

# GENERAL AVIATION COUNCIL OF HAWAII, INC.

## BYLAWS

1. Purpose: The General Aviation Council of Hawaii, Inc. (“GACH”) shall (1) further aviation safety within the State of Hawaii, (2) represent and express the interest of the general aviation community in Hawaii in dealings with Federal State and Local legislators and elected and appointed officials, (3) foster the growth, education, safety and understanding of General Aviation activities, (4) communicate with members of the general aviation community and others on interest to the general aviation community, (5) sponsor or assist in fly-ins, air shows, educational and safety seminars and classes, and other general aviation activities designed to improve pilot proficiency and enjoyment and to facilitate aviation education and (6) carry out any other function or activity permitted by law so long as it does not adversely impact the non-profit or tax exempt status to GACH.

### 2. Board of Directors.

- a. The affairs of GACH shall be administered by a Board of Directors (“Board”) of from three (3) to ten (10) members, all of whom shall be members in good standing. The initial number of Directors shall be nine (9). The number of directors may be changed from time to time by the Board. Any Officer who is not a Director shall be an ex-officio member of the Board and may attend Board meetings but not vote on matters before the Board.
- b. The initial Directors shall be appointed by the Incorporator of GACH and shall serve until the date of the General Membership meeting in the year specified in their appointment. Thereafter, replacements for Directors whose terms are expiring shall be selected by the general membership at their meeting each year. Except as provided above, Directors shall serve three year terms and may be reelected. Any vacancies on the Board, including new Board positions, may be filled by appointment by the Board. The term of any Directors so appointed shall expire on the date of the next election of Directors.

- c. The existing Board, acting as a nominating committee, shall present a proposed slate of Directors to be elected to the membership at least three week general membership meeting each year. Any member in good standing may nominate one or more additional candidates for election as Directors by notifying the President of the nomination at least two weeks before the meeting. If there are any such additional nominations the President shall notify the membership of those nominations at least one week before the meeting.
- d. The election of Directors shall be by electronic or written ballot. All ballots shall be cast at the general membership meeting, provided that mail-in or electronic ballots may be accepted if procedures therefore have been adopted by the Board. Each member may submit as many votes as there are Directors being elected but may not vote more than once for any one candidate. The candidates receiving the highest number of votes shall be elected as Directors, up to the number of Directors being elected.
- e. Unless otherwise specifically provided in these Bylaws, all actions of the Board shall be by majority vote except that any action that may be taken by the Board may be taken without a meeting if done by written consent of all the Directors. Board meeting and consents may be by electronic means
- f. Meetings of the Board may be called from time to time by the President or by any two Directors by a notice given to all Directors specifying the time and place of the meeting. Electronic meetings are acceptable but must meet the same notification requirements of a physical-location meeting. Action may be taken at a Board meeting only if a quorum of at least one-half of the Directors is present. Meetings will be conducted by a Chair who will be elected by the Directors. Board members may attend meeting by telephone or other electronic means.

### 3. Officers.

- a. The Officers of GACH shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be GACH members in good standing. The initial Officers shall be appointed by the Incorporator of GACH. Subsequent Officers shall be appointed by the Board. Officers shall serve until replaced by vote of the Board.
- b. The President shall be the chief executive officer of GACH and shall have authority and responsibility to serve as public spokesperson for GACH and to carry out the policies and activities adopted by the Board.
- c. The Vice-President shall assist the President as requested by the President and shall serve as acting President in the absence or incapacity of the President.
- d. The Secretary shall be responsible for accurately preparing, disseminating, certifying and/or maintaining all corporate records, notices, files and correspondence of GACH including incoming and outgoing correspondence and the minutes of all Board and Membership meetings. The Secretary shall prepare and file all documents necessary to maintain GACH in good standing with the State of Hawaii.
- e. The Treasurer shall accurately maintain the bank accounts, tax and financial records of GACH and shall report on the same to the Board and Membership from time to time or when directed by the President. The Treasurer shall properly maintain the bank accounts of GACH at financial institutions in the State of Hawaii designated by the Board and shall prepare and file any required tax returns or notices for GACH. The Treasurer and any other officer(s) of the Corporation designated by the Board may sign checks on the corporate checking accounts of GACH, provided that any check for more than \$250 shall require the signature of two officers, one of whom must be the President or Treasurer.
- f. No funds or other property of GACH may be used by Officers, Directors of Members for personal use. If GACH dissolves, either voluntarily or

involuntarily, all assets of GACH after payment of all indebtedness shall be distributed as directed by the Board in its sole and absolute discretion provided that such distribution shall be to a charitable, educational, scientific or other organization consistent with GACH's tax exempt status.

- g. The President may appoint a chair and members of such committees as are deemed desirable to assist in fulfilling the aims of GACH.

#### 4. Membership.

- a. The Board shall from time to time determine the dues or other charges to be paid by each classification of member.
- b. Any person, including legal entities, involved in or interested in general aviation is eligible to be a member of GACH. GACH shall have the following classifications of eligible members:
  - i) Individual: A natural person.
  - ii) Family: Any member of the immediate family of an Individual member.
  - iii) Business: A corporation or other business entity. Each Business member is entitled to designate one person to serve as its duly appointed representative to GACH. The person so appointed may be a Director or Officer of GACH and may vote on behalf of the Business member.
  - iv) Life: If Life memberships are authorized by the Board, any individual or family member may become a Life member upon payment of the Life membership dues established by the Board. Life members are exempt from the payment of yearly dues.
- c. Membership in GACH is non-transferable.
- d. Any member who has not paid outstanding dues by the end of two months after the end of the month in which the member's membership expires shall be dropped from membership and shall no longer be eligible

to serve as an Officer or Director or to exercise any privileges of membership.

5. Recall of Directors or Officers. Notwithstanding any other provision of these Bylaws, any Officer or Director may be removed from office for any reason by a recall petition originated by any member and signed by members in good standing constituting twenty percent (20%) of the members of GACH. The recall petition shall be presented to the President (or Vice-President if the President is the subject of the recall petition). On receipt of a valid recall petition, the receiving Officer shall within 10 business days send notice of the petition to all members, along with a ballot form permitting the members to vote for or against recall and instructions as to how to submit the voted ballot. Thirty (30) days after the ballot is sent to members the vote on returned ballots shall be counted. If fifty percent (50%) plus one of the members in good standing and voting vote in favor of recall the person who is the subject of the recall shall be immediately and automatically removed from office.

6. General Membership Meeting. A general membership meeting may be held from time to time at the call of the Board and shall be held at least once each year in November, in each case at a date, time and place designated by the Board in the notice of the meeting sent to the members. The members in good standing at a duly called meeting shall constitute a quorum.

7. General.

- a. The bylaws may be amended from time to time by vote of the Board, provided that bylaw 5 may be amended only by a vote of a majority of the members at a duly called meeting.
- b. Wherever these bylaws require or permit a notice or other communication to members or an Officer or Director it is sufficient notice or communication if it is in writing and sent by mail or email to the latest address that the intended recipient has provided to GACH.