As Approved by the Board, 9/4/26
This version presents the Bylaws AS REVISED
with the Yellow Highlighting Substantive Changes

FAA BYLAWS AMENDMENT FORM

PURPOSE OF AMENDMENT – To Provide for Election of Directors by the Membership, Selection of Officers by the Elected Board of Directors, and Elaborate on the Role of Committees.

ARTICLE(S)/PARAGRAPH(S) INVOLVED – Article III / Directors and Officers
TEXT OF AMENDMENT – Additions indicated by underline; deletions indicated by strikeout

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ARTICLE III
DIRECTORS AND OFFICERS

1. BOARD OF DIRECTORS.

(A) The board shall consist of seven (7) directors who shall at all times be members in good standing. The directors shall serve two (2) - year terms, and may be re-elected to additional terms, at the pleasure of the voting members. To help assure continuity of leadership, directors shall serve staggered terms, as follows:

a. Four (4) members shall be elected at the year-end election in even-numbered years.
b. Three (3) members shall be elected at the year-end election in odd-numbered years.

Each director, including a director elected to fill a vacancy or elected at a special membership meeting, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. All directors shall serve without compensation.

(B) A nominating committee consisting of at least two (2) non-board members, one of whom shall be designated as chair, shall be appointed by the Board of Directors at least one month prior to the board's October meeting. One currently-serving board member who is not seeking re-election may be appointed to serve in a non-voting capacity as a resource person to answer questions about board activities, process, and the like. The committee shall notify the membership, by email and announcement on the association's website, that any members interested in serving on the board may nominate themselves as candidates for election to the Board, together with a brief statement of their areas of interest,

experience and qualifications. The nominating committee may conduct interviews as deemed necessary to garner more information. Additional nominations may be made from the floor at that time. Subsequent to the October meeting, the committee shall confirm any floor nominee's willingness to serve, and if willing to serve obtain their brief statement of areas of interest, experience, and qualifications. The committee shall prepare a brief summary of each candidate's relevant qualifications, to be circulated by email to the membership at least three (3) days prior to the election. All candidates' names shall be added to the ballot for the November election.

(C) The election of directors shall be held at the November general meeting of the membership. If there are no more candidates than there are open director positions, election shall be conducted by show of hands; if there are more candidates than open positions, voting shall be by written ballot. The candidates garnering the most votes shall be elected to fill the available positions (i.e., if there are four positions open, the four candidates garnering the most votes shall be elected; and if three positions are open, the top three candidates shall be elected. The electees shall commence their terms in January following the election and shall continue in office until a new director is elected and seated.

(D) Vacancies. When a vacancy occurs on the board of directors, such vacancy shall be filled by a person approved by a majority vote of those present at the next regular meeting of the board of directors. A director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected.

(E) Removal. The board shall have the power and authority to remove a director and declare his or her office vacant for any reason determined to be in the best interest of the association, upon unanimous vote of the other directors; provided that a director proposed to be so removed shall be given notice of the issues giving rise to potential removal and an opportunity to respond and, in the sole discretion of the other board members, may be afforded a reasonable opportunity to correct the circumstances giving rise to the impending removal.

(F) Resignation. Any director may resign at any time by giving written notice to the association. Any resignation shall take effect at the date of the receipt of that notice, or any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the association under any contract to which it is a party.

2. OFFICERS. Each January, the board of directors shall select, by majority vote, board members who will serve as that year's officers: a president, a vice-president, a

secretary, a treasurer, a membership chair; individuals not selected for any of these positions shall serve as at-large members of the board. Officers shall have powers and duties as customarily associated with their offices, and such other duties as may be prescribed by the board. One person may hold two or more offices, except those of president and treasurer; but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers. Any officer appointed by the board shall serve at the pleasure of the board. The duties of the officers shall include:

(A) The president shall attend and preside over all board and membership meetings of the association. He/she shall have general supervision and direction as necessary to achieve efficient performance and accountability of the business and activities of the association.
(B) The vice president shall assume the duties and responsibilities of the president in their absence as an interim measure.
(C) The secretary shall take minutes, keep records of the business of all meetings, keep the organizational documents and by-laws and all other papers and documents belonging to the organization, correspond as directed and preside in the absence of both president and vice president.
(D) The treasurer shall be responsible for the association funds and financial records. The treasurer shall collect and report or supervise collection and reporting of all income and expenditures, shall establish proper accounting procedures for the handling of the association funds, and shall be responsible for keeping of the funds in such banks as approved by the board. The treasurer shall report on the financial condition at meetings of the board and at other times when called upon by the president. At the end of each fiscal year, the treasurer shall prepare or cause to be prepared a proposed budget for the coming year, and an annual report, which shall, if required by the board, be reviewed by a certified public accountant acceptable to the board. Additionally, the treasurer shall file such reports as required by law, including but not limited to those necessary to maintain the association's status as a tax-exempt nonprofit organization. At the expiration of the treasurer's term of office, or upon removal, the treasurer shall immediately deliver over to the person designated by the president all books, money, and other property in his or her charge.
(E) The membership chair shall be responsible to maintain the membership roster of the association, and to assist members with respect to membership applications and renewals.

3. COMMITTEES. The board may establish and appoint chairpersons for one or more standing or ad hoc committees as determined necessary for the efficient conduct of the association's business. Committee chairpersons and members need not be members of the board, and broad general membership participation is encouraged. The board, in consultation with each committee chairperson, shall develop, and periodically update as deemed necessary, a statement outlining the committee's purpose and scope of responsibility and general plans for carrying out its intended

purposes. Committees shall maintain a record of their activities and shall regularly report to the board thereon.

APPROVED BY THE BOARD OF DIRECTORS ON ____September 4, 2026

APPROVAL BY THE MEMBERSHIP:

_____ Not Required

__X____ Required _____Approval Date

EFFECTIVE DATE_____