of Montana (AOM).

Section 5. Local Hangars shall hold an election of officers at least once during each calendar year; the time for the local General Election shall be any time within the two-month period beginning December 1st and ending January 31st each year. Local Hangars may hold Special Elections at any time throughout the year, and provisions for these may be defined within their local Hangar By-Laws.

ARTICLE VII. AMENDMENTS

Section 1. Any amendments to the By-Laws of the Montana Pilots' Association, Inc. must be approved by the Board of Directors prior to presentation to the voting members at the annual meeting. These amendments shall be accomplished by a two-thirds majority vote of the eligible voting members present.

Constitution And By-Laws Offered For Adoption At The 30th Annual Convention Of The Montana Pilots' Association, Inc., Kalispell, Montana, May 10, 1969

East / West Dividing Line Amended, Annual Convention Of The Montana Pilots' Association, Missoula, Montana, March 1, 1997 By Vote Of The Membership.

Constitution And By Laws Were Amended By More Than Two-Thirds Majority As Provided For In Article Vii, Section 1. Annual Meeting Of The Montana Pilots' Association Inc., Great Falls, Montana, March 6, 2004.

Constitution And By Laws Were Amended By More Than Two-Thirds Majority As Provided For In Article Vii, Section 1. Annual Meeting Of The Montana Pilots' Association Inc., Helena, Montana, March 4, 2006.

Constitution And By Laws Were Amended By More Than Two-Thirds Majority As Provided For In Article Vii, Section 1. Annual Meeting Of The Montana Pilots' Association Inc., Helena, Montana, March 6, 2010.