

ARKANSAS AGRICULTURAL AVIATION ASSOCIATION, INC.

BYLAWS

(As Amended 1/11/1999)

ARTICLE 1

MEMBERSHIP

Section 1

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

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 Association's year nor shall he be entitled to display evidence of membership in the Association nor its Code of Ethics, while a member in good standing.

C. Before any disciplinary action is taken by the Board of Directors, the member shall first be issued a written notice, sent certified mail, return receipt requested, by the Chairman of the Board of Directors, advising the member of the violation of the By-Laws or Code of Ethics that has been alleged and the time and place of the next Board of Directors meeting. The member may appear in person before the Board of Directors or he may file a written statement with the Board, at his option. If the member fails to appear and fails to respond to the charges in writing, he is deemed to have waived any right of appeal for the Board's disciplinary action.

D. If the member appears before the Board personally, or files a written response with the Board, concerning the charges brought against him. he shall have the right to appeal the disciplinary action of

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the Board of Directors to the "General Assembly" of the Association at the next regularly scheduled meeting of the Association by giving written notice of such fact to the Chairman of the Board within 10 days after the member's receipt of the written evidence of the Board's disciplinary action against him. The General Assembly, in closed session, shall, by majority vote, either uphold or reject the disciplinary action of the Board of Directors.

E. A member who has been expelled from the Association shall be entitled to make application for re-admission into membership in the Association only after the period of his expulsion has expired.

Section 4

A quorum 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 meeting.

Section 5

Voting by proxy shall be valid for all purposes if the person acting as proxy has the written proxy of a member in good standing. Written proxies shall be filed with the Secretary of the Association prior to the meeting at which the proxy is to be used.

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 following two-year period. The Association is entitled to be represented on the State Plant Board and to select one of the members on the Arkansas Agricultural Aviation Association, Inc. for Service, and his 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.

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ARTICLE II

DUES

Section 1

The original membership dues and annuals dues for Operator Members shall henceforth be \$110.00.

Section 2

Pilot dues shall be \$55.00 yearly. Ground Crew dues shall be \$38.50 yearly. All Pilots and Ground Crew to pay registration and participation fees. Pilots and Ground Crew shall have equal voting rights as Operator members, except Pilots and Ground Crew shall be restricted in the offices of the Association which they hold as set forth in Article 111, Section 1.

Section 3

Each member agrees to pay such dues and assessments as may be voted 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.

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

From and after the adoption of this section, there shall be a new class of membership to be called "Associate Members." The original membership dues for an Associate Member shall be \$44.00 and the same sum shall be the annual membership dues. 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. Such members shall have no vote in any of the Association business. The Board of Directors shall approve the membership application of all such Associate Members.

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ARTICLE III

ELECTIONS AND ADMINISTRATION

Section 1 – Duty of Officers

Officers of this Association duly elected by popular vote of the General Assembly shall be President, Vice-President, Secretary and Treasurer. There shall be Fifteen (15) directors as hereinafter provided. No pilot or ground crew member shall be eligible to hold the offices of President, Vice-President, secretary or Treasurer.

A. President. Any Operator Member in good standing is eligible to hold the office of President. His duties shall be to preside over meetings of the General Assembly. He 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 shall have no vote except to break ties. His term of office shall be for one year and he may succeed himself.

B. Vice President. Any Operator Member in good standing is eligible for the office of Vice President. His duties shall be to assume the responsibilities of the President in his absence and to assist him in any possible way in the normal course of official business. The Vice President shall have the same right to vote as any other member. His term of office shall be one year and he may succeed himself. In the event that both the President and Vice President are absent, the ex-officio member of the Board becomes the President.

C. Executive Director. Any person, whether an Operator Member or not, is eligible to hold the office of Executive Director, but shall not vote. He shall be employed by the Board of Directors. His duties shall be 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 President and the Board of Directors.

D. 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. His duties shall be to assist the Executive Director and the President subject to the approval of the President and the Board of Directors.

E. Treasurer. Any Operator Member in good standing is eligible for the office of Treasurer and he shall be elected as provided for the other officers. He shall keep careful record of **all** moneys of the Association and shall be bonded in whatever amount the Board of Directors may fix and at the expense of the Association. His term shall be one year and he shall have the right to succeed himself.

F. Directors. There shall be fifteen (15) persons on the Board of Directors, identified as follows:

- 1) The outgoing State President, who shall serve as an ex-official member;
- 2) The current State President, who shall act as Chairman of the Board of Directors;

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- 3) The current Vice President;
- 4) The current Secretary;
- 5) The current Treasurer;
- 6) The Chairman and Vice Chairman of each of the three (3) membership regions, their terms of office being for two (2) years with an election of a new Vice Chairman each year.
- 7) One Pilot member, who shall be elected by the pilot membership in the annual meeting.
- 8) The State Plant Board member; and
- 9) One Associate Director, to be elected annually by the Associate Members and representing the Associate Membership (he may succeed himself).
- 10) The NAAA Board Member who shall be appointed by the Board of Directors for a three (3) year term.

Section 2 - 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 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 3 - Finance

Any and all moneys 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 the signature of the Treasurer. All expenditures of the Association shall be authorized by the Board of Directors. A Executive Director for small incidental expenses. An Annual accounting of these funds will be made to the Board of Directors from a petty cash journal.

Section 4 - 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 5 - Order of Business

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

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- 4) Report of Committees
- 5) Propositions for Membership and Elections
- 6) Unfinished Business
- 7) New Business
- 8) Adjournment

Section 6

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

Code of Ethics

All members of the Arkansas Agricultural Aviation Association shall abide by the provisions of this code and the same shall be prominently displayed at each member's 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 associations 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.