

WASHINGTON PILOTS ASSOCIATION YOUTH AVIATION SCHOLARSHIP FOUNDATION  
A Nonprofit Corporation

## Bylaws

### Article 1 – Purpose

1.0 The Washington Pilots Association Youth Aviation Scholarship Foundation (WPAYASF) was incorporated under the laws of the State of Washington (State) on February 25, 2013, as a nonprofit charitable corporation. WPAYASF is an all-volunteer organization with its exclusive purpose to procure and accept funding on behalf of and disburse said funds exclusively in support of youth aviation training scholarship programs developed and managed by chapters of the Washington Pilots Association (WPA).

1.1 While each chapter is free to develop and manage their scholarship program independent of any oversight by the WPAYASF, all transactions of the WPAYASF must be in strict accordance with applicable IRS rules. If any aspect of an individual chapter's program is in violation of any applicable IRS rules, that chapter's program will be prohibited from participating in the WPAYASF fund processing program.

1.2 The Foundation will, upon request, assist any interested chapter in setting up their scholarship program.

### Article 2 - Principal Office

2.0 The principal office of the WPAYASF shall be the address of the Association's Agent, registered with the State. The Board may elect to identify a mailing address in addition to the principal office to be used for general business correspondence.

### Article 3 – Membership

3.0 The membership of WPAYASF shall consist of designated representatives of those current WPA chapters that wish to participate.

### Article 4 – Meetings

4.0 All meetings of WPAYASF, except as herein otherwise provided, shall be held at a time and place determined by its president or by electronic real-time means.

4.1 The WPAYASF president will select a date, time, and location (if appropriate) for its annual membership meeting.

4.2 Notice of the annual meeting shall be given by publishing such notice in the WPA WINGS Newsletter, by mail, or electronic means to all members.

4.3 At each annual meeting, the officers of the WPAYASF, by vote of a quorum of the members present, will be reelected, or, if one or more of the officers wishes not to continue in his/her position, the membership will be asked to submit candidates for the vacant office. If a member wishes to nominate a candidate other than the incumbent for a specific office, they can submit the candidate to the rest of the membership at the meeting for a vote. The nominated candidate or incumbent officer with the most votes for that office will be named to or retained in that position.

4.4 Special membership meetings of the WPAYASF may be called at any time by its president. The notice of any special meeting shall include date, location (if appropriate), time, purpose, and be given in the same manner required for the regular annual meeting, other than the date of such meeting can not be any sooner than ten (10) days after the notice is provided.

4.5 At any physical or virtual meeting of the members, a quorum shall consist of the members present (minimum four – including by proxy). A decision or vote at any meeting will be determined by a majority vote of members in attendance. Each member may cast one vote only for him/herself and an additional vote for each written proxy held by him/her.

4.6 Roberts Rules of Parliamentary Procedures shall be followed and minutes shall be kept at all WPAYASF meetings.

### Article 5 – Directors

5.0 The business and affairs of WPAYASF shall be managed by the Board of Directors.

5.1 There shall be three directors of WPAYASF; the president and the secretary of the WPAYASF and the president of the WPA. Directors shall serve without compensation.

5.2 A regular Board Meeting shall be held within 30 days of the close of the calendar year.

5.3 A special Board meeting may be called at any time by the President or by written request to the Secretary by any two Directors. Notice of any special meeting shall include location (if appropriate), time, purpose, and be given to each Director by telephone, mail, fax, or by electronic means at his/her last known address or telephone number. This notice will be sent or conveyed to each member at least 72 hours before such special meeting.

### Article 6 - Officers and Duties

6.0 The officers of the WPAYASF shall be President, Secretary, Treasurer and WPA President. The Secretary and the Treasurer may be the same person. The officers shall be responsible for the day-to-day operation of the WPAYASF. Officers shall serve without compensation.

6.1 The President is responsible, subject to the Board's oversight, for the overall operation of WPAYASF. The President shall have the general powers and duties of supervision and management usually vested in the office of a President. The President shall call meetings of the membership and Directors and preside at such meetings. The President shall be the primary point of contact between WPAYASF, the WPA chapter representatives and the State.

6.2 The Secretary shall prepare and maintain minutes of all meetings and see that all notices are duly given in accordance with the provisions of these Bylaws. The Secretary shall maintain the Corporate Record Book. In general, the Secretary will perform all duties incident to the office and other such duties as may be assigned by the President.

6.2.1 The Secretary shall be responsible for ensuring that necessary IRS filing requirements are met and that the current WPAYASF's Conflict of Interest rules are being complied with.

6.3 The Treasurer shall be responsible for the overall financial activities of the Association. This includes the establishing and maintaining of a separate checking account, depositing of all funds received by WPAYASF in its checking account, the payment of all properly authorized invoices and maintenance of the financial records. The Treasurer shall prepare an annual budget and maintain an inventory and status of all WPAYASF assets. The Treasurer shall publish a monthly report via email to all officers and members. In general, the Treasurer will perform all duties incident to the office and other such duties as may be assigned by the President.

#### **Article 7 – Finances**

7.0 WPAYASF shall be operated on a nonprofit basis, obtaining its funds primarily from donations, contributions, sponsorship and the net proceeds of fund-raising events.

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

7.2 No member may authorize expenditures or otherwise incur financial obligations in the name of WPAYASF except as expressly provided for in these Bylaws or by officers performing their assigned duties.

7.3 The Board must approve any contract entered into by WPAYASF.

7.4 All funds received by WPAYASF shall be deposited in a separate bank account established by the Board. All expenses and properly authorized invoices presented to the organization shall be paid by electronic funds transfer or physical check in a timely manner. The President and Treasurer shall each have signature authority on the organization's checking account.

7.5 The fiscal year of the WPAYASF shall be the calendar year.

#### **Article 8 – Dissolution**

8.0 WPAYASF shall be dissolved only when approved by Board Action and ratified by a majority of the members attending a special membership meeting.

8.1 Upon dissolution of WPAYASF and after payment of all debts, any remaining funds and other assets shall be distributed to one or more nonprofit, tax-exempt organizations, qualified under Federal Tax Code, Sections 501(c) (3). The selection of the nonprofit organization or organizations to receive such remaining WPAYASF assets shall be made by the Board of Directors along with the amounts to be given to any organization.

#### **Article 9 – Amendments**

9.0 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a unanimous vote of the WPAYASF directors and a majority of the chapter representative members.

#### **Article 10 - Indemnification of Officers**

10.0 Each Officer now or hereafter serving WPAYASF and each person who, at the request of or on behalf of WPAYASF, is now serving or hereafter serves as a Trustee, Director or Officer of any other corporation, whether for profit or not for profit, and the respective heirs, executors and administrators of each of them shall be indemnified by WPAYASF to the fullest extent provided by law against all costs, expenses, judgments, and liabilities, including attorneys fees, reasonably incurred by or imposed upon him/her in connection with or resulting from any claim, action suit, or proceeding, civil or criminal, in which he or she may be made a party by reason of his or her being or having been such Officer at the time of such costs, expenses, judgments, and liabilities, provided that in his or her official capacity with WPAYASF, he or she acted in good faith and in a manner reasonably believed not opposed to the interests of the WPAYASF, and in the case of criminal proceedings, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, be a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of WPAYASF or had reasonable cause to believe his or her conduct was unlawful. The foregoing right of indemnification shall not be exclusive of other rights to which such Officer may be entitled as a matter of law.

The Board of Directors may obtain insurance on behalf of any person who is or was an Officer or agent against any liability arising out of his or her status as such, whether or not they would have power to indemnify him or her against such liability. Such indemnification shall be governed by and consistent with RCW 24.03.035 (14) and RCW 23A.08.025, as amended.

#### **Article 11 – Intent to Form an Organization**

11.0 The below named Directors of the WPAYASF have formed an organization in the State of Washington – UBI #603-279-646 – which will operate in accordance with the above Bylaws exclusively for charitable, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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James D. Posner – President, WPAYASF

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James Swartwood – Secretary, WPAYASF

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Leslie Smith – President, WPA