

ARKANSAS AGRICULTURAL AVIATION ASSOCIATION, INC.
BYLAWS
(As Amended 1/5/2020)

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 in the State of Arkansas. The association shall also strive to educate, promote and advocate for the aerial application industry and its contribution to the most productive farming methods in the world.

Article II
MEMBERSHIP

Section 1 - Membership in this Association shall consist of Operator Members, Pilot Members, Ground Crew, Support Members and Associate Members.

Section 2 – Types of Membership are further described below:

- A. Operator** - Any owner or partner operating an agricultural aviation business and holding a valid Federal Aviation Administration Part 137 Operating Certificate, or any Federal Aviation Administration Part that may supersede Part 137, may qualify for membership as an Operator with all the rights and privileges appertaining thereto in consideration of the satisfactory completion of the requirements for membership. The Operator Members shall have voting rights.
- B. Pilot** - Any agricultural aviation pilot, who is not an operator, may qualify for membership as a Pilot Member with all the rights and privileges appertaining thereto in consideration of the satisfactory completion of the requirements for membership. The Pilot Members shall have voting rights.
- C. Ground Crew** – Any individual that works as the ground crew for an ag aviation operator, may qualify for membership as a Ground Crew Member with all the rights and privileges appertaining thereto in consideration of the satisfactory completion of the requirements for membership. Such members shall have no vote in any of the Association business.

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- D. Support Member** - A Support Member shall be any member's spouse, significant other or any individual interested in the promotion of AAAA objectives. An individual may qualify as an Associate Member with all the rights and privileges appertaining thereto in consideration of the satisfactory completion of the requirements for membership. The Support Members shall have voting rights.
- E. Associate Member** - An individual 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 may qualify as an Associate Member with all the rights and privileges appertaining thereto in consideration of the satisfactory completion of the requirements for membership. Such members shall have no vote in any of the Association business.
- F. Lifetime Member** – An individual who demonstrates unselfish devotion to furthering the interests and efforts of agricultural aviation and has contributed to the welfare and growth of the industry to such an extent as to make that person's contribution outstanding and above the normal fulfillment of his or her professional or occupational duties and responsibilities. Lifetime member must be voted on and approved by the Board of Directors and shall have voting rights in the organization.

Section 3 - Dues and Terms.

Membership may be granted to individuals which have an interest in the aerial application industry and have paid their annual dues. The membership year runs from January 1 through December 31. Annual dues shall be determined by the Board of Directors and are payable in advance. The Board of Directors shall have the power to terminate membership if dues are not paid by March 1.

Section 4 – Membership Behavior

A. 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.

- B.** Any member whose conviction in court of law becomes final concerning:
- (1) the commission of a felony offense,
 - (2) the using or dealing in illegal drugs, or
 - (3) 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

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Association's year. Nor shall he be entitled to display evidence of membership in the Association nor its Code of Ethics.

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 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.

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ARTICLE IV
Government

Section 1 – The Arkansas Agricultural Aviation Association shall include a Board of Directors, which shall constitute the governing body and whose duties and responsibilities shall be to oversee the activities and affairs of the association. The board should be composed of:

- A. The duly elected officers
- B. Three Directors from each of the two regions, to be elected by the Operators in their region.
- C. The State Plant Board Member shall be appointed by the Board of Directors
- D. The NAAA Board Member shall be appointed by the Board of Directors
- E. One Pilot Representative
- F. The Immediate Past President of the AAAA
- G. One Associate Director, to be elected annually by the Associate Members
- H. One Support Member Director, to be elected by the Support Member group to represent the interest of any spouse, significant other or any individual interested in the promotion of AAAA.

Section 2 – Officers – The AAAA shall have a President, Vice President, Treasurer and Secretary, whose duties and responsibilities shall be to execute the policies and administrative functions of their offices.

- A. The 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 organization and the Board of Directors. 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 two years.
- B. Vice President** – Any Operator Member in 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 two years. In the event that both the President and Vice President are absent, the ex-officio member of the Board becomes the President.

The Vice President is also the Chair of the Annual Convention Planning Committee.

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- C. 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 duty of the Treasurer to supervise the accounting records of the organization. The Treasurer shall make an annual financial report in coordination with the Association Accountant to the organization and shall be authorized to pay any financial obligation of the organization in the same fashion as the Executive Secretary/Director. His or her term of office shall be for two years.
- D. Secretary** – Any Operator Member in good standing is eligible for the office of Secretary and he or she shall be elected as provided for the other officers. The Secretary, or their designee, shall be the custodian of all records and documents and shall act as Secretary at all meetings of the Board of Directors. They shall also keep the minutes of all such meetings on file in hard copy or electronic format. The term of Secretary shall be two years

Section 3 – 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) Treasurer may run for Vice President.
- 3) Secretary may run for Treasurer.

Section 4 – Additional Board Members

- A. Regional Directors** - There shall exist two (2) regions of this Association within the State of Arkansas, which are hereby designated as "North" and "South." The "North" region 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 "South" region 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.

Each Region shall have three Operators in good standing represented on the Board of Directors, a Chairman and two Vice Chairmen. The Chairman and Vice Chairmen of each of the two (2) membership regions shall be elected by each region at the Annual Meeting. They will serve two-year terms of office and they shall succeed themselves. These regional directors must be Operators in good standing, and they shall each have a vote on Board of Directors Business.

- B. Plant Board Representative** - 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 for

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service, and his or her name shall be submitted to the Governor of the State for appointment to the State Plant Board. They shall have a vote on Board of Directors Business.

- C. NAAA Board Representative** – The NAAA representative shall be appointed by the Board of Directors for a two (2) year term. 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. This representative shall serve a maximum of 3, 2 years terms and must be an Operator in good standing. They shall have a vote on Board of Directors Business.
- D. Pilot Representative** – The pilot representative shall be elected by the pilot membership at the annual meeting. They will serve two-year terms of office and they shall succeed themselves. They shall have a vote on Board of Directors Business.
- E. Immediate Past President** – The past president shall serve on the board as an ex-officio member. They shall serve a two-year term and have a vote on Board of Directors Business.
- F. Support Member Representative** - One Support Member Representative, to be elected by the Support Member group to represent the interest of any spouse, significant other or any individual interested in the promotion of AAAA objectives. They will serve two-year terms of office and they shall succeed themselves. They shall have a vote on Board of Directors Business.
- G. Associate Representative** - 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.
- H. Arkansas Department of Aeronautics Representative** - 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 but shall not vote on business conducted by the Board of Directors.

Section 5 – Nominating Committee

The Board of Directors of the organization shall serve as the nominating committee for officers of the organization. The Board of Directors shall propose a slate of officers to the general membership and should be elected by the membership at the annual meeting of the organizations.

Section 6 – Board Terms

The duly elected officers shall assume office following the annual meeting and shall hold office until their successors are duly elected.

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Section 7 - Board Vacancy

In the event of any vacancy of any office, such vacancy shall be filled by appointment of the President with the approval from the Board of Directors.

Section 8 – Executive Director

The Executive Director shall be appointed by the Board of Directors and employed 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 9 – Association Accountant

The Board of Directors may hire a part-time accountant to assist with the financial matters of the association. The accountant, in coordination with the Executive Director and Board Treasurer, shall oversee all association funds and ensure that the financial reports are prepared and presented to the board.

Section 10 - Meetings

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. A quorum for the AAAA board must be more than 50%. Special meetings of the Board may be called by the notice of the Directors.

All meetings of the organization shall be governed by Robert's Rules of Order.

An Annual General Membership Meeting shall be held every year at the annual convention. 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 11 – Rules of Order

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

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Section 12 - Order of Business

- 1) The order of business at each meeting of the Association shall be as follows:
 - a. Roll Call
 - b. Reading of the minutes of the previous meeting
 - c. Report of Officers
 - d. Report of Committees
 - e. Propositions for Membership and Elections
 - f. Unfinished Business
 - g. New Business
 - h. Adjournment

Section 13 - Finances

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 expense funds must be approved before expenditure by 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 14 – Bylaw Amendments

These Bylaws may be amended by a 2/3 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.

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.

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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 that 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 have 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.