

NORTH TEXAS BUSINESS AVIATION ASSOCIATION (NTBAA)

ORGANIZATION SUMMARY:

BOARD OF DIRECTORS -

Primary Officers (2-year term):

- President (stays on Board 1 year after service ends)
- Vice President
- Secretary
- Treasurer

4 Directors – Committee Chairs (2-year terms):

- Steering Committee
- Membership Committee
- Operational –Technical Committee
- Program Committee – Quarterly Meetings and Social Events

EVENTS -

- Bi-Monthly Meetings
- Annual Board Meeting – 2nd Qtr each year
- Annual Committee Meetings – Can be same time as board meeting
- Annual Holiday Party, Scholarship function – tbd

Non-Profit 501-6c completed

MEMBERSHIP -

Why Join?

- Provide a powerful, clear, and single active voice advocating the causes of local Business / General Aviation.
- Hear informative presentations given by regulators, agencies, vendors and service organizations.
- To have a regular opportunity to network with your peers in a casual but professional environment.
- To put forth issues to be considered and championed by NTBAA for the benefit of the membership.
- The ability to serve on committees and affect change for aviation issues that matter to you.

Regular or Individual Member- \$45 per person - Professionally employed in Business Aviation and derives 50% or more of his or her income from Business Aviation, whether it be a company owning, operating, selling, leasing, chartering, or maintaining aircraft or a company which sells equipment or services associated with business aircraft. These members will have voting status.

Corporate Membership - \$235/year: 1-Primary contact person and up to 5 additional colleagues employed by the same corporation or flight operation. Corporate members must derive 50% or more of their income from Business Aviation. Additional colleagues may be added at \$30/year.

Associate – \$45 per person – Non-Voting member that doesn't qualify as Regular member but is a professional in the aviation industry.

NTBAA BYLAWS

ARTICLE I – NAME AND OFFICE

Section 1 – The name of the Association is “North Texas Business Aviation Association” (NTBAA)

Section 2 – The location of the office of the Association will be the President’s residence with a permanent P.O. Box at DFW Airport post office and represents business aviation within Dallas, Tarrant, Denton, Collin, Kaufman, Ellis, Grayson, Rockwall, Cook, Wise, and Parker counties in North Texas.

ARTICLE II – PURPOSE

Section 1 - The NTBAA is an organization formed to enhance communication among those involved in Business Aviation within the Dallas/Ft.Worth north Texas region.

ARTICLE III – MEMBERSHIP

Section 1 – Membership shall consist of REGULAR, ASSOCIATE, or CORPORATE and REGULAR and CORPORATE members only shall have the right to one (1) vote at all meetings of the ASSOCIATION.

Membership is non-transferable

Section 2 – REGULAR: Professionally employed in Business Aviation and derives 50% or more of his or her income from Business Aviation, whether it be a company owning, selling, leasing, chartering, or maintaining aircraft or a company which sells equipment or services associated with business aircraft.

Section 3 – ASSOCIATE: Non-voting member that doesn’t qualify as Regular member but is a professional in the aviation industry.

Section 4 – CORPORATE: 1-Primary contact person and up to 5 additional colleagues employed by the same corporation or flight operation. Corporate members must derive 50% or more of their income from Business Aviation.

Section 5 – Membership Application: Application for membership for a 1-year term shall be submitted in writing on a form approved by the board of directors and shall set forth the qualifications for the applicant for membership. The application, when accepted, shall be an agreement on the part of the applicant to be bound by the by-laws.

Section 6 – Membership Dues: The Board of Directors shall recommend for Membership approval the amount of dues for the year, which will run from July 1st to June 30th. Membership dues will not be prorated. Membership will expire with non-payment of dues after September 30th.

Section 7 – Assessments: No regular or special assessments shall be levied except by a majority affirmative vote of the Members.

Section 8 – Resignation: A member may resign at anytime by first discharging any indebtedness due to the Association but shall not be entitled to a refund of any portion of unused membership dues.

Section 9 – Termination: A member may be terminated by the board of directors for conduct prejudicial to the welfare of the Association or its members and may be terminated for failure to pay dues within ninety (90) days after the renewal date, after notice of, and opportunity for hearing.

Section 10 – Membership Lists: Without the consent of the Board, a membership list, or any part thereof, may not be obtained or used by any person for any purpose unrelated to the Association or to a Member’s interest as a Member.

ARTICLE IV – OFFICERS, ELECTIONS and DUITES

Section 1 – Principal Officers: The Principal Officers of the Association shall be President, Vice President and Secretary/Treasurer. The Principal Officers shall be regular members of the Association.

- The President: The President shall be chief officer of the Association and shall normally preside at all Membership meetings and at all Board meetings.
- Vice President: In absence of the President, the Vice President shall perform any and all duties of the President and shall have such other powers and perform such other duties, as the membership shall direct. Further, it shall be the duty of the Vice President to monitor all business throughout the year to be sure it is conducted in accordance with the NTBAA By-laws.
- Secretary: The Secretary shall record all votes and minutes of all meeting proceedings; shall attend to the giving and serving of notices at all meetings and shall keep such books and records as deemed necessary by the membership
- Treasurer: The Treasurer shall also be responsible for and have supervisor custody of all funds and securities of the Association and shall make such payments as may be necessary or proper on behalf of the Association and shall endorse / sign all checks, notes, receipts and vouchers for deposit in the name of the Association at a bank known to the Principal Officers and convenient to the business of the Association. Further, a complete and accurate accounting of the Associations business transactions will be kept in the books of the Association’s and these will be open for the membership for their inspection. The Treasurer will provide a financial report of the Association to all members.

Section 2 – Board of Directors: A Board of Directors is comprised of nine (9) members and who shall oversee the operation of the Association, define objectives and establish policy. The Board members will be:

- The Principal Officers (President, Vice President, Secretary, Treasurer)
- The immediate past President
- Four (4) elected Director members

The NTBAA President will preside as Chairman of the Board

Regular and Corporate members entitled to vote may elect four (4) Member Directors. Terms of the elected Directors shall be two (2) years. Each Director shall hold office for the term for which he or she is elected or until their successor shall have been elected and qualified. No individual shall hold more than one position.

Regular and Corporate Members in good standing are eligible for nomination for election to the Board.

The Principal Officers shall be Regular or Corporate Members.

Section 3 – Election of Principal Officers and Board Members: In the first year Officers and Board Members shall be elected from the Steering Committee. The President, Vice President, Secretary and Treasurer will be a two (2) year terms. The terms of the President, Vice President, Secretary, Treasurer and all other Board Members shall run from April 1st of the year elected, until last day in March of the terminating year for the term in which he or she is elected or until a successor is qualified and elected. Officers and Directors may serve successive terms if qualified and elected.

Insurance: Director and Officer (D&O) insurance shall be a function of the association to protect against any litigation activity.

Section 4 – Absence of Officers at Membership Meetings: Principal Officers shall assume duties of this officer not in attendance. Should no Principal Officer be present, a Board Member shall preside. A member may be appointed to record meeting's proceedings.

Section 5 – Removal & Resignation: A Director may resign at any time. Such resignation shall be in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or Secretary or Treasurer. The acceptance of a resignation shall not be necessary to make it effective. One or more Directors may be removed, with or without cause. No Director may be removed, except as follows: (a) a two-thirds (2/3) affirmative vote of all ballots cast by quorum, either in person or proxy; and (b) the membership eligible to vote must be given prior written notice of a meeting called for the purpose of removing one or more Directors. Only named Director or Directors may be removed at such meeting. In the case twenty (20) Regular and Corporate Members shall constitute a quorum. The presiding officer shall determine by sign-in roster or roll call that a quorum is present.

Section 6 – Failure to Attend: In the case where a Director fails to attend three (3) consecutive regular meetings of the Board of Directors, the board may, at the third consecutive meeting declare such Director's position vacant and fill the vacancy in accordance with Article IV, Section 7 hereof.

Section 7 – Vacancies: Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a quorum of the current members of the Board of Directors. Each Director, so elected, shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

ARTICLE V - COMMITTEES AND DUTIES

Section 1 – Membership Committee: The Membership Committee will be chaired by a member of the Board of Directors as appointed by the President and shall consist of at least two (2) additional Association members.

The Membership Committee shall assist with election and prepare a ballot of nominees for the office of Vice President, Secretary/Treasurer and Member Directors. This ballot shall be submitted to the members for their vote during the month of March of each election year. In addition, the committee shall establish procedures for tracking membership and process applications for membership and shall actively endeavor to sustain and expand Association Membership.

Section 2 – Operations and Technical Committee: The Operational and Technical Committee will be chaired by a member of the Board of Directors as appointed by the President and shall consist of two (2) additional members. This committee shall address itself to Business Aviation technical and operational matters and issues of concern to the membership. The committee will also seek representation and/or key contacts at North Texas general aviation airports to provide a communication outlet for any issues or concerns as well as education on operations at these area airports.

Section 3 – Program Committee: The Program Committee will be chaired by a member of the Board of Directors as appointed by the President and shall consist of two (2) additional members. The committee shall coordinate with the Board of Directors to plan and provide the business meeting programs and to plan and arrange the social events for the year.

Section 4 – Steering Committee: The Steering Committee will be chaired by a member of the Board of Directors as appointed by the President and shall consist of two (2) additional members. The committee shall coordinate the NTBAA scholarship award activities and processes as well as provide the Board with direction for ideas to expand NTBAA's presence within the aviation community.

ARTICLE VI - MEETINGS

Section 1 – Membership Meetings: Membership meetings shall be held quarterly or as designated by the Board of Directors or President for the transaction of such business as may properly come before the membership. Members will be given adequate notice of the time, date and place of all quarterly and special meetings. Special meetings of the members may be called upon with the written request of 20% of the member entitled to vote. Such written request shall state purpose and reasons for a special meeting and shall be delivered to an officer of the association.

Section 2 – Board Meetings: The Board of Directors shall meet no later than June each year to establish plans and objectives for the coming year. Meetings thereafter shall be held on an “as required” basis.

Section 3 – Committee Meetings: Association Committees shall meet no later than June each year to establish plans and objectives for the coming year. Meetings thereafter shall be held on an “as required” basis.

Section 4 – Annual Meeting of the Membership: Shall meet in February or April or conduct elections online to elect the vacancies available on the board for the following term.

ARTICLE VII - VOTING

Section 1 – Voting Membership: Regular and Corporate Members shall have the right to vote. Each member having voting rights shall be entitled to one (1) vote upon each matter submitted to a vote at any meeting of the Members.

Associate members and invited Guests and Speakers that are not members do not have voting rights.

Quorum: Unless otherwise provided in the Bylaws, 20% of the votes entitled to be cast on a matter represented in person or by proxy shall constitute a quorum at a meeting of Members. Provided, that in no event shall a quorum consist of less than 20% of the votes entitled to be cast on a matter. However, less than a quorum shall have the right to successfully adjourn the meeting to a specified date not longer than 45 days after such adjournment.

Election Vote: A simple majority of the total Regular and Corporate membership ballots cast will be required to elect an Association officer or Member Director.

Proxy: A member eligible to vote who anticipates being absent during a vote may submit a written or electronic Proxy to the Association Secretary/Treasurer, to be counted, on any matter which may come before the membership.

Membership Poll: In matters of extremely important or unusual Association business, the Board of Directors may deem it necessary to poll the membership. In this event, a mailing, either physical or electronic, will be directed to the members presenting the issues along with a ballot or means to reply. Members shall be notified that each reply will be duly recorded as specified, or if no reply is received, a vote in the affirmative or in accordance with the recommendation of the Board of Directors will be recorded.

ARTICLE VIII - LOANS, CHECKS, DEPOSITS, and CONTRACTS

Section 1 – Loans: No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued on its name unless authorized by resolution by the Board of Directors.

Section 2 – Checks, Drafts, etc.: All checks, drafts or other orders of payment of money issued in the name of the Association shall require dual signatures and shall be signed by designated officers; agent or

agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3 – Deposits: All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks or other depositories as the Board of Directors may select.

Section 4 – Contracts: the Board of Directors may authorize by resolution any officer or officers to enter into any contract or execute and deliver any instrument in the name of or on the behalf of the Association.

ARTICLE XI - AMMENDMENTS

Section 1 – By-Laws of the Association: A two-thirds (2/3) affirmative vote of all the ballots cast by a quorum will be required to change Association by-laws. The membership must be given written prior notice of proposed by-law changes and the nature of such change. In this case twenty (20) Regular or Corporate members shall constitute a quorum. The presiding officer shall determine from the sign-in roster or by roll call that a quorum is present.

Accepted by NTBAA quorum April 21, 2009 (signature page on file separately)

_____ DATE _____

Marj DeLong
President, NTBAA

_____ DATE _____

Mike Sliva
Treasurer, NTBAA