

CAHS By-laws

ARTICLE I

Membership

Section 1. Member Classes: The Colorado Aviation Historical Society, hereinafter referred to as the Society, shall have three classes of members to be designated as voting members, honorary members and life members.

Section 2. Voting Member: Each voting member shall be an individual person and entitled to one vote on each matter or candidate submitted to a vote of the members. Voting members of the Society shall pay dues in such amounts as may be prescribed by the Board of Directors, hereinafter referred to as the Board.

Section 3. Honorary Member: Honorary membership in the Society may be conferred upon any individual person or organization, which in the opinion of the Board is entitled to such membership, under terms as may be prescribed by the Board. Honorary members shall not be entitled to vote on any matter or candidate submitted to a vote of the members.

Section 4. Life Members: Life Members are voting members of the Society. The Board may prescribe dues in an amount as a one-time assessment. Any individual inducted into the Colorado Aviation Hall of Fame shall be presented with a Life Membership by virtue of Laureate status.

ARTICLE II

Board of Directors

Section 1. Society Affairs: The affairs of the Society shall be managed by a Board consisting of nine (9) voting directors. The term of office for Directors shall be three (3) years.

Section 2. Board Quorum: At all meetings of the Board, five (5) directors shall constitute a quorum for the purpose of transacting normal business.

Section 3. Election of Directors: Directors shall be elected at the Annual General Membership Meeting, each calendar year, by a majority vote from the quorum of voting members present. Each year Directors shall be elected or re-elected to replace directors whose terms are expiring. The Nominating Committee Chairman shall facilitate and administer the election process.

Section 4. Director Vacancy: In case of a vacancy on the Board by reason of death, resignation, disability, or removal of a director, the Board shall appoint a successor to fill said vacancy during the remainder of the term of the person whose position is vacated.

Section 5. Society Obligations: No director, nor group of directors, shall have the power to obligate the Society to any financial outlay, nor to commit it to any program unless authorized by a majority of the Board in a duly called meeting.

Section 6. Prudent Person: A Director of the Society shall perform the respective duties as a Director, including duties as a member of any committee, in good faith and in a manner reasonably believed to be in the best interests of the Society, and with such judgment as an ordinary prudent person in a like position would use under similar circumstances. A person who so performs such duties shall not have liability by reason of being or having been a Director of the Society.

Section 7. Director Removal: Any Director may be removed from office, with cause, by two-thirds (2/3) vote of the full Board at any duly called meeting, subject to provisions of the current Colorado Revised Statutes, as amended, governing non-profit organizations.

Section 8. Director Compensation: No compensation shall be paid to Directors, although Directors may be reimbursed for out-of-pocket documented expenses incurred while conducting Society business.

ARTICLE III

Officers

Section 1. Officers: The officers of the Society shall be a president, vice-president, secretary, and treasurer. No person shall hold more than one office at the same time.

Section 2. Election of Officers: Officers shall be elected by the Board, from among its members, at a Board meeting immediately following the annual general membership meeting. Officers shall immediately, upon election, take office and serve one (1) year or until the election of officers the following year. The Nominating Committee Chairman shall facilitate and administer the election process.

Section 3. Officer Vacancy: In the case of an officer vacancy outside the normal election process, the Board shall approve or disapprove the nomination(s) made by the President at the following Board meeting. In the case of disapproval, the Board shall appoint a replacement.

Section 4. Officer Removal: Any officer may be removed from office, with or without cause by two-thirds (2/3) vote of the full Board at any duly called meeting, subject to provisions of the current Colorado Revised Statutes, as amended, governing non-profit organizations.

Section 5. Officer Compensation: No compensation shall be paid to officers, although officers may be reimbursed for out-of-pocket documented expenses incurred while conducting Society business.

ARTICLE IV

Duties of the Board

Section 1. Administrative Powers: The Board shall have the power and duties necessary or appropriate for the administration of the Society. All powers of the Society, except those specified, granted, or reserved to the members by Law, the Articles of Incorporation, and these Bylaws, shall be vested in the Board.

Section 2. Operational Powers: The Board shall have ample power to purchase and to lease, pledge and sell all such personal and real property, and to make all such contracts and agreements in behalf of the Society as it may deem needful or convenient for the successful prosecution of the Society's purposes and operations. The Board shall administer any gifts, donations and bequests.

Section 3. Election of Officers: The Board shall elect all officers at a meeting of the Board immediately following the annual general membership meeting. The Board may also elect a chairman at any Board meeting (but is not required to do so).

Section 4. Nominating Committee: The Board shall elect a nominating committee of three (3) directors for such purposes as submitting candidates for the Advisory Board and Directors for the following year elections. No Director whose term is expiring and seeking re-election shall serve on the nominating committee.

Section 5. Advisory Board: In order to maintain knowledge, experience and credibility, the Board may at any time appoint members, former officers, directors and/or other notable persons as advisors to the Board; such appointees to provide sage counsel and advice to the Board. The advisors shall be subordinate to the Board and without vote on Board matters. Advisers shall serve at the discretion of the Board.

Section 6. Standing Committees: The Board shall construct and prescribe the duties of all standing committees. No member of any committee shall have the power to obligate the Society to any financial outlay or to commit it to any program unless authorized by a majority of the Board in a duly called meeting.

Section 7. Hall of Fame Selection Committee: The Colorado Aviation Hall of Fame Selection Committee shall be governed by *Standing Rule Number 2*.

ARTICLE V

Duties of the Chairman

Section 1. Chairman: If elected, the Chairman shall conduct, facilitate and chair all Board meetings in an impartial manner, without vote, unless required to break ties. In the event the Chairman is unavailable for a meeting, the Chairman will appoint a replacement, or the President shall preside.

Section 2. Selection Committee Chair: If elected, the Chairman shall facilitate and chair the HOF Selection Committee in an impartial manner, without vote.

ARTICLE VI

Duties of the Officers

Section 1. President: The President shall conduct all meetings of the general membership and supervise the work of all committees. The President shall have the right to appoint the chairs of committees (Ref: Article VII). The President shall by virtue of the office, be an ex officio member of all committees. If the Board does not elect a chairman, the President shall preside at all meetings of the Board and the HOF Selection Committee.

Should an officer vacancy occur outside the normal election process, the President shall nominate a replacement to serve the remaining term, subject to Board approval, until the next election of officers.

At the annual general membership meeting, the incumbent President shall present a State of the Society report for the benefit of the membership and newly elected Directors of the Board.

Section 2. Vice President: The Vice-President shall perform the duties of the President in the absence of the President. Should the office of the President become vacant, the Vice-President shall assume the duties and prerogatives of the President and shall act as President during the unexpired term of the departing President.

The Vice-President and Secretary shall be responsible on an annual basis for securely filing the following documents in the Society archives: General membership reports and meeting minutes; Board, Officers, and Standing/Special Committee meeting minutes and reports; financial statements, reports and budgets; and all required State and Federal documents.

Section 3. Secretary: The Secretary shall record, and make a matter of record, the proceedings of the Society and the Board. Minutes of meetings shall include major topics of discussion and text of all motions made and seconded. The Secretary shall inform the membership and the Board of the time and place of general membership and Board meetings, respectively. The Secretary shall have custody of the records and correspondence of the Society, unless otherwise specifically provided for by the Board.

Section 3. Secretary: The Secretary and Vice-President shall be responsible on an annual basis for securely filing the following documents in the Society archives: General membership reports and meeting minutes; Board, Officers, and Standing/Special Committee meeting minutes and reports; financial statements, reports and budgets; and all required State and Federal documents.

Section 4. Treasurer: The Treasurer shall be responsible for all funds and investments of the Society. The Treasurer shall formulate an annual budget to be submitted to the Board for approval no later than June 1st of each year. The Treasurer shall maintain the Society's checking account and shall make deposits and disbursements as necessary to conduct the business of the Society. The Treasurer shall provide a written report of the financial condition of the Society for each Board meeting. The Treasurer shall prepare an annual financial report and a proposed operating budget for the coming year, to be presented to the members and Directors at the annual general membership meeting.

It shall also be the duty of the Treasurer to complete and, subject to Board acceptance and approval, timely file the annual fiscal report with the State of Colorado.

ARTICLE VII

Standing and Special Committees

Section 1. Executive Committee: The Executive Committee shall be the primary standing committee consisting of the Chairman of the Board (if elected), President, Vice-President, Secretary and Treasurer. The primary purpose of the Executive Committee shall be to coordinate selecting meeting locations, create the agenda, gather and distribute officer / committee chair reports for all regular Board meetings and any other responsibility the Board may assign from time to time.

Section 2. Standing Committees: Standing committees shall be those committees defined in *Standing Rule Number 4*, as amended or modified from time to time at the will of the Board, as governed by these Bylaws. *Standing Rule Number 4* shall contain a current list of all standing committees and a brief description of committee duties and responsibilities. Standing Committee chairs shall be appointed by the President, subject to Board approval and documented by the Secretary in writing.

Section 3. Special Committees: Special committees are deemed necessary for the successful prosecution of the work of the Society. The Board may form and staff special Board committees as needed for Board purposes. The President also may form special committees as needed, define their duties and appoint chairs, subject to Executive Committee approval, documented by the Secretary in writing or email.

Section 4. Committee Terms: Chairmen and members of standing and special committees shall serve for a term of one (1) year or until successors are appointed. Standing and special committees shall meet at the call of their respective chairmen, who will in turn, submit written reports to the President and Secretary for distribution to the Board. No member of a committee shall have the power to obligate the Society to any financial outlay, or liability, or to commit it to any program unless authorized by a majority of the Board in a duly called meeting.

Section 5. Chairmen: All committee chairmen bear the responsibility of notification of meetings to the respective committee members, including the President, although the President's presence at the respective meeting need not be required.

Section 6. Document Review: A Committee shall be formed by the Board to conduct a review of the Bylaws and Standing Rules every five years or sooner, if deemed necessary, by the Board. The review is for the purpose of maintaining consistency with Society practices and currency with State and Federal laws.

ARTICLE VIII

Fiscal Year

The fiscal year of the Society shall commence on January 1st and end on December 31st.

ARTICLE IX

Meetings

Section 1. Discipline: All meetings of the Society shall be conducted in accordance with the current edition of Robert's Rules of Order (condensed version acceptable), unless otherwise governed by these Bylaws.

Section 2. Frequency (Board/Banquet): There shall be a minimum of four scheduled regular meetings of the Board at approximately quarterly intervals, and one annual banquet meeting each calendar year. The first regular meeting of the Board shall be no later than 30 days from the election of the Directors.

Section 3. Proxy Vote (Board): Proxy voting in Board meetings shall require written or electronic notice by the absentee Director to the Secretary, prior to the related meeting. The proxy shall include the name of the Director so assigned, and shall count toward the quorum requirement.

Section 4. Executive Session (Board): In the event the Board must conduct business of a confidential nature or disciplinary action, an Executive Session shall be called and strictly conducted under Roberts Rules of Order.

Section 5. Special Meetings (Board): Special meetings of the Board may be called at any time by the Chairman (if elected), by the President, or by the written request of three (3) Directors of the Board with such request, setting forth the objective of the meeting. Notice of special meetings shall be made in writing, email or phone confirmation a minimum of five (5) days prior to meeting date.

Section 6. Emergency Meetings (Board): Emergency meetings of the Board may be called by the Chairman (if elected) or by the President subject to Executive Committee concurrence. The sole purpose of an emergency meeting is to deal with an urgent subject matter that requires immediate attention by the Board, and cannot meet the requirements dictated by special meetings.

Section 7. Reports (Board): All Directors, officers, and committee chairmen submitting reports for regular Board meeting consideration, shall submit the reports in writing to the secretary a minimum of seven (7) days prior to a Regular Board meeting, such report to be immediately redistributed to the Directors.

Section 8. Annual General Membership: The annual general membership meeting shall be conducted during the month of March, each year, for the primary purpose of electing the members of the Board of Directors. Upon the election of the new Directors, the incumbent President and the Treasurer shall each give an annual State of the Society Report to the membership and the newly established Board. Immediately following the annual membership meeting, the Board shall elect all officers from the Directors of the new Board. The Nominating Committee Chairman shall facilitate and administer the election process.

Section 9. Quorum (Members): A minimum of nineteen (19) voting members shall be present to constitute a quorum for the purpose of transacting the business of the Society. In the event a member quorum is not in attendance, a vote of five (5) Board members in attendance may waive the member quorum requirement.

Section 10. Special Meetings (Members): Special meetings of the Members may be called at any time by the President, by the Board, or upon the written request of at least seven (7) Society members, such request stating the object for which the meeting is requested.

Section 11. Notices: Notices of general membership meetings shall be published and mailed in writing a minimum of thirty (30) days in advance. Regular Board meeting notices shall be made in writing, mailed a minimum of ten (10) days before such meetings, addressed to each member or director at his or her usual place of business or residence. When possible, electronic communication should be used in addition to the mailings. The information should be listed on the website, and included in the Society Journal, whenever possible.

Section 12. Parliamentarian: The Chairman (if elected) or President may choose to appoint any member of the Board at any Board meeting to serve as a parliamentarian. The Parliamentarian, when chosen, shall be conversant on Robert's Rules of Order, have a copy (condensed version acceptable) on hand, and shall act in support of the Chair, calling appropriate points of order.

ARTICLE X

Standing Rules

In order to formalize the historic use of *Standing Rules* by the Society, pre-existent *Standing Rules: Standing Rule Number 1–Dues, Standing Rule Number 2–Colorado Aviation Hall of Fame, and Standing Rule Number 3–Colorado Aviation Hall of Fame Banquet*, are adopted in the following Sections:

Section 1. Standing Rule Number 1: *Standing Rule Number 1–Dues* historically having been established by the Board for documentation and instruction to annual collection of membership dues, may be amended from time to time at the will of the Board, and governed by these Bylaws.

Section 2. Standing Rule Number 2: *Standing Rule Number 2–Colorado Aviation Hall of Fame* historically having been established by the Board, shall be maintained as documentation and instruction for the efficient management of the HOF, as amended from time to time at the will of the Board, and governed by these Bylaws.

Section 3. Standing Rule Number 3: *Standing Rule Number 3–Colorado Aviation Hall of Fame Banquet* historically having been established by the Board for the purpose of inducting and celebrating the HOF Laureates, shall be maintained as documentation and instruction for the efficient management of the HOF Banquet, as amended from time to time at the will of the Board, and governed by these Bylaws.

Section 4. Standing Rule Number 4: *Standing Rule Number 4–Standing Committees* are hereby formally established and shall be defined and maintained as documentation and instruction for the efficient management of the respective committees as a part of and governed by these Bylaws. *Standing Rule Number 4* may be amended from time to time at the will of the Board, and governed by these Bylaws.

Section 5. Standing Rule Number 5: Standing Rule Number 5–Aviation Archeology (AvAr) Program Committee is hereby formally established and shall be defined and maintained as documentation and instruction for the efficient management of the Aviation Archeology division of the Society as a part of and governed by these Bylaws. *Standing Rule Number 5* may be amended from time to time at the will of the Board.

Section 6. Standing Rule Number 6: Standing Rule Number 6–Archives and Assets, is hereby formally established and shall be defined and maintained as documentation and instruction for the efficient management of the Official Archives and Assets of the Society as a part of and governed by these Bylaws. *Standing Rule Number 6* may be amended from time to time at the will of the Board.

Section 7. Additional Standing Rules: To assure a continued efficiency and well-defined operation of the Society, additional *Standing Rules* may be created from time to time and subsequently modified by Board motions in duly called meetings, and made a part of these Bylaws. Insertion of future *Standing Rules* into these Bylaws shall occur coincidentally with the next Bylaw review requiring adoption by the Board, and governed by these Bylaws.

ARTICLE XI

Execution of Instruments

In the absence of other authority by the Board, all conveyances, leases, mortgages, and any other documents to be executed by the Society shall be executed in its corporate name by the President, whose execution shall be attested to by the Secretary.

ARTICLE XII

Liquidation

In case the Society shall be dissolved, all items which are on loan to the Society shall immediately be returned to their rightful owners, heirs or legal assigns, and all remaining assets, after payment in full of all of the debts of the Society, shall be divided among and distributed to such charitable organizations selected and designated by the Board to be the recipients thereof, provided, however, that such assets shall be distributed only to organizations which have been granted exemptions from Federal income tax under the provisions of Section 501 (c) (3) of the Internal Revenue Code, or to a local, state, or the Federal government, for exclusively public purposes.

ARTICLE XIII

Amendment of Bylaws and Standing Rules

These Bylaws and/or *Standing Rules* may be altered, amended or repealed only by a vote of two-thirds (2/3) of the full Board in a duly called meeting. Any proposed amendments, alterations corrections or repeals must be submitted in writing to the Board at least fifteen (15) days prior to the meeting at which it is proposed to vote upon such change.

ARTICLE XIV

Objection and Complaint Process

Section 1. Formal Objection: In the event of a formal objection or complaint by a Director, officer, or member of the Society or combination, the objection or complaint, if outside a formal meeting, should be drafted in writing substantiating the grounds for the objection or complaint and given to the President and Secretary for disbursement to the Board. Consideration of the matter shall be at the next meeting. Within a formal meeting, any objection or complaint shall be called by point of order.

Section 2. Process: The member or group will be given an opportunity (5 minutes) to present the objection or complaint at the meeting of the Board, followed by a formal motion. If seconded, each Director will have an opportunity (3 minutes) to comment. The Chairman of the meeting will then impartially summarize the objection or complaint and put the matter forth for vote by the Board.

ARTICLE XV

Governmental Compliance

Section 1. Statute Compliance: Notwithstanding the foregoing Bylaws, the Society shall operate in compliance with the Colorado Revised Non-profit Corporation Act (Title 7, Articles 121-137 of the Colorado Revised Statutes, as revised).

Section 2. Legal Conflict: In the event that these Bylaws conflict with or omit any provision thereof, the Colorado Revised Non-profit Corporation Act shall govern the action of the Society.

This revision of the Colorado Aviation Historical Society Bylaws was approved by two-thirds (2/3) vote of the Board of Directors, on the 3rd day of March, 2010, at Wings Over The Rockies Air and Space Museum, 7711 Academy Boulevard, Denver, Colorado 80230, as reflected in the official Minutes of that