

Bylaws
Aero Club of Southern California, Southern California Chapter of National Aeronautic Association.
Adopted 4/1/2020
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**Bylaws Of
Aero Club of Southern California, Southern California Chapter of National Aeronautic
Association.**

ARTICLE 1, NAME

The name of this corporation shall be the Aero Club of Southern California, Southern California Chapter of National Aeronautic Association, also known as the Aero Club of Southern California (hereinafter the "Club or ACSC"). The Club shall be a non-profit corporation organized, existing and operating under the Laws of the State of California.

ARTICLE 2, MISSION

The Aero Club is dedicated to the advancement of Aviation and Aerospace and to honor their outstanding contributors, through supporting the education of our youth, and by recognizing the leaders of our industries.

ARTICLE 3, OFFICES

The principal office of the Club shall be located in the City of Hawthorne. For mailing purposes, P.O. Box 91014, Los Angeles, CA 90009 shall be the mailing address, and Robert E. Smith of Hawthorne, CA shall be the Agent for Service of Process. The Club may move the principal office within Southern California from time to time as may be required or as the Board of Directors [hereinafter the "Board"] may authorize.

ARTICLE 4, MEMBERSHIP

4.1. Eligibility.

Membership in the Club shall be open to any and all Persons interested in advancing Aviation and Aerospace and who pay an annual membership fee.

4.2. Transfer of Membership.

Membership in the Club shall not be transferable or assignable.

4.3. Removal / Suspension.

a) The Board of Directors may remove a Club member for cause. To remove any member from the Club, a 2/3 vote of the entire number of Directors is needed. This power shall be exercised only for the following causes:

- i) Dereliction of duty in office;
- ii) Misfeasance or Malfeasance in office; and

- iii) Conduct detrimental to the corporation and its aims and objectives.
- b) The decision to remove a member shall be made at a normally scheduled Board of Directors meeting and requires a two-thirds (2/3) majority vote of the Directors present at the meeting. Said member shall have the right to speak in his/her own behalf prior to the Board of Directors vote. At its discretion, the Board may vote to suspend a member for up to 30 days in lieu of removal.
- c) The Board may also reinstate a member previously removed if in its judgment that would be beneficial to the mission and objectives of the organization. Such decision shall be made at a normally scheduled Board of Directors meeting and requires a two-thirds (2/3) majority vote of the Directors present at the meeting. Said previous member shall have the right to speak in his/her own behalf prior to the Board of Directors vote.

4.4. Classes of Membership.

There shall be five classes of membership. Individual, Corporate, Non-Profit, Student and Honoree. The Honoree members shall not be eligible to vote, nor counted toward a quorum.

4.5. Fees and Dues.

The Board shall, by resolution entered in their Minute Book (a recording of meetings either on paper, or electronically maintained), fix from time to time the membership fee and yearly dues. This fee, so fixed, shall apply until changed by the adoption of a new resolution therefore by the Board.

ARTICLE 5, BOARD OF DIRECTORS

5. 1. Management/Powers of the Board of Directors.

- a) The property, business and affairs of the Club shall be managed and controlled by its Board of Directors [hereinafter the "Board"].
- b) Powers of the Board of Directors: All Corporate powers of this corporation shall be vested in the Board including the following powers:
 - i) to call special meetings of the Board or of the general membership of the corporation.
 - ii) to conduct, manage and control the affairs and business of the corporation and to make rules and regulations, not inconsistent with the laws of the State of California or the Articles of Incorporation or the Bylaws or the corporation, for the guidance of the officers and management of the affairs of the corporation.
 - iii) to incur indebtedness for the corporation. Any promissory notes or other evidences of the indebtedness given to the corporation must be signed by the President or Vice President and by the Secretary or Treasurer, and will thereupon become binding upon the corporation.
 - iv) to vote on behalf of the corporation any and all shares of any other corporation, foreign or domestic, owned by the corporation and to delegate by resolution to any officer of the corporation the authority to vote such shares in accordance with guidelines established by resolution of the Board.

- c) It shall be the duty of the Directors:
 - i) To cause to be kept a complete record of all meetings and acts, and of the proceedings of the Members, and present a full statement annually to the members, showing in detail the assets and liabilities of the corporation, and generally the condition of its affairs.
 - ii) To supervise all officers, agents, employees and committees, and see that their duties are properly performed.
 - iii) To cause to be issued any and all certificates of Membership.
 - iv) To schedule regular meetings for presentation of programs fostering interest in Aviation and furthering the purpose of this corporation as set forth in the articles of Incorporation.
 - v) To provide for the Howard Hughes Memorial Award Banquet to be held during the first quarter of each year.

5.2. Classes of Directors.

There shall be two classes of Directors of the Aero Club, namely, Directors and Directors Emeritus.

There may be an unlimited number of Directors Emeritus selected as provided below:

- a) Appointment of Directors Emeritus. The board may from time to time appoint an individual as a Director Emeritus provided that such an individual served as a Director and has rendered such service to and for the benefit of the Club or the advancement of Aviation as may be deemed by the Board of Directors to merit the appointment of such person as a director Emeritus. The term of a Director Emeritus shall be for Life, subject to removal for cause and under the procedures provided for removal of a Director in Section 5.11.
- b) Directors Emeritus shall not be considered members of the Board for purposes of exercising the powers vested in the Board by these Bylaws, the Articles of Incorporation or applicable federal or state law. Directors Emeritus may not be counted for the purpose of constituting a quorum.

5.3. Number.

All Directors must be members in good standing of the Club.

- a) There shall be no fewer than (9) and no more than (24) members of the Board.
- b) A quorum for the transaction of business shall be the lesser of eight Directors or one-third of the then serving Directors

5.4. Election of Directors and Term.

- a) The terms of office of the Directors shall be staggered so that approximately one-third of the Directors shall be elected each year by vote of the Members at the time of the annual meeting of the Members, and the Directors shall serve for three years or until their successors are elected. Their term of office shall begin immediately after election. The Nomination Committee shall propose nominees for election to fill the positions of Directors whose terms are expiring each year and shall submit the proposed nominees to the Board for approval prior to the annual meeting of members. All nominees approved by the Board shall then be submitted to the members for election at the annual meeting.

- b) Depending on the number of Board members, one third of the current Directors shall be elected each year for a term of three years. No amendment of the Bylaws may extend the term of Director beyond that for which the Director was elected, nor may any Bylaw provision which increases the term of any director be adopted without the approval of the members. If the numbers of Directors do not total the maximum of twenty-four (24), additional Directors may be elected during each election as long as the total number of Directors does not exceed twenty-four (24).

5.5. Voting/Electing Members to the Board.

At all meetings of the general membership of the corporation, each Member in good standing on the Record Date shall be entitled to one vote and a vote of the majority of the total number of Members present at any meeting shall be necessary to carry any question. The record Date shall be the last day of the month prior to the annual meeting, or such other meeting or vote which is the occasion for determination of Members entitled to vote. Cumulative voting is not allowed. Any member eligible to vote shall be entitled to vote by written proxy given to any other Member on a form provided by the secretary, such proxy to be filed with the Secretary. Any Member shall be entitled to vote by mail on any question submitted by mail to the membership generally by the Board by mailing the ballot supplied to him by the Board to the Secretary of the corporation who will tabulate results of the ballots and file same as records of the corporation.

- a) The general membership votes for the Board. This occurs at a membership meeting as called for by the Board. Voting for Board Members is scheduled for a fall meeting each year.
- b) Nominations for Board will be taken from the Club two (2) months prior to the fall meeting each year. Notification of the fall meeting will be sent to the membership, and nominations for the Board will be taken by mail or email, with no second required. Nominations are accompanied by synopses of the candidate's qualifications.
- c) To be eligible to be a Board Member, at the time of nomination, one must be a member in good standings.
- d) The Secretary of the Board compiles the candidates' synopses, which are mailed (or emailed) to each active member, two weeks prior to the election.
- e) The Secretary of the Board shall at random, place the names of the candidates. This order of names is put on the ballot.
- f) The Secretary collects and tallies the ballots and announces the new Board Members.

5.6. Resignation.

Any Director may resign by providing written notice to the Board.

5.7. Vacancies.

Whenever any vacancy shall occur in the Board, by reason of death, resignation, or increase in the number of Directors or otherwise, such vacancy may be filled by the vote of a majority of the remaining Directors. The term of office of a vacancy filled in this manner is:

- a) the remaining term of the incumbent Director who is being replaced, or

- b) if there is no incumbent position being filled, the time remaining shall be until the next annual election.

5.8. Compensation.

Directors serving on the Board are volunteers and do not and shall not receive any compensation for their services.

5.9. Reimbursement of Expenses.

Directors may be reimbursed for reasonable and necessary expenses incurred on behalf of the Club

5.10. Absences.

Directors shall notify the President and/or Vice President of the Board in the event of any absence from a regularly scheduled meeting. In the event that any Director has been absent from four [4] or more meetings during any twelve [12] month period, without sufficient justification, as determined at the discretion of the Executive Board, such Director shall be subject to removal from the Board.

5.11. Removal of Directors.

- a) Any Director may be removed for cause. To remove any Director from office a 2/3 vote of the entire number of Directors is needed. This power shall be exercised only for the following causes:
 - i) Dereliction of duty in office;
 - ii) Misfeasance or Malfeasance in office; and
 - iii) Conduct detrimental to the corporation and its aims and objectives.
- b) This power shall be exercised only in the following manner: The Secretary, at the request of any member, shall deliver to the Director, a notice in writing stating the charges against he or she and setting a date, not less than thirty days nor more than ninety days from the service of such notice, at which time the Board, sitting as a board of inquiry, will hear the charges against he or she and afford he or she an opportunity to respond. The hearing shall be private and held in the manner directed by the Board. The action of the Board shall be final.

ARTICLE 6, OFFICERS of the BOARD of DIRECTORS

6.1. Officers.

The Board shall elect from its own membership a President, Vice President, Secretary and Treasurer. The Board shall elect or appoint from time to time such other or additional officers as in their opinions are desirable for the conduct of the business of the Club.

6.2. Election and Term of Officer.

The Board at their first regular meeting or special meeting following the annual meeting of members shall elect a President, Vice President, Secretary and a Treasurer. The term of office for such officers shall

begin with the date of their election. The officers shall hold office for one year or at the pleasure of the Board.

6.3. Removal or Resignation.

Any officer may be removed for cause by the Board. Any officer may resign by providing written notice to the Board.

6.4. Duties.

The duties of the respective officers shall be as follows:

- a) **PRESIDENT** - The President shall be the Chief Executive Officer of the Club, and as such shall:
 - i) preside over all meetings of the Members and Directors.
 - ii) sign, as President, all certificates of membership, or direct such authority to another, and all contracts and other instruments in writing which have first been approved by the Board of Directors.
 - iii) call the Directors together whenever necessary, and, subject to the advice of the Directors, to direct the affairs of the corporation, and generally to discharge such other duties as may be required of him by the Bylaws of the corporation.
 - iv) appoint committees (except the Executive Committee) to carry out the functions and purposes of the corporation and to delegate in writing to such committees such powers as the President may indicate, subject however to ratification and confirmation by the Board.
 - v) cast a tie-breaking vote in the event that a vote upon any question before the Board results in an even number of votes being cast for and against the question.
- b) **VICE PRESIDENT** - The Vice President shall:
 - i) assume the duties and powers of the office of the President whenever the President is unavailable or unable to act.
 - ii) be responsible for overall Board organization and, when necessary, committee responsibilities;
 - iii) chair the Membership Committee, and keep a proper membership record book showing the number of membership certificates and the dates of their issuance, the names and addresses of all members and whether such members are in good standing and entitled to vote.
- c) **SECRETARY** - The Secretary's shall:
 - i) keep a record of the proceedings of the Board and of the Members.
 - ii) keep the corporate seal of the corporation and to affix said corporate seal to all papers requiring a seal.

- iii) serve all notices required either by law or be the Bylaws of the corporation. In case of his or her absence, inability, refusal or neglect to do so, then such notices may be served by any person as directed by the President of the Corporation.
 - iv) file with the Secretary of State the annual and current statements required by the California Corporations Code and such other reports or statement required by law, except those which the Treasurer is required to file as provided below.
 - v) In the event of the absence of the Secretary from any meeting of the Board or the Members, the President shall designate a person to perform the duties of the office of the Secretary on that occasion.
- d) **TREASURER** - The Treasurer shall be responsible for the receipt, custody and disbursement of Club funds and the management of the accounts and budgets of the Club. In addition, the Treasurer retains the responsibility for the following actions:
- i) to receive and deposit in the bank all of the funds of the corporation, which funds shall be drawn from the bank only upon checks signed in the manner and by the officer's provided from time to time by resolution of the Board and entered in their minutes;
 - ii) to keep a complete set of books of account covering all financial transactions of the corporation, and to keep said books open to the inspection of any Member upon demands, and at all reasonable times;
 - iii) to render and furnish, upon demand to the Board, a written financial statement of the condition of the corporation's finances;
 - iv) to prepare and report to the members at the Fall meeting an annual summary of the financial condition of the Club as required by Section 6321 of the Corporations Code;
 - v) to file all reports required by the Internal Revenue Service and the Franchise Tax Board and to assure timely payments of any taxes, penalties and interest due;
 - vi) to file with the Attorney General all reports required by the California Government Code;
 - vii) to serve as the liaison to the Club accountant;
 - viii) to generate and disseminate such tax and exemption records as are legally required;
 - ix) to invest Club funds at the direction of the Finance Committee;
 - x) to ensure that sufficient funds are available to maintain an operating cash level;
 - xi) to ensure that budgets are generated and adhered to;
 - xii) to maintain a liquid fiscal position;
 - xiii) to ensure an annual audit or Certified Public Accountant review is conducted.
- e) At the direction of the Board, additional party or parties may be engaged to assist in the financial duties of the Club. This position holds the title of "Office Administrator/Accountant" and under the Treasurer's guidance has the following duties:
- i) to handle all administrative work and pay all invoices.

- ii) to maintain all bank accounts
- iii) to coordinate reservations for events.

ARTICLE 7, EXECUTIVE COMMITTEE; AUTHORITY TO ACT

7.1. Executive Committee.

The Executive Committee shall represent the Board and shall, subject to ratification by the Board, exercise the authority and powers of the Board.

7.2. Election of Director to Executive Committee.

The Executive Committee of the Club, shall consist of the four individuals designated in Article (6.2) as well as one additional Board member elected from the remaining Board members. This additional Executive Committee member will be called the “Elected Executive” of the Executive Committee.

7.3. Nomination of Elected Executive.

Nominations for the position of Elected Executive may be made from the floor.

7.4 Conduct of Election of Elected Executive.

The Director receiving the highest number of votes from the board shall be identified as the Elected Executive. Voting shall be in accordance with the provisions of 7.2 infra, and the term for that individual shall be for one year as is with the officers of the corporation.

7.5 Authority of the Executive Committee.

The Executive Committee is authorized to transact necessary business of the Club in the intervals between regular meetings, and such other business as may be referred to it by the Club. The Executive Committee shall also present a report at the regular meetings of the Club of activities conducted and/or motions presented to the Board for a vote.

7.6 Legal Counsel

Upon the request of the President, Legal Counsel shall be appointed to the Executive Committee as an Advisor.

ARTICLE 8, MEETINGS

8.1. Place.

Meetings of the Club shall be held at such place within Southern California or via telecommunications or other electronic means as may from time to time be designated by the Board of Directors and stated in the notice of meeting.

8.2. Regular Meetings.

The Board shall conduct regular meetings at least six times each year, the specific place, date and time to be designated by the President at least thirty days in advance of the date specified.

8.3. Annual Meeting.

An annual meeting of the Members shall be held at such place as is designated by the Board in Los Angeles County, State of California, during the fall of each year, for the purpose of electing Directors and transacting such other business as may properly come before the meeting. A written notice thereof shall be deposited in the Post Office at the principal place of business of the corporation, postage prepaid, addressed to each member at his address as the same appears of record on the books of the corporation, or by electronic mail, at least ten days but not more than ninety days prior to the date of the meeting. Notice of special meeting of Members shall be given in the same manner. An Affidavit of the Secretary entered in the minutes to the effect that such notice was given shall be conclusive on the question of notice-

8.4. Special Meetings.

Special Meetings may be called with a minimum of 10 days, written notice by the President and two Directors, the Executive Committee or any group of Directors who would be sufficient to constitute a quorum. Notice shall be given of such special meeting by depositing a written notice thereof in the U.S. Mail, postage prepaid, addressed to each Director at his last known address, or by electronic mail, at least ten days before the time set for the meeting. The fact of service of such notice shall be entered in the minutes of the corporation and said minutes upon being read and approved at a subsequent meeting of the Board shall be conclusive upon the question of service.

8.5. Notice.

Notice of all meetings of the Club shall be mailed or delivered electronically to each member and Director at least five (5) days prior to the meeting. Notice of any special meeting shall state in general terms the purpose for which the meeting is to be held.

8.6. Quorum.

A quorum shall be constituted by the Members present at the meeting or responding to a vote by mail, electronic mail or other means if the notice of the meeting states the general nature of the matters to be voted on at the meeting or if mailed ballots set forth in full the matters voted on by mail. Otherwise a quorum shall be constituted by not less than one-third of the members eligible to vote.

8.7. Voting/Board.

At all meetings of the Board, each Director present in person shall have one vote. Upon demand of any Director, any vote for officers or upon any question before the Board shall be by written ballot. In the event that a vote upon any question before the Board results in an even number of votes being cast for and against the question, the vote will be tabled until the next meeting.

8.8. Chairperson of Meeting.

The President, or in his/her absence the Vice President, shall preside at all meetings of the Club. In the absence of the President and Vice President, the Treasurer shall preside at the meetings of the Club. In the absence of the President, Vice President and Treasurer, the Board may appoint any Director to act as chairperson of the meeting.

8.9. Secretary of Meeting.

The Secretary of the Board shall act as secretary of all meetings of the Club; and, in his/her absence; the chairperson may appoint any Director to act as secretary of the meeting.

8.10. Parliamentary Authority.

Robert's Rules of Order shall be the parliamentary guide for all Club meetings.

ARTICLE 9, COMMITTEES

9.1. Creation.

The Board may, as it deems necessary from time to time, form and activate committees for the purpose of oversight of the business of the Club. A Board Member shall chair all committees and projects. A committee chair may select as many members from the membership that he/she deems necessary to successfully carry out the mission.

9.2. Committee Guidelines.

Each committee shall maintain written guidelines for their functional areas of responsibility and such guidelines shall be incorporated into a procedure manual. Such guidelines are subject to approval of the Board. Below are examples of several existing Committees:

9.3. Program Committee.

The Program Committee shall consist of the Chairperson and such additional persons as the Committee Chair may select. The Program Committee shall be responsible for proposing speakers and events for the membership events and meetings.

9.4. Membership Committee.

The Membership Committee shall consist of the Chairperson and such additional persons as the Committee Chair may select. The Membership Committee shall develop ways and means of increasing the membership and, subject to Board approval, conduct or assist in conduction campaigns to solicit new members. The Membership Committee shall assist the Secretary and the Treasurer in acting on applications for membership.

9.5. Howard Hughes Memorial Award Honoree Committee.

The Howard Hughes Memorial Award Honoree Committee shall be responsible for researching and along with the Executive Committee selecting the honoree to receive the Howard Hughes Memorial Award each year as well as coordinating the Howard Hughes Memorial Award Dinner.

9.6. Scholarship Committee.

The Scholarship Committee shall consist of the Chairperson and such additional persons as the Chairperson may appoint. The Scholarship Committee shall seek out students that wish to apply for scholarships, vet them and select the most qualified individuals to receive the Scholarships each year.

9.7. Communications Committee.

The Communications Committee shall consist of the Chairperson and such additional persons as the Committee Chair may select. The Communications Committee shall work to improve communications between the Board and the Membership developing lines of communication in all ways possible via multimedia, social media and otherwise.

9.8. Ad Hoc Committees.

The President shall appoint such additional committees for such purposes and for such duration as the Board may determine to be necessary or appropriate. Such committees may include;

- a) The Nominating Committee. This committee will be convened prior to the Annual Meeting and shall be responsible for selecting a slate of nominees for directors for election at the annual meeting, for selecting the slate of nominees from the Directors for election as Officers of the corporation, and for selecting candidates for appointment to fill vacancies on the Board.

ARTICLE 10, CONTRACTS, CHECKS, DEPOSITS, GIFTS, DONATIONS

10.1. Contracts.

The Board may authorize Directors to enter into contracts on behalf of the Club.

10.2. Checks.

All checks, drafts, etc. issued in the name of the Club shall be signed by the Treasurer, President, Vice President, or Administrator.

10.3. Deposits.

All funds of the Club shall be deposited only to the credit of the Club in a manner selected by the Treasurer or the Board.

10.4. Gifts.

The Board may accept on behalf of the Club any contribution, gift or bequest.

10.5. Donations.

The Club may make donations as determined by a majority of the Board.

ARTICLE 11, BOOKS AND RECORDS

The Club shall keep correct and complete books and records (paper or electronic) and shall also keep minutes of the proceedings of Board activities. All books and records may be inspected by any Director.

ARTICLE, 12 LOGO

The logo of the Aero Club of Southern California shall be maintained by the Secretary and shall be authorized for use only by the Board.

ARTICLE 13, INDEMNIFICATION

The Club shall indemnify any Director, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement [before or after suit is commenced], actually and necessarily incurred by such persons in connection with the defense or settlement of any claim; action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them by reason of being or having been a member or Director of the Club, except in relation to matters as to which such member or Director shall be adjudged in any action, suit or proceeding to be liable for his or her own negligence or misconduct in the performance of his or her duty. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding [including all appeals], or threat thereof may be paid by the Club in advance of the final disposition of such action, suit or proceeding as authorized by the Board, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the member or Director to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Club. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote or otherwise.

ARTICLE 14, MISCELLANEOUS

14.1. Fiscal Year.

The fiscal year of the Club shall be fixed as July 1 to June 30. The Board shall have the power to change the fiscal year.

14.2. Waiver of notice.

Any notice required to be given under the provisions of these Bylaws or otherwise may be waived by the director to whom such notice is required to be given.

ARTICLE 15, ELECTRONIC & PRINTED MEDIA

The Board shall approve the substance and content of all electronic and printed media that is associated with or related to the Club. Included is anything that is identified with the Club Logo, or the Club's name or acronym.

ARTICLE 16, AMENDMENTS TO BYLAWS

These Bylaws may be repealed, amended or new Bylaws may be adopted by the Board by a two-thirds (2/3) vote of the entire Board, except that any action which would materially and adversely affect the rights of members as to voting must be approved by the majority of the Members. Whenever any amendment or new Bylaw is adopted, it must be changed in the Bylaw, and the change recorded in the Revision History. If any Bylaws are repealed, the fact of repeal with the date of the meeting at which the repeal was enacted, must be stated in the book of Bylaws; no Bylaw nor any amendment or repeal thereof can be enforced against any person other than the corporation not having actual notice thereof. Written notice to the members mailed by the Secretary shall be conclusively presumed to have reached the Members.

ARTICLE 17, SEAL

The Corporation shall have a common seal consisting of the following words;

AERO CLUB OF SOUTHERN CALIFORNIA Incorporated May 4, 1937

REVISION HISTORY

4/1/2020 NOTE: The previous Bylaws of the Aero Club of Southern California are hereby repealed and the above new Bylaws are enacted by a Unanimous vote of the Existing Board of Directors.

BYLAWS OF

THE AERO CLUB OF SOUTHERN CALIFORNIA

SOUTHERN CALIFORNIA CHAPTER

NATIONAL AERONAUTIC ASSOCIATION

ARTICLE I

BOARD OF DIRECTORS

A. Number and Quorum. There shall be two classes of Directors of the Aero Club, namely, Directors and Directors Emeritus. The Board of Directors shall consist of twenty-four Directors who shall be Members in good standing of the corporation. A quorum for the transaction of business shall be the lesser of eight Directors or one-third of the then serving Directors. In addition, there may be an unlimited number of Directors Emeritus selected as provided in Section D below. Directors Emeritus shall not be considered members of the Board of Directors for purposes of exercising the powers vested in the Board of Directors by these Bylaws, the Articles of Incorporation or applicable federal or state law. Directors Emeritus may not be counted for the purpose of constituting a quorum.

B. Election of Directors and Term. The terms of office of the Directors shall be staggered so that one-third of the Directors shall be elected each year by vote of the Members at the time of the annual meeting of the Members and the Directors shall serve for three years or until their successors are elected. Their term of office shall begin immediately after election. The Nominating Committee shall propose nominees for election to fill the positions of Directors whose terms are expiring each year and shall submit the proposed nominees to the Board of Directors for approval prior to the annual meeting of Members. All nominees approved by the Board of Directors shall then be submitted to the Members for election at the annual meeting. Additional candidates for the Board of Directors may be nominated by a petition signed by the majority of the members and filed with the Secretary at least ninety days prior to the annual meeting. If such nominations are filed, the Board of Directors shall designate the specific nominees of the Nominating Committee, if any, who will run for election against the nominees of the Members and the vote on all nominees will be taken separately at the annual meeting of Members.

C. Vacancies. Any vacancy on the Board of Directors shall be filled by appointment by the other Directors in office of any Member in good standing; and such person shall hold office as a Director until the

expiration of the term of the Director whose term he or she was appointed to complete or until his or her successor is appointed or elected.

D. Appointment of Directors Emeritus. The Board of Directors may from time to time appoint an individual as a Director Emeritus provided that such individual has previously served as a Director and has rendered such service to and for the benefit of the Aero Club or the advancement of aviation as may be deemed by the Board of Directors to merit the appointment of such person as a Director Emeritus. The term of a Director Emeritus shall be for life, subject to removal for cause and under the procedures provided for removal of a Director in Section

E. Powers of Board of Directors. All corporate powers of this corporation shall be vested in the Board of Directors including the following powers:

1. To call special meetings of the Board of Directors or of the general membership of the corporation.

2. To appoint, except as herein provided, and remove at pleasure, all officers, agents, committees, and employees of the corporation, and prescribe their duties, fix their compensation and require from them security for faithful service.

3. To conduct, manage and control the affairs and business of the corporation and to make rules and regulations, not inconsistent with the laws of the State of California or the Articles of Incorporation or the Bylaws of the corporation, for the guidance of the officers and management of the affairs of the corporation.

4. To incur indebtedness for the corporation. Any promissory notes or other evidences of the indebtedness given for the corporation must be signed by the President or a Vice President and by the Secretary or Treasurer, and will thereupon become binding upon the corporation.

5. To vote on behalf of the corporation any and all shares of any other corporation, foreign or domestic, owned by the corporation and

to delegate by resolution to any officer of the corporation the authority to vote such shares in accordance with guidelines established by resolution of the Board of Directors.

6. To remove any director from office, or any member from membership by a three-fourths vote of the entire number of Directors. This power shall be exercised only for the following causes:

(a) Dereliction of duty *in* office;

(b) Misfeasance or malfeasance in

office; and

(c) Conduct detrimental to the corporation and its aims and objectives.

This power shall be exercised only in the following manner: The Secretary, at the request of any member, shall deliver to the Director or other Member charged, a notice in writing stating the charges against him and stating a date, not less than thirty days nor more than ninety days from the service of such notice, at which time the Board of Directors, sitting as a board of inquiry, will hear the charges against him and afford him an opportunity to respond. The hearing shall be private and held in the manner directed by the Board of Directors. The action of the Board of Directors shall be final.

F. Duties of Directors. It shall be the duty of the Directors:

1. To cause to be kept a complete record of all their meetings and acts, and of the proceedings of the Members, and present a full statement annually to the members, showing in detail the assets and liabilities of the corporation, and generally the condition of its affairs.

2. To supervise all officers, agents, employees and committees, and see that their duties are properly performed.

3. To cause to be issued any and all certificates of membership.

4. To schedule regular meetings for presentation of programs fostering interest in aviation and furthering the purpose of this corporation as set forth in the Articles of Incorporation.

5. To provide for the Howard Hughes Memorial Award Banquet in January of each year.

G. Meetings. The Board of Directors shall conduct bi-monthly regular meetings in January, March, May, July, September and November of each year, the specific place, date and time to be designated by the President at least thirty days in advance of the date

specified. Special meetings may be called with a minimum of ten days' written notice by the President and two Directors, the Executive Committee or any group of Directors who would be sufficient to constitute a quorum. Notice shall be given of such special meeting by depositing a written notice thereof in the U. S. Mail, postage prepaid, addressed to each Director at his last known address, at least ten days' before the time set for the meeting. The fact of service of such notice shall be entered in the minutes of the corporation, and said minutes upon being read and approved at a subsequent meeting of the Board shall be conclusive upon the question of service.

H. Action Without Meeting. Any action which may be taken by the Board of Directors at a regular or special meeting may be taken without a meeting if the written consent to such action is obtained by the Secretary from the required majority of the Board of Directors provided such majority is sufficient to constitute a quorum.

41 Voting by Directors. All actions by the Board of Directors at regular or special meetings shall be by majority vote of the members of the Board of Directors present and constituting a quorum. (the remainder of this paragraph of the 1981 version was deleted by amendment of 1994) ~~or by a three-fourths majority vote when such majority is required by these Bylaws, the Articles of Incorporation or the laws of the State of California. Each Director Emeritus shall be entitled to attend all meetings of the Board of Directors and advise the Board of Directors on all issues before it.~~

ARTICLE II

OFFICERS

A. Election and Term. The Board of Directors at their first regular or special meeting following the annual meeting of members shall elect a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. The term of office for such officers shall begin with the date of their election. The officers shall hold office for one year or at the

pleasure of the Board of Directors. The compensation, if any, of all officers of the corporation shall be fixed and determined by the Board of Directors.

~~B. Election and Term. The Board of Directors at their November meeting, shall elect a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. The officers shall hold office for one year or at the pleasure of the Board of Directors. The compensation, if any, of all the officers of the corporation shall be fixed and determined by the Board of Directors.~~

The President. It shall be the duty of the President:

1. To preside over all meetings of the Members and Directors.
2. To sign, as President, all certificates of membership and all contracts and other instruments in writing which have first been approved by the Board of Directors.
3. To call the Directors together whenever necessary, and, subject to the advice of the Directors, to direct the affairs of the corporation, and generally to discharge such other duties as may be required of him by the Bylaws of the corporation.
4. To appoint committees (except the Executive Committee) to carry out the functions and purposes of the corporation and to delegate in writing to such committees such powers as the President may indicate, subject however to ratification and confirmation by the Board of Directors.

C. First Vice President. The First Vice President shall assume the duties and powers of the office of the President whenever the President is unavailable or unable to act.

D. Second Vice President. The Second Vice President shall assume the duties and powers of the office of the President whenever the President and the First Vice President are unavailable or unable to act.

E. Secretary. It shall be the duty of the Secretary:

1. To keep a record of the proceedings of the Board of Directors and of the Members.

2. To keep the corporate seal of the corporation and to affix said corporate seal to all papers requiring a seal.

3. To keep a proper membership record book showing the number of membership certificates and the dates of their issuance, the names and addresses of all members and whether such members are in good standing and entitled to vote.

4. To fill out and countersign all certificates of membership and to affix the corporate seal thereto.

5. To serve all notices required either by law or by the Bylaws of the corporation. In case of his absence, inability, refusal or neglect to do so, then such notices may be served by any person as directed by the President of the corporation.

6. To file with the Secretary of State the annual and current statement required by Section 6210 of the California Corporations Code and such other reports or statements required by law, except those which the Treasurer is required to file as provided below.

7. In the event of the absence of the Secretary from any meeting of the Board of Directors or the Members, the President shall designate a person to perform the duties of the office of the Secretary on that occasion.

F. Treasurer. It shall be the duty of the Treasurer:

1. To receive and deposit in the bank all of the funds of the corporation, which funds shall be drawn from the bank only upon checks signed in the manner and by the officers provided from time to time by resolution of the Board of Directors and entered in their minutes.

2. To keep a complete set of books of account covering all financial transactions of the corporation, and to keep said books open to the inspection of any Member upon demand, and at all reasonable times.

3. To render and furnish, upon demand by the Board of Directors, a written financial statement of the condition of the corporation's finances.

4. To prepare and transmit to the members the annual report required by Section 6321 of the Corporations Code not later than April 30 of each year.

5. To file all reports required by the Internal Revenue Service and the Franchise Tax Board and to assure timely payments of any taxes, penalties and interest due.

6. To file with the Attorney General the reports required by Sections 12580 et seq. of the California Government Code.

ARTICLE III

COMMITTEES

A. Executive Committee. Executive Committee shall consist of the five officers designated in Article II plus the immediate past President if he is a Director at that time. The Executive Committee shall represent the Board of Directors and shall, subject to ratification by the Board of Directors, exercise the authority and powers of the Board of Directors.

B. Nominating Committee. The Nominating Committee shall be responsible for selecting a slate of nominees for directors for election at the annual meeting, for selecting the slate of nominees from the Directors for election as Officers of the corporation, and for selecting candidates for appointment to fill vacancies on the Board of Directors.

C. Program Committee. The Program Committee shall be responsible for proposing speakers and events for the membership meetings.

D. Membership Committee. The Membership Committee shall consist of the Chairman and such additional persons as the Board of Directors may appoint. The Membership Committee shall develop ways and means of increasing the membership and, subject to Board approval, conduct or assist in conducting campaigns to solicit new members. The Membership Committee shall assist the Secretary and the Treasurer in acting on applications for membership.

E. Hughes Memorial Award Honoree Committee. The Hughes Memorial Award Honoree Committee shall be responsible for researching and selecting the honoree to receive the Hughes Memorial Award each year.

F. Ad Hoc Committees. The President shall appoint such additional committees for such purposes and for such duration as the Board of Directors may determine to be necessary or appropriate.

ARTICLE IV

MEMBERSHIP

A. Classes. There shall be one class of membership.

B. Transfer and Termination of Membership. Member-ships in the corporation are not transferable. Upon the death of any member, his membership will cease to exist and no right, title or interest in the corporation will pass to his estate. Members may be suspended or expelled from the corporation by a three-fourths vote of the total number of Directors, after giving the Member a reasonable opportunity to be heard before the Board of Directors. Members may be suspended from membership by the Board of Directors without prior notice or opportunity to be heard after a delinquency of sixty days in payment of dues. A suspended Member shall have no voting privilege until reinstated to membership.

C. Fees and Dues. The Board of Directors shall, by resolution entered in their Minute Book, fix from time to time the membership fee and yearly dues. This fee, so fixed, shall apply

until changed by the adoption of a new resolution therefore by the Board of Directors.

D. Voting. At all meetings of the general membership of the corporation, each Member in good standing on the Record Date shall be entitled to one vote and a vote of the majority of the total number of Members present at any meeting shall be necessary to carry any question. The Record Date shall be the thirtieth day preceding the date of the annual meeting or such other meeting or vote which is the occasion for determination of Members entitled to vote. Cumulative voting is not allowed. Any Member eligible to vote shall be entitled to vote by written proxy given to any other Member on a form provided by the Secretary, such proxy to be filed with the Secretary. Any Member shall be entitled to vote by mail on any question submitted by mail to the membership generally by the Board of Directors by mailing the ballot supplied to him by the Board of Directors to the Secretary of the corporation who will tabulate results of the ballots and file same as records of the corporation.

E. Annual Meeting. An annual meeting of the Members shall be held at such place as is designated by the Board of Directors in Los Angeles County, State of California, on the date and at the time during the month of October in each year selected by the Board of Directors, for the purpose of electing Directors and transacting such other business as may properly come before the meeting. A written notice thereof shall be deposited in the Post Office at the the principal place of business of the corporation, postage prepaid, addressed to each Member at his address as the same appears of record on the books of the corporation, at least ten days but not more than ninety days prior to the date of the meeting. Notice of special meetings

of Members shall be given in the same manner. An affidavit of the Secretary entered in the minutes to the effect that such notice was given shall be conclusive on the question of notice. If, for any cause, the Members should fail to complete their elections or such other business as may be presented for their consideration, those present may adjourn from day to day until the same shall be accomplished. A vote by mail may be held in lieu of the annual meeting at the option of the Board of Directors, by mailing a ballot to the members at least three weeks before the time of the annual meeting, which ballot must be filled out and signed by the Members and mailed so as to reach the Secretary at least twenty-four hours before the regular meeting time.

F. Quorum. A quorum shall be constituted by the Members present at the meeting or responding to a vote by mail if the notice of the meeting states the general nature of the matters to be voted on at the meeting or if mailed ballots set forth in full the matters voted on by mail. Otherwise a quorum shall be constituted by not less than one-third of the Members eligible to vote.

ARTICLE V
AMENDMENTS

These Bylaws may be repealed, amended or new Bylaws may be adopted by the Board of Directors by a three-fourths vote of the entire Board, except that any action which would materially and adversely affect the rights of Members as to voting must be approved by the majority of the Members. Whenever any amendment or new Bylaw is adopted, it must be copied in the

book of Bylaws with the original Bylaws, and immediately after them. If any Bylaws are repealed, the fact of repeal with the date of the meeting at which the repeal was enacted, must be stated in the book of Bylaws; no Bylaw nor any amendment or repeal thereof can be enforced against any person other than the corporation not having actual notice thereof. Written notice to the members mailed by the Secretary shall be conclusively presumed to have reached the Members.

ARTICLE VI

SEAL

The corporation shall have a common seal consisting of the following words:

AERO CLUB OF SOUTHERN CALIFORNIA

Incorporated May 4, 1937