

Bylaws of the Society of Aviation and Flight Educators, Inc. (5-29-17)

ARTICLE 1

Purpose

The purpose of SAFE (“the organization”) is to develop, promote, assist, and advance aviation education, flight instruction, career choices, and professional development. SAFE seeks to create a safer aviation environment through enhanced education of its members and others in the aviation community.

ARTICLE 2

Membership

Section 2.01 – Membership

Any person over the age of eighteen (18) with an interest in furthering the vision and mission of the organization is eligible for membership.

Section 2.02 – Classes of Membership

The Board of Directors is responsible for designating and/or naming the specific classes of membership available and for establishing the dues or fee structure for each class of membership. The names of the classes of membership and their fee structure may be changed, as necessary from time to time, by a majority vote of the Board of Directors.

(See Appendices in Article 18 for current list of Membership Classes, Fees, and Benefits available.)

Section 2.03 – Honorary Membership

Upon recommendation by a SAFE member and subsequent approval by vote of the Board of Directors, an individual may be granted Honorary Member status. Honorary Member status is non-voting and non-dues paying.

Section 2.04 – Member Voting Privileges

All classes of membership, except those designated as “Associate” or “Honorary”, have voting privileges

Section 2.05 – Membership Privileges and Benefits

Current SAFE members, except those designated as “Associate” and “Honorary”, are entitled to certain benefits as determined by the Board of Directors. The Board of Directors is empowered to determine which specific classes of membership will receive special benefits such as product discounts from industry sponsors, etc.

Section 2.06 – Member Responsibilities

Each member shall comply with the Bylaws of the organization and the SAFE Code of Ethics.

ARTICLE 3

Termination of Membership

Section 3.01 – Termination of Membership

Membership in SAFE may be terminated for cause shown after notice to the member and a Board review. An affirmative vote of two-thirds (2/3) of the Board of Directors present at a regular or special meeting shall be required to terminate the member.

Any member whose annual dues are more than sixty (60) days in arrears shall be automatically terminated without regard to the other requirements of this section.

Section 3.02 – Resignation

Any member may resign by filing a written notice of resignation with the Secretary. However, there will be no pro-rated refund of paid dues.

Section 3.03 – Reinstatement

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may reinstate a former member who was terminated pursuant to Article 3, Section 3.01.

Section 3.04 – Transfer of Membership

Individual membership in the organization shall not be transferred.

ARTICLE 4

Voting by Members

All votes by the membership will be conducted electronically.

ARTICLE 5

Board of Directors

Section 5.01 – Governing Body

The governing body of the organization is the Board of Directors (“Board”).

Section 5.02 – General Powers

The Board of Directors shall govern the affairs of the organization consistent with these Bylaws.

Section 5.03 – Number of Directors

The Board shall normally consist of nine (9) members. The Board may operate with a minimum of six (6) members during such times as there may be vacancies that are unfilled. The required number of Board members present in order to constitute a quorum at any meeting of the Board is defined in “Section 10.01 Quorum” and will be based on the number of filled positions. All Directors shall have identical rights and responsibilities.

Section 5.04 – Tenure

Directors shall serve a term of three (3) years. A term shall be complete upon the passage of three (3) annual meetings. No Director shall serve more than two (2) consecutive terms. Fulfilling an unexpired term may not be considered when calculating term limits. Directors shall serve staggered terms such that approximately one-third of the members of the Board are elected annually.

Section 5.05 – Board Members

All Members of the Board must be voting members of SAFE. Members of the Board shall adhere to the Bylaws of the organization and the policies and procedures prescribed in the Board Member Policy Manual.

Section 5.06 – Composition of the Board of Directors

Board members who possess a diversity of experience and qualifications shall be sought to help SAFE better carry out its vision, mission, and programs. Examples of diversity of experience include work in areas such as non-profit organizations, general aviation, education, fundraising, marketing, and management.

Section 5.07 – Nomination and Election

The Governance Committee shall present to the membership at large, at least sixty (60) days prior to the annual meeting, a slate of members for election to the Board. Voting by the

membership at large will be completed no later than thirty (30) days prior to the annual meeting. The newly elected Board members shall take office immediately upon adjournment of the annual meeting.

Section 5.08 – Vacancies

Any vacancy in the Board, and any new position to be filled on the Board, may be filled by the Board from the voting membership at large. A Director selected to fill a vacancy shall serve the unexpired term of his/her predecessor in office. Fulfilling this unexpired term will not be considered when calculating term limits for this director if this director chooses to serve a successive term(s).

Section 5.09 – Resignation

A Director may resign at any time by delivering written notice to the Chair of the Board.

Section 5.10 – Removal

The Board may remove any Officer or Director for cause by two-thirds (2/3) vote of all remaining Directors only upon notice and due process provided to the Officer or Director proposed for removal.

ARTICLE 6

Officers

Section 6.01 – Positions

There shall be four (4) elected officers of the Board of Directors: Chair, Vice Chair, Secretary, and Treasurer. The roles and qualifications of these officers shall be determined by the Board in its policy manual.

Section 6.02 – Nomination and Election

The Board shall select Officers from among its membership.

Section 6.03 – Tenure

The term for each Officer shall be the one-year period commencing with the date of the annual meeting of the Board of Directors.

Section 6.04 – Policies and Procedures

The Board shall refer to the Board of Director's Policy Manual for its operating procedures and shall be responsible for reviewing and/or updating the manual on an annual basis.

ARTICLE 7

Professional Staff

Section 7.01 – Executive Director

The Board of Directors may appoint an Executive Director to carry out the work of the organization in accordance with policies established from time to time by the Board. In the absence of an Executive Director, the Board will act in the Executive Director's stead.

Section 7.02 – Staff

The Board of Directors shall hire or appoint professional and support personnel as needed.

Section 7.03 – Annual Report

The Executive Director shall present a written report to the SAFE Board of Directors each year on the affairs of SAFE including a budget report. Upon approval by the Board, the Executive Director shall present the report to the membership.

ARTICLE 8

Voting by Directors

Section 8.01 – Voting

All Board actions must be by affirmative vote of a majority of Directors present. Any vote by the Board outside of an actual meeting requires the unanimous written consent of all the Board members. As such, if a vote is taken via email, fax, or other similar method outside of a meeting, it will require the affirmative vote of all Directors with written confirmation of each affirmative vote to be included in the records of the corporation.

ARTICLE 9

Conflict of Interest

Section 9.01 – Conflict of Interest

Officers, Directors, and employees may not participate in organization action with respect to any contract, transaction, accreditation, or other matter in which any such officer, Director, or employee, has any interest, financial or otherwise, unless said officer, Director, or employee makes full disclosure of the circumstances to the SAFE Board and said Board determines that (a) the interest is not so substantial as to affect the integrity of the organization and the services being rendered by said officer, Director, or employee; or (b) on the basis of standards to be

established in such rules and regulations, the interest of said officer, Director, or employee is too remote or too inconsequential to affect the integrity of the organization and the services being rendered.

ARTICLE 10

Meetings

Section 10.01 – Quorum

The transaction of business at any regular or special meeting of the Board of Directors shall take place only when a quorum of at least two-thirds (2/3) of the currently filled Directors positions are present, except where otherwise required by these Bylaws. No action shall take place except by majority vote unless otherwise specified in these Bylaws.

Section 10.02 – Annual Member Meeting

There shall be an Annual Meeting of members at the same place and during the same week as the Annual Meeting of the Board.

Section 10.03 – Annual Meeting of the Board

The Annual Meeting of the Board shall be held at a location and time set by the Board. At the annual meeting the Board will install newly elected Board members, select Board officers, receive reports of SAFE committees, and conduct other business as required.

Section 10.04 – Other Meetings

Other meetings of the Board may be held at a location and time set by the Board. The purposes of these meetings will be designated by the Board and made known to all members of the organization.

Section 10.05 – Special Meetings of the Members or Board

Special meetings may be called by: (i) the Executive Director, (ii) a majority of the Board, or (iii) written request of fifty (50) members of the organization. Any request for a special meeting shall be filed with the Board Secretary. The times and locations of such meetings will be determined by the Board; a special meeting will be scheduled to take place within sixty days of the valid filing of any request. Notice of a special meeting will be sent to each member at least two weeks before the date appointed. This notice shall state the reason for the meeting and no business shall be transacted at the meeting except as specifically stated in the notice. Notice to members may be delivered by electronic means.

Executive Session:

a) Board meetings shall be open to members except when Executive Session is officially announced by the Chair. Executive Sessions shall be used rarely and most typically for the following reasons: Performance appraisal of compensated staff and/or litigation. However, the Board may choose to conduct an Executive Session with the auditors.

b) The Chair and the Board itself may convene an Executive Session. A Board member may also request an Executive Session by contacting the Board Chair in advance and specifying the reason for such a session.

c) The Executive Session will include Board members and only those other persons, as determined by the Board, who have a vested interest in the Executive Session meeting purpose.

Section 10.06 – Notice of Regular Meetings of the Members of the Board

A tentative schedule of regular Board meetings will be published on the SAFE website. Members wishing to submit a request of the Board, or information for the Board's consideration may do so in writing, by mail or by electronic means, to the Secretary not later than two weeks prior to the scheduled meeting.

Section 10.07 – Meetings of Committees

Standing committees shall meet at such times and places as determined by the committee Chair. Committees, other than standing committees, shall meet at such times and locations as may be determined by the Committee Chair.

Section 10.08 – Minutes of Meetings

The Secretary shall record and maintain the minutes of the general membership meeting and any meetings of the Board. A copy of the minutes shall be made available to the membership in the members-only section of the SAFE website. Minutes of meetings held during Executive Session that relate to personnel matters will be excluded for privacy reason.

ARTICLE 11

Financial Management

Section 11.01 – Fiscal Year

SAFE shall operate on a fiscal year determined by the Board of Directors.

Section 11.02 -- Budget

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

Section 11.03 – Audit

An internal audit will be conducted upon a change in the Executive Director, every five years, or otherwise as directed by the Board. A summary of each report or audit shall be provided to the Board, and all shall be posted on the members-only section of the SAFE website.

Section 11.04 – Dues

Dues for all membership categories within the organization will be established by the SAFE Board of Directors to become effective with the beginning of the new fiscal year. Dues for all membership shall be due on the anniversary dates of initial membership and become delinquent 60 days thereafter for nonpayment.

Section 11.05 – Contributions

The organization may accept any appropriate donation, bequest, gift, or other type of contribution offered which is consistent with SAFE's stated purposes and policies.

Section 11.06 – Deposit and Disbursement of Funds

The funds of SAFE shall be deposited in depositories approved by the Board, and such depositing authority may be delegated to the Executive Director or accountant.

The Board of Directors shall determine, from time to time, who will have authority to withdraw, transfer, and disburse funds in the course of conducting organization business.

Section 11.07 – Bonding

The Treasurer, Secretary, other officers, Executive Director, and employees as required by the Board may be bonded at the expense of the organization in the amounts determined by the Board.

ARTICLE 12

Indemnification

SAFE may indemnify its Directors, Officers, and volunteers by carrying liability insurance in an amount to be determined by the Board from time to time.

ARTICLE 13

Committees

Section 13.01 – Committees

The Executive Director shall be an ex officio member of all standing committees. The Chair or Board may assign to these standing committees responsibilities in addition to those specifically listed in these Bylaws. Action by any Committee requires Board approval. Minutes of each committee meeting shall be promptly prepared and delivered to the Board for their review. Members in good standing may make application to the Board Chair for membership on any committee. The Chair of each committee shall review committee membership on an annual basis with the Board Chair. The Board Chair, in consultation with the Executive Director, shall make all committee membership appointments.

Section 13.02 – Standing Committees

Standing committees of the Board shall include a Governance Committee, a Finance Committee, an Audit Committee, an Awards Committee, a Membership Committee and a Fundraising Committee. These committees shall operate in accordance with the policies established by the Board.

Section 13.03 – Governance Committee

The Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the Board. The Governance Committee shall be composed of one (1) to three (3) members of the Board, and two (2) at-large members, serving staggered three (3) year terms, appointed by the Board chair. The Board Chair may not serve on the Governance Committee. The Governance Committee shall elect its own chair. Candidates nominated by the Governance Committee for Board positions should reflect the qualifications and diversity described in Board policies. The slate of candidates shall be presented to the Board two (2) weeks prior to March 31 of each year. It shall analyze regularly the performance of members of the Board and consult with those not performing adequately. Further, the Governance Committee shall be responsible for board members' training, orientation, and recognition on a regular annual schedule as outlined in the Board Member Policy Manual and/or SAFE Bylaws.

Section 13.04 – Finance Committee

The Finance Committee shall consist of the Chair, Executive, Treasurer, and two at-large members from the membership. The treasurer of the organization serves as the Chair of the Finance Committee. The committee shall be responsible for the planning, monitoring, and evaluation of the organization's funding, financial management, facilities, assets, risks, and insurance programs. The committee shall work with the Executive Director and/or the Board in developing long-range financial and capital plans; reviewing annual budgets and financial reports; and recommending internal controls and other financial policies to the Board. The committee shall perform such other duties as requested by the Board.

Section 13.05 – Audit Committee

The Audit Committee shall consist of at least three (3) members of the Board, none of whom shall be employees of SAFE or receive, directly or indirectly, any consulting, advisory, or other compensatory fees from SAFE. The Chair of the committee shall not contemporaneously serve on SAFE's Finance Committee. The committee shall review the adequacy of the organization's internal control structure, the activities, organizational structure, and qualifications of the internal audit function as well as monitor compliance with the organization's code of conduct and conflict-of-interest policy.

Section 13.06 – Awards committee

The Awards Committee shall be chaired by the Executive Director or Board Vice-Chair and shall consist of four (4) additional members, including the Chair elect, immediate Past Chair and two (2) other members-at-large appointed by the Board Chair for a term of one (1) year or until replaced. It shall be responsible for oversight of the policies and procedures pertaining to the nomination and selection of candidates for all SAFE awards. The Awards Committee shall carry out its duties such that a recommended list of nominees for each award is presented to the Board at least two (2) months prior to the Annual Meeting of the Members. All award recipients shall be named by the Board. The Awards Committee shall be responsible to the Board for organizing and conducting an official awards presentation during the Annual Meeting of the Members.

Section 13.07 – Master Instructor Program

A Master Instructor Program (MIP) is a peer-reviewed professional development and accreditation program for aviation educators who are qualified to participate in such a program. At the discretion of the Board of Directors, SAFE may choose to support and/or participate in an existing certification program by Memorandum of Understanding (MOU) or, in the absence of a program acceptable to the Board of Directors, establish a program of its own. If such a program is established by SAFE, and to maintain the impartiality of this program, the Board shall at that time establish an independent review body to administer the MIP. Administration of the MIP shall be detailed in a Board-approved MIP Policies and Procedures Manual and shall function independently from the Board.

Section 13.08 – Membership Committee

The Membership Committee shall consist of at least five (5) members. The Executive Director will be an ex officio member of the Committee. One member of the SAFE Board will be appointed by the Board Chair to serve as a committee member and committee liaison to the Board. The remaining committee members will be solicited from the general membership. The Membership Committee's purpose is to monitor membership trends and advise the Board on matters affecting membership recruitment and retention. Additionally, the Membership Committee will design and implement membership campaigns, develop strategies to meet annual recruitment goals, make recommendations to the Board regarding member benefits, and, from time to time, report membership trends, concerns, and/or other pertinent information to the SAFE Board of Directors.

Section 13.09 – Fundraising Committee

The Fundraising Committee shall consist of at least five (5) members. The Executive Director will be an ex officio member of the Committee. One member of the SAFE Board will be appointed by the Board Chair to serve as a committee member and committee liaison to the Board. The remaining four, or more, members will be solicited from the general membership. The Fundraising Committee's purpose is to focus on specific fundraising targets, identify and research how much money might be raised from various types of resources, develop an action plan for possibly approaching the resource, and develop a fundraising plan to be presented to the Board annually. Additionally, the Fundraising Committee (with the assistance of the Treasurer) should develop a system to track all donations and grants to the organization and ensure that each donor receives proper acknowledgement.

ARTICLE 14

Special Committees

Section 14.01 – Special Committees

The Board may create any special or ad hoc committee, which may be composed of members of the Board, other members or SAFE, or any other persons. Such committees shall have a specific charge and shall report progress to the Board or its designee. The Board shall establish the membership and tenure of such special committees.

ARTICLE 15

Amendments

Section 15.01 – Amendments

These Bylaws may be amended upon (a) proposal by any member of the Board or (b) petition of a minimum of fifty (50) SAFE members. Proposed amendments must be approved by a two-thirds (2/3rds) vote of the Board at any scheduled meeting or at any special meeting convened for such purpose. If approved by the Board proposed amendments shall be submitted to the membership for adoption/rejection. Notice of amendments to the Bylaws must be disseminated to all members in good standing (i.e., who have paid current dues) not less than ten (10) days or more than sixty (60) days prior to voting. Adoption of an amendment shall require a positive vote by a majority of the members ballots cast.

ARTICLE 16

Rules of Order

Robert's Rules of Order shall govern the conduct of meetings of the organization.

ARTICLE 17

Dissolution

Section 17.01 – Dissolution Plan

SAFE may be dissolved, or merged with another similar entity carrying on substantially the same activities, only upon approval of a plan of dissolution adopted by a two-thirds (2/3rds) vote of the Board, and confirmed by a majority of the membership.

Section 17.02 – Dissolution Process

Upon dissolution of SAFE, the Board shall, after paying or making provisions for payments of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purpose of the organization and consistent with the purpose of Code Section 501 (c) (3) of the Internal Revenue Code. Any such assets not so disposed shall be disposed of by the applicable judicial court of the County of which the principal office of SAFE is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine which are organized and operated exclusively for such charitable purposes.

ARTICLE 18

Appendices

Section 18.01: List of Appendices

The following Appendices shall be maintained as an integral part of this document. Each Appendix included in the Society of Aviation and Flight Educators Bylaws shall include a table of contents and notation of revision dates. These Appendices shall be used to declare to the membership important information that changes periodically and is incidental to the application of these Bylaws.

Appendix A -- Vision Statement and Mission Statements

Appendix B -- Code of Ethics

Appendix C -- Board Member Policy Manual

Appendix D – List of Membership Classes, Fees and Benefits

Appendix E – Master Instructor Program (MIP) Policies and Procedures Manual

Section 18.02: Proviso

The inclusion of the above Appendices in Article 18 of the SAFE Bylaws is done merely to provide SAFE members with easy access to certain organizational policies and procedures. In no way does the inclusion of these Appendices in the Bylaws preclude the SAFE Board of Directors from making changes from time to time to the above Appendices or from taking other action to direct, manage, or conduct the organization's business affairs.