



# Bylaws

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Submitted by the

SAFE

Governance Committee

## **Table of Contents**

<b>ARTICLE 1 - Purpose</b> .....	3
<b>ARTICLE 2 - Membership</b> .....	3
<b>ARTICLE 3 - Termination of Membership</b> .....	4
<b>ARTICLE 4 - Voting by Members</b> .....	5
<b>ARTICLE 5 - Board of Directors</b> .....	5
<b>ARTICLE 6 - Officers</b> .....	6
<b>ARTICLE 7 - Professional Staff</b> .....	7
<b>ARTICLE 8 - Voting by Directors</b> .....	7
<b>ARTICLE 9 - Conflict of Interest</b> .....	7
<b>ARTICLE 10 - Meetings</b> .....	8
<b>ARTICLE 11 - Financial Management</b> .....	10
<b>ARTICLE 12 - Indemnification</b> .....	11
<b>ARTICLE 13 - Committees</b> .....	11
<b>ARTICLE 14 - Special Committees</b> .....	14
<b>ARTICLE 15 - Amendments</b> .....	14
<b>ARTICLE 16 - Rules of Order</b> .....	14
<b>ARTICLE 17 - Dissolution</b> .....	14

## **ARTICLE 1**

### **Purpose**

(Original) The purpose of SAFE (“the organization”) is to develop, promote, assist, and advance aviation education, flight instruction, career choices, and professional development.

(Proposed) The purpose of SAFE (“the organization”) is to develop, promote, assist, and advance aviation education, flight instruction, career choices, and professional development. SAFE seeks to create a safer aviation environment through enhanced education of its members.

Reason for Change: Update the “Purpose” Article to fall more in line with the organization’s Vision and Mission. The “Purpose” Article does not duplicate the Vision or Mission statement as these are dynamic and will change as the organization evolves. It is not desirable to have to change the by-laws every time there is a change to either of these statements.

## **ARTICLE 2**

### **Membership**

#### Section 2.01 – Membership

(Original) There are four classes of Membership in the Association: Flight Instructor, Aviation Educator, Associate, and Honorary.

(Proposed) There are four classes of Membership in the Association: Flight/Ground Instructor, Aviation Educator, Corporate/Group, and Honorary.

#### (Original) Section 2.02 – Flight Instructor

Any individual certificated as a Flight Instructor by any appropriate government agency is eligible for membership.

#### (Proposed) Section 2.02 – Flight/Ground Instructor

Any individual certificated as a Flight or Ground Instructor by any appropriate government agency is eligible for membership

Reason for Change: Ground Instructors were inadvertently omitted in the original document.

#### Section 2.03 – Aviation Educator

Any individual who is an Aviation Educator or has an interest in aviation education is eligible for membership.

(Original) Section 2.04 – Associate

The Associate class of membership includes any organization or enterprise engaged or interested in aviation education or flight instruction is eligible for Associate Membership. Each Associate Member shall designate one person to serve as its representative to act on its behalf.

(Proposed) Section 2.04 – Corporate/Group

The Corporate/Group class of membership includes any organization or enterprise engaged or interested in aviation education or flight instruction. Each Corporate/Group Member shall designate one person to serve as its representative to act on its behalf.

Reason for Change: In the early versions of the by-laws process the language that is now associated with the Associate membership was under the heading of Corporate/Group. Potential corporate members have indicated that they want to see a membership category that addresses their needs. This change simply reinstates the original intent and language. The original Associate category of membership is now covered under Aviation Educator.

Section 2.05 – Honorary

Upon recommendation of the Executive Director and approval of the Board, an individual may be granted Honorary Membership. Honorary membership is non-voting and non-dues paying.

Section 2.06 – Responsibilities

Each member shall comply with the Bylaws of the organization and the SAFE Code of Ethics.

### **ARTICLE 3**

#### **Termination of Membership**

Section 3.01 – Termination of Membership

Membership in SAFE may be terminated for good cause shown after notice to the member and a fair hearing. An affirmative vote of two-thirds (2/3rds) of the Board present at a regular or special meeting, shall be required to terminate the member.

Section 3.02 – Resignation

Any member may resign by filing a written notice of resignation with the Secretary, but such resignation shall not relieve such member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 3.03 – Reinstatement

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may reinstate a former member who was terminated pursuant to Article 3, Section 3.01.

#### Section 3.04 – Transfer of Membership

Membership in the organization may not be transferred.

### **ARTICLE 4**

#### **Voting by Members**

##### Section 4.01 - Voting by Members

Voting members may act by proxy by delivering proxies to any Board officer prior to the meeting at which they are to be exercised. The Secretary shall identify the proxy votes for purposes of constituting a quorum, and a proxy will be considered as a Member present.

### **ARTICLE 5**

#### **Board of Directors**

##### Section 5.01 – Governing Body

The governing body of the organization is the Board of Directors (“Board”).

##### Section 5.02. - General Powers

The Board of Directors shall govern the affairs of the organization consistent with these Bylaws.

##### Section 5.03. Number of Directors

The Board shall consist of at least seven (7) and no more than nine (9) members, as determined from time to time by the Board. All Directors shall have identical rights and responsibilities.

##### Section 5.04 - Tenure

Directors shall serve a term of three (3) years. A term shall be complete upon the passage of three (3) annual meetings. Directors shall take office upon the close of the meeting at which they are elected. No Director shall serve more than two (2) consecutive terms. Fulfilling an unexpired term may not be considered when calculating term limits. Directors shall serve staggered terms such that approximately one-third of the members of the board are elected annually.

##### Section 5.05. Board Members

Members of the Board shall adhere to the Bylaws of the organization and the policies and procedures prescribed in the Board of Director’s policy manual.

##### Section 5.06. Composition of the Board of Directors

Board members shall be sought who reflect the qualifications and diversity described in Board policies.

#### Section 5.07 - Nomination and Election

(Original) The Nomination Committee shall present to the membership at large, at least sixty (60) days prior to the annual meeting, a slate of Board members for election. Voting by the membership at large will be conducted by ballot procedures no later than thirty (30) days prior to the annual meeting. The newly elected Board members shall take office immediately upon adjournment of the meeting at which they are elected.

(Proposed) The Governance Committee shall present to the membership at large, at least sixty (60) days prior to the annual meeting, a slate of members for election to the Board. Voting by the membership at large will be conducted by ballot procedures no later than thirty (30) days prior to the annual meeting. The newly elected Board members shall take office immediately upon adjournment of the meeting at which they are elected.

Reason for Change Updates Nomination to Governance committee and also updates language from “a slate of Board members for election” to “a slate of members for election to the Board”.

#### Section 5.08 - Vacancies

Any vacancy in the Board, and any new position to be filled on the Board, may be filled by the Board from the membership at large. A Director selected to fill a vacancy shall serve the unexpired term of his/her predecessor in office.

#### Section 5.09 - Resignation

A Director may resign at any time by delivering written notice to the Chair of the Board.

#### Section 5.10 - Removal

The Board may remove any Officer or Director for cause by two-thirds (2/3rds) vote of all Directors only upon notice and due process provided to the Officer or Director proposed for removal.

## **ARTICLE 6**

### **Officers**

#### Section 6.01 - Positions

There shall be four (4) elected officers of the Board of Directors: Chair, Vice Chair, Secretary, and Treasurer. The roles and qualifications of these officers shall be determined by the Board in its policy manual.

#### Section 6.02 - Nomination and Election

The Board shall select Officers from among its membership.

#### Section 6.03. Tenure

The term for each Officer shall be the one-year period commencing with the date of the annual meeting of the Board of Directors. No person may be elected for more than three (3) consecutive one-year terms in a particular office.

#### Section 6.04 – Procedure

The Board shall determine rules of procedure for succession of officers and filling of vacancies.

### **ARTICLE 7**

#### **Professional Staff**

##### Section 7.01 – Executive Director

The Board of Directors may appoint an Executive Director to carry out the work of the organization in accordance with policies established from time to time by the Board.

##### Section 7.02 - Staff

The Executive Director shall appoint professional and support personnel as needed.

##### Section 7.03 – Annual Report

The Executive Director shall present each year at the annual meeting a written report on the affairs of SAFE including a budget report. Upon approval by the Board, the Executive Director shall present the report to the membership.

### **ARTICLE 8**

#### **Voting by Directors**

##### Section 8.01 –Voting

Only members of the Board may vote on Board matters. Board members may vote by proxy by delivering proxies to the Secretary prior to the meeting at which they are to be exercised. The Secretary shall identify the proxy votes for purposes of constituting a quorum, and a proxy will be considered as a Board member present. A proxy may be given in the form of an original signed document, a facsimile signature or by e-mail.

### **ARTICLE 9**

#### **Conflict of Interest**

##### Section 9.01 - Conflict of Interest

Officers, Directors, and employees may not participate in organization action with respect to any contract, transaction, accreditation, or other matter in which any such officer, Director, or employee, has any interest, financial or otherwise, unless said officer, Director, or employee makes full disclosure of the circumstances to the SAFE Board and said Board determines that (a) the interest is not so substantial as to affect the integrity of the organization and the services

being rendered by said officer, Director, or employee; or (b) on the basis of standards to be established in such rules and regulations, the interest of said officer, Director, or employee is too remote or too inconsequential to affect the integrity of the organization and the services being rendered.

## **ARTICLE 10**

### **Meetings**

#### Section 10.01. Quorum

The transaction of business at any regular or special meeting of the Board of Directors shall take place only when a quorum of three-fourths (3/4ths) of the Directors is present, except where otherwise required by these Bylaws. No action shall take place except by majority vote unless otherwise specified in these Bylaws.

#### Section 10.02 –Annual Member Meeting

There shall be an Annual Meeting of members at the same place and during the same week as the Annual Meeting of the Board.

#### Section 10.03 – Annual Meeting of the Board

The Annual Meeting of the Board shall be held at a location and time set by the Board. At the annual meeting the Board will install newly elected Board members, select Board officers, receive reports of SAFE committees, and conduct other business as required.

#### Section 10.04 – Other Meetings

Other meetings of the Board may be held at a location and time set by the Board. The purposes of these meetings will be designated by the Board and made known to all members of the organization.

#### Section 10.05 - Special Meetings of the Members or Board

(Original) Special meetings of the Board of Directors may be called by: (i) the Executive Director, (ii) a majority of the Board, or (iii) written request of fifty (50) members of the organization. Any request for a special meeting shall be filed with the Executive Director. The times and locations of such meetings will be determined by the Board; a special meeting will be scheduled to take place within sixty days of the valid filing of any request. Notice of a special meeting will be sent to each member at least two weeks before the date appointed. This notice shall state the reason for the meeting and no business shall be transacted at the meeting except as specifically stated in the notice. Notice to members may be delivered by electronic means

(Proposed) Special meetings may be called by: (i) the Executive Director, (ii) a majority of the Board, or (iii) written request of fifty (50) members of the organization. Any request for a special meeting shall be filed with the Executive Director. If the Executive Director's position is vacant, the request shall be filed with the Secretary of the Board. The times and locations of such meetings will be determined by the Board; a special meeting will be scheduled to take place within sixty days of the valid filing of any request. Notice of a special meeting will be sent to



each member at least two weeks before the date appointed. This notice shall state the reason for the meeting and no business shall be transacted at the meeting except as specifically stated in the notice. Notice to members may be delivered by electronic means

**Reason for Change:** Allows for the filing of a special meeting request with the secretary of the Board if the Executive Director's position is vacant.

Executive Session:

a) Board meetings shall be open to the public except when Executive Session is officially announced by the ~~Board~~ Chair. Executive Sessions shall be used rarely and most typically for the following reasons: Performance appraisal of the chief executive officer and litigation. However, the Board may choose to conduct an Executive Session with the auditors, following presentation of the annual budget.

b) The ~~Board~~ Chair and the Board itself may convene an Executive Sessions. A Board member may also request an Executive Session by contacting the Board Chair in advance, and specifying the reason for such a session.

c) (Original) The Board may include only persons that have an interest in the discussion related to the Executive Session.

c) (Proposed) The Executive Session will include Board members and only those persons, as determined by the Board, who have an interest in the Executive Session's subject.

**Reason for Change:** Revised language.

Section 10.06 - Notice of Regular Meetings of the Members or Board

Notice of each regular meeting of the members or of the Board shall be given in the SAFE Newsletter, by mail, by electronic transmission, or by ~~actual notice to each person entitled thereto~~ publication on the SAFE website at least thirty (30) days prior to the date of such meeting, and the notice shall state briefly the purpose of such meeting.

Section 10.07 - Meetings of Committees

Standing committees shall meet at such times and places as ~~may be~~ determined by the committee Chair. Committees, other than standing committees, shall meet at such times and locations as may be determined by the Chair.

Section 10.08 –Minutes of Meetings

The Secretary shall record and maintain the minutes of the general membership meeting and any meetings of the Board. A copy of the minutes shall be made available to the membership upon request during regular business hours. Minutes of meetings held during Executive Session that relate to personnel matters will be excluded for privacy reasons.

## **ARTICLE 11**

### **Financial Management**

#### Section 11.01 - Fiscal Year

SAFE shall operate on a fiscal year determined by the Board of Directors.

#### Section 11.02 -Budget

The Board shall approve an annual budget for the operation of the organization.

#### Section 11.03 - Audit

(Original) A certified public accountant will review finances, complete tax returns, and provide a written report each year. An audit will be conducted upon a change in the Executive Director, every five years or otherwise as directed by the Board. A summary of each report or audit shall be provided to the Board, and all shall be provided upon request to any member of the organization.

(Proposed) An internal audit will be conducted upon a change in the Executive Director, every five years, or otherwise as directed by the Board. A summary of each report or audit shall be provided to the Board, and all shall be provided upon request to any member of the organization.

Reason for Change: Removes the current requirement for a certified public accountant to review and prepare the organizations financial and tax documents. This will relieve unnecessary fiscal expenditures on the organization until such time as the size and complexity of the organization require the resources of a CPA. The Finance and Audit committees will have the responsibility for preparation and oversight, respectively, of the organization's financial and tax documents until such time as these committees determine that the resources of a CPA are required.

#### Section 11.04 - Dues

Dues for all membership categories will be established at the annual meeting of the membership to become effective with the beginning of the new fiscal year. Dues for all memberships shall be due on the anniversary dates of initial memberships and become delinquent two months thereafter for nonpayment.

#### Section 11.05 -Contributions

The organization may accept any appropriate donation, bequest, gift, or other type of contribution offered which is consistent with SAFE's stated purposes and policies.

#### Section 11.06 -Deposit of Funds

The funds of the SAFE shall be deposited in depositories approved by the Board, and such depositing authority may be delegated to the Executive Director.

### Section 11.07 -Bonding

The Treasurer, Secretary, other officers, Executive Director, and employees as required by the Board ~~shall~~ may be bonded at the expense of the organization in the amounts determined by the Board.

## **ARTICLE 12**

### **Indemnification**

~~The SAFE Organization~~ SAFE shall indemnify its Directors, Officers, employees, and volunteers to the fullest extent permitted by law.

## **ARTICLE 13**

### **Committees**

#### Section 13.01- Committees

The Executive Director shall be an ex officio member of all standing committees. The Chair or Board may assign to these standing committees responsibilities in addition to those specifically listed in these By-laws. Action by any Committee requires Board approval. Minutes of each committee meeting shall be promptly prepared and delivered to the Board for their review. Members in good standing may make application to the Chair for membership on any committee. The Chair of each committee shall review committee membership on an annual basis with the Chair. The Chair, in consultation with the Executive Director, shall make all committee membership appointments.

#### Section 13.02. Standing Committees

(Original) Standing Committees of the Board shall include a Nominations Committee, a Finance Committee, and an Awards Committee. These committees shall operate in accordance with the policies established by the Board.

(Proposed) Standing committees of the Board shall include a Governance Committee, a Finance Committee, an Audit Committee, and an Awards Committee. These committees shall operate in accordance with the policies established by the Board.

Reason for Change: Updates the organization's standing committee structure. The Nominations committee function becomes part of the Governance committee. The Audit committee is added as a standing committee.

#### Section 13.03 – Nominations Committee

(Original) The Nominations Committee shall include the immediate Past Chair, and two (2) at-large members serving staggered three (3)-year terms to be appointed by the Chair. At large members shall be members of the organization, but need not be members of the

Board. The most immediate Past Chair on the committee shall act as committee chair. The Nominations Committee shall strive to provide minimum of two (2) nominees who reflect the qualifications and diversity, described in Board policies for each available position, and shall be presented to the Board two (2) weeks prior to March 31 of each calendar year.

#### (Propose) Section 13.03 – Governance Committee

The governance committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the board. The governance committee shall be composed of one (1) to three (3) members of the board, and two (2) at-large members, serving staggered three (3)-year terms, appointed by the chair. The chair may not serve on the governance committee. The governance committee shall elect its chair. The governance committee shall nominate candidates, who reflect the qualifications and diversity described in Board policies, for each available position for membership on the board. The slate of candidates shall be presented to the Board two (2) weeks prior to March 31 of each year. It shall analyze regularly the performance of members of the board and consult with those not performing adequately. Further, the governance committee shall be responsible for board members' training, orientation, and recognition on a regular annual schedule as outlined in Board policy and procedures.

**Reason for Change:** The nominations committee is replaced by the governance committee. The nominations committee functions remain unchanged and become a part of the governance committee. The governance committee's scope is much broader and becomes the basis for ongoing review, monitoring, and training for Board members. Succession planning is also a major part of the governance committee's function.

#### Section 13.04 – Finance Committee

(Original) The Finance Committee shall consist of the Chair, Executive Director, Treasurer, and two at large members from the membership. The Finance Committee shall oversee the budget and the organization's financial management and records.

(Proposed) The Finance Committee shall consist of the Chair, Executive Director, Treasurer, and two at large members from the membership. The treasurer of the organization serves as the chair of the finance committee. The committee shall be responsible for the planning, monitoring, and evaluation of the organization's funding, financial management, facilities, assets, risks, and insurance programs. The committee shall work with the Executive Director in developing long-range financial and capital plans; reviewing annual budgets and financial reports; and recommending internal controls and other financial policies to the board. The committee shall perform such other duties as may from time to time be required by the Board.

**Reason for Change:** Propose change more clearly defines the scope of the Finance committee's role and responsibilities.

#### (Proposed) Section 13.05 – Audit Committee

The audit committee shall consist of at least three (3) members of the board, none of whom shall be employees of SAFE or receive, directly or indirectly, any consulting, advisory, or other

compensatory fees from SAFE. The chair of the committee shall not contemporaneously serve on SAFE's finance committee. The committee shall review the adequacy of the organization's internal control structure, the activities, organizational structure, and qualifications of the internal audit function as well as monitor compliance with the organization's code of conduct and conflict-of-interest policy.

**Reason for Change:** The Audit committee is added for oversight of the internal controls, checks and balances that need to be in place to assure that the Board is fulfilling its fiduciary responsibilities to the membership.

(Original) Section 13.05 – Awards Committee

(Proposed) Section 13.06 – Awards Committee

**Reason for Change:** Section renumbered to accommodate the addition of the Audit committee.

The Awards Committee shall be chaired by the Executive Director and shall consist of four (4) additional members, including the Chair elect, immediate Past Chair and two (2) other members-at large appointed by the Executive Director for a term of one (1) year or until replaced. It shall be responsible for oversight of the policies and procedures pertaining to the nomination and selection of candidates for all SAFE awards. The Awards Committee shall carry out its duties such that a recommended list of nominees for each award is presented to the Board at least two (2) months prior to the Annual Meeting of the Members. All award recipients shall be named by the Board. The Awards Committee shall be responsible to the Board for organizing and conducting an official awards presentation during the Annual Meeting of the Members.

Section 13.06 –Master Instructor Program

(Original) The Master Instructor Program (MIP) is a peer-reviewed professional development and accreditation program for flight and ground instructors. To maintain the impartiality of this program, the Board shall establish an independent review body to administer the MIP. Administration of the MIP shall be detailed in a Board-approved MIP Policies and Procedures Manual and shall function independently from the Board.

(Proposed) The Master Instructor Program (MIP) is a peer-reviewed professional development and accreditation program for FAA certified instructors as well as other SAFE aviation educators who are qualified to participate in this program. To maintain the impartiality of this program, the Board shall establish an independent review body to administer the MIP. Administration of the MIP shall be detailed in a Board-approved MIP Policies and Procedures Manual and shall function independently from the Board.

**Reason for Change:** Language updated to include SAFE educators who do not hold an FAA Instructors certificate but are eligible to participate in the Master Aviation Educator segment of the MIP. This should also allow for expansion of the program in the future.

## **ARTICLE 14**

### **Special Committees**

#### Section 14.01 - Special Committees

The Board may create any special or ad hoc committee, which may be composed of members of the Board, other members of SAFE, or any other persons. Such committees shall have a specific charge and shall report progress to the Board or its designee. The Board shall establish the membership and tenure of such special committees.

## **ARTICLE 15**

### **Amendments**

#### Section 15.01 - Amendments

(Original) By-laws may be amended upon (a) proposal by any member of the Board or (b) petition of a minimum of fifty (50) SAFE members. Notice of amendments to the Bylaws must be disseminated in writing to all members in good standing (i.e., who have paid current dues) not less than sixty (60) days prior to the Annual Meeting. Proposed amendments must be approved by a two-thirds (2/3rds) vote of the Board at any scheduled meeting or at any special meeting convened for such purpose. If approved by the Board proposed amendments shall be submitted to the membership, for adoption/rejection at the next regular meeting of the membership. Adoption of an amendment shall require a positive vote by a majority of the members present.

(Proposed) These By-laws may be amended upon (a) proposal by any member of the Board or (b) petition of a minimum of fifty (50) SAFE members. Notice of amendments to the Bylaws must be disseminated to all members in good standing (i.e., who have paid current dues) not less than sixty (60) days prior to voting. Proposed amendments must be approved by a two-thirds (2/3rds) vote of the Board at any scheduled meeting or at any special meeting convened for such purpose. If approved by the Board proposed amendments shall be submitted to the membership, for adoption/rejection. Adoption of an amendment shall require a positive vote by a majority of the members ballots cast.

Reason for Change: Allow for the amendment process to occur at times other than the annual membership meeting. The change will allow for electronic balloting that should be more inclusive of the total membership. This would eliminate the cumbersome process of proxy voting by the membership if they are unable to attend the annual meeting.

## **ARTICLE 16**

### **Rules of Order**

Robert's Rules of Order shall govern the conduct of meetings of the organization.

## **ARTICLE 17**

## **Dissolution**

### Section 17.01 - Dissolution Plan

SAFE may be dissolved, or merged with another similar entity carrying on substantially the same activities, only upon approval of a dissolution plan of dissolution adopted by a two-thirds (2/3rds) vote of the Board, and confirmed by a majority of the membership.

### Section 17.02 - Dissolution Process

Upon dissolution of SAFE, the Board shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all the assets of the organization exclusively for the purpose of the organization in such manner, or to such purposes as shall at the time qualify as an exempt organization or organizations as the Board shall determine in accordance with appropriate Sections of the United States Internal Revenue Code. Any such assets not so disposed shall be disposed of by the applicable judicial court of the county in which the principal office of SAFE is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.