**ARTICLE I**

**NAME AND PURPOSE**

**Section 1**

The name of this organization shall be the Arkansas Agricultural Aviation Association, referred to hereafter as AAAA**.**

**Section 2**

The purpose of AAAA shall be to advance the aerial application industry and its members in their efforts to enhance agriculture, and to protect the public‘s health and the environment.

**Article II**

**MEMBERSHIP**

**Section 1**

As prescribed in the Articles of Association, membership in this Association shall consist of Operator Members, Pilot Members, Ground Crew, Support Members and Associate Members.

**Section 2**

Application for all Membership shall be made to the Board of Directors who may issue provisional membership until the next members meeting referred to herein as the "General Assembly." Candidates for membership shall be voted on by the General Assembly in closed session and accepted by a majority vote. Accepted members card will be presented upon receipt of the original enrollment fee and dues as set forth by the Association.

**Section 3**

1. Any member who fails to uphold or abide by the By-Laws and the principles of honesty and integrity established by the Code of Ethics of the Association, as they now exist or as hereinafter shall be modified or amended, shall be subject to censure or disciplinary action, including expulsion or suspension for Association membership upon majority vote of the Board of Directors.
2. Any member whose conviction in court of law becomes final concerning:
3. the commission of a felony offense,
4. the using or dealing in illegal drugs, or
5. the use of an aircraft for any illegal purpose,

shall be subject to suspension or expulsion for the period of up to one (1) year. A member who is suspended or expelled shall not receive any refund of dues or fees attributable to the balance of the Association's year. Nor shall he be entitled to display evidence of membership in the Association nor its Code of Ethics.

**Section 4**

A quorum of the general membership shall consist of twenty-five percent of the membership in good standing. All matters to be voted on shall be determined by a majority vote of the membership present at such duly called meeting.

**Section 6**

The Association shall, every other year at its annual meeting, select one of its duly qualified Operator Members to serve on the Arkansas State Plant Board for the succeeding two-year period. The Association is entitled to be represented on the State Plant Board and to select one of the members of the Arkansas Agricultural Aviation Association, Inc. for service, and his or her name shall be submitted to the Governor of the State for appointment to the State Plant Board.

**Section 7**

There shall exist three (3) regions of this Association within the State of Arkansas, which are hereby designated as "North," "Central" and "South." The region "North" shall consist of those counties north of Interstate 40 from Memphis to Little Rock and north of Interstate 40 from Little Rock to Fort Smith. The region "Central" shall consist of those counties South of Interstate 40 between Fort Smith and Little rock and south of Interstate 40 between Little Rock and Memphis and north of the Arkansas River from the Mississippi River to Little Rock and north of Interstate 30 from Little Rock to Texarkana. Region "South" shall; consist of those counties north of the Louisiana line and south of the Arkansas River from the Mississippi River to Little Rock and south of Interstate 30 from Little Rock to Texarkana.

**ARTICLE III**

 **DUES**

**Section 1**

The board of directors shall be responsible for setting and periodically adjusting annual dues of all classes of membership.

**Section 2**: The AAAA shall have classes of membership as determined by the Board of Directors and shall be responsible for setting and adjusting annual dues for each category of membership. Classes of membership of the AAAA shall be: Operator, Pilot, Ground Crew, Associate and Support Member. Annual Dues amounts will be reviewed annually by the Board of Directors to determine if any adjustments are required for the Association to meet its financial and program obligations.

**Section 3**: Each member agrees to pay such dues that may be established by the Board of Directors, if ten percent of the total membership object in writing to the dues or special assessments fixed by the Board of Directors, such dues or special assessments shall be suspended until the next special or regular meeting of the General Assembly at which time the question shall be voted on by the membership. Objection to dues or assessment notice shall be submitted in writing to the offices of the Association by certified mail at least 30 days prior to any regular or special called meeting of the Board of Directors.

**Section 4**

Annual dues shall become payable on or before the first day of November of each year, and if said dues are not paid by the first day of the annual conference, the names of the members in arrears shall be reported to the Board of Directors by the Treasurer, and no member in arrears shall be entitled to vote, enjoy the rights of membership or participate in any of the proceeds of the State Association or any region thereof.

**Section 5**

An Associate Member shall be one which is either directly or indirectly related with the industries serving Agricultural Aviation and may include but are not limited to those persons in the chemical, industrial supplies, insurance, aircraft component parts, aircraft manufacturers, distributors and dealers, and other such related industries. The membership dues for an Associate Member shall be established annually by the Board of Directors and the same sum shall be the annual membership dues. Such members shall have no vote in any of the Association business. Every application for admission to associate membership shall be made to the Board of Directors and shall be promptly acted upon by the Board of Directors. Admission shall be by majority vote of the Board of Directors

**Section 6**

A Support Member shall be any member’s spouse, significant other or any individual interested in the promotion of AAAA objectives. The membership dues for a Support Member shall be established annually by the Board of Directors and the same sum shall be the annual membership dues. Such members shall have no vote in any of the Association business.

**ARTICLE IV**

**ELECTIONS AND ADMINISTRATION**

**Section 1 – Nominations and Elections Process**

Officers of this Association duly elected by popular vote of the General Assembly shall be President,

Vice-President, Treasurer and Secretary. No pilot, ground crew or support member shall be eligible to hold the offices of President, Vice-President, Treasurer or Secretary. An operator must hold these positions.

1. **President.** Any Operator Member in good standing is eligible to hold the office of President. His or her duties shall be to preside over meetings of the General Assembly. He or she shall be charged with the responsibilities of appointing committees and shall be the ex-officio member of all committees and assume any other responsibilities normally accepted by his office. He or she shall have no vote except to break ties. His or her term of office shall be for one year and he or she may succeed himself, if re-elected.
2. **Vice President.** Any Operator Member is good standing is eligible for the office of Vice President. The duties of the Vice President shall be to assume the duties of President in the absence of the President or in the event of the President’s inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all the restrictions on, the office of the President. The Vice President shall have the same right to vote as any other Director. The term of Vice President shall be one year and shall have the right to successive terms as determined by the bylaws of the Corporation. In the event that both the President and Vice President are absent, the ex-officio member of the Board becomes the President.
3. **Treasurer.** Any Operator Member in good standing is eligible for the office of Treasurer and shall be elected as provided for the other officers. It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, and other matters customarily included in financial statements. The Treasurer shall be responsible for ensuring the deposit of all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors and shall as requested render to the President and the Board of Directors an accounting of all the Treasurer’s transactions as Treasurer. The Treasurer shall provide, f requested or required a bond in the amount and the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer’s office. The Corporation shall pay the cost of such a bond. The term of Treasurer shall be two years and shall have the right to successive terms as determined by the bylaws of the Corporation.
4. **Secretary.** Any Operator Member in good standing is eligible for the office of Secretary and he shall be elected as provided for the other officers. The Secretary, or their designee, shall be the custodian of all records and documents of the Corporation, which are required to be kept at the principal office of the Corporation, and shall act as Secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. The duties of the Secretary shall be to assist the Executive Director and the President subject to the approval of the President and the Board of Directors. The term of Secretary shall be two years and shall have the right to successive terms as determined by the bylaws of the Corporation.
5. **Directors.** Management of the Association is vested in a Board of Directors that shall consist of fifteen (15) qualified members as defined herein; however, each member shall have only one vote, even if they are serving in two positions on the Board. The persons serving on the Board of Directors shall be identified as:
6. The Immediate Past President, who shall serve as an ex-offico member;
7. The current State President,;
8. The current Vice President;
9. The current Treasurer;
10. The current Secretary:
11. The Chairman and Vice Chairman of each of the three (3) membership regions shall be elected by each region at the Annual Meeting, their terms of office being for two (2) years;
12. One Pilot member, who shall be elected by the pilot membership at the annual meeting;
13. The State Plant Board member;
14. One Associate Director, to be elected annually by the Associate Members

to represent the Associate Membership (he may succeed himself, if re-elected); and shall not vote on business conducted of the Board of Directors.

1. One Support Member Director, to be elected annually by the Support Member group to represent the interest of any spouse, significant other or any individual interested in the promotion of AAAA objectives (he/she may succeed herself, if re-elected); and shall not vote on business conducted of the Board of Directors.
2. The NAAA Board Member shall be appointed by the Board of Directors for a two (2) year term, 6 years being the max for a given director.  (a) In the event that the immediate past President is chosen to serve as the NAAA Director, there shall be a vacancy declared in the Past President position and the President shall appoint a previous AAAA President to serve in the Past President vacancy.
3. Provided the AAAA has a member in good standing serving on Arkansas Aeronautics Commission said member shall be a member of the AAAA Board of Directors entitled to all the rights and privileges hereto
4. **Executive Director.** The office of Executive Director shall not vote on business of the Board of Directors or the General Membership. The Executive Director shall be employed by the Board of Directors to handle and keep all records pertaining to the Association, and to have general charge of the affairs of the Association, subject to the approval of the Board of Directors.

**Section 2 – Succession Plan for Officers**

Officers who have completed a two (2) year term in their current position on the Board may run for election of the next position in the line of succession as identified below:

1. Vice President may run for President.
2. Secretary may run for Vice President.
3. Secretary may run for Treasurer.

**Section 3 - Meetings**

Meetings of the General Assembly of the membership, both regular and special, shall be held as provided in the Articles of Incorporation. Meetings of the Board of Directors shall be held at least two (2) times per year on such dates as the Board shall select. Written or electronic notice of meetings of the Board of Directors shall be given at least one week before such meeting unless waived in writing by Directors. Special meetings of the Board may be called by the notice of the Directors.

**Section 4 - Finance**

Any and all finances collected by and belonging to the Association shall be accounted for by usual banking methods. It shall be the responsibility of the Board of Directors to examine the books and to ascertain the financial status of the Association and report its findings to the General Assembly. All checks written shall carry two signatures which can be a combination of two of the following three: the President, Treasurer and/or Association Accountant. All expenditures over $100 should have verbal approval by a board member and all expenditures over $500 will require written approval by one of the officers. An Annual accounting of these funds will be made to the Board of Directors at the Annual Meeting

**Section 5 - Amendments**

These By-Laws may be amended by a majority vote of the General Assembly Provided that notice and copy of the proposed amendments shall be filed with the Secretary at least thirty (30) days before the meeting and that the Secretary shall forward a copy of the proposed amendments to each voting member at least ten (10) days before said meeting.

**Section 6 - Order of Business**

1. The order of business at each meeting of the Association shall be as follows:
	1. Roll Call
	2. Reading of the minutes of the previous meeting
	3. Report of Officers
	4. Report of Committees
	5. Propositions for Membership and Elections
	6. Unfinished Business
	7. New Business
	8. Adjournment

**Section 7 – Rules of Order**

Robert's "Rules of Order" shall be the parliamentary authority of the Association for the conduct of business.

**Section 8 –Board Vacancy** - In the event a duly elected member of the Board of Directors is unable to complete their term of office, the President of the AAAA shall appoint a previous board member in good standing of the AAAA to fill the unexpired term of the vacancy created until the next regular meeting of the General Membership.

**Code of Ethics**

All members of the Arkansas Agricultural Aviation Association shall abide by the provisions of this code

and the same may be prominently displayed at each member's business establishment.

We of the Arkansas Agricultural Aviation Association, realizing a need for upgrading and self-policing in

our industry, pledge our efforts the following principles: Constantly strive to improve the quality of my work and service to my customers. Promote safety in agriculture aviation. Comply with all regulations that govern our industry. Join with other association’s members to combat unethical business practices within the industry. Aid and promote experimental and technological advancement in agricultural aviation. Maintain my aircraft in an air-worthy condition at all times, properly certified and registered with the proper state agencies. Join together to combat illegal activity involving the use of aircraft and/or drugs. Generally, conduct my business so as to further and strengthen agricultural aviation's position in the agricultural economy.

**ARTICLE V**

**DISSOLUTION AND DISTRIBUTION**

 A two-thirds vote of the membership present at a general membership meeting shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the Association. Upon dissolution of the Association, any assets remaining after payment of, or provision for its debts and liabilities shall, consistent with the purposes of the Association, be paid to any not-for-profit organization(s) of their choice exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the Association shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.

**ARTICLE VI**

**INDEMNIFICATION OF DIRECTORS**

To the fullest extent as provide by law, the Corporation shall indemnify its “agents”, as described by law, including its directors, officers, employees and volunteers, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, and including any action by or in the right of the Corporation, by reason of the fact thet the person is or was a person as described in the Non-Corporation Act of the State of Arkansas. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeing indemnification in defending any “proceeding” shall be advanced by the Corporation of an undertaking by or on behalf of that person to repay such amount unless it ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

The Corporation shall the power to purchase and maintain insurance on behalf of any agent of the Corporation to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent provided by law.