

2-19-08

CONSTITUTION AND BYLAWS

of the

Nebraska Aviation Trades Association

As adopted and accepted pursuant to Article I, Section I
of the Constitution

CONSTITUTION

(Revised: 2-12-86: 3-17-88: 2-19-08)

ARTICLE I. - NAME AND PURPOSE

SECTION 1. The name of this organization shall be the NEBRASKA AVIATION TRADES ASSOCIATION, referred to hereinafter as NATA. The effective date shall be immediately upon adoption and acceptance of this Constitution and Bylaws as a whole by members in attendance at an Annual Meeting.

SECTION 2. The purpose of NATA shall be to coordinate and generally direct the efforts of aviation business comprised of those generally known in aviation as fixed base operators and as agricultural aviation operators and for the mutual benefit derived therefrom for all of its members.

ARTICLE II. - OBJECTIVES

The objectives of the NATA shall be cooperative, educational and legislative as set forth in more detail below:

- a. To foster a cohesive effort of its members.
- b. To strengthen and supplement legislative representation by and for its members.
- c. To organize in such manner that future growth and needs of its members are enhanced.
- d. To promote better understanding and cooperation among and between its members.
- e. To promote better understanding and cooperation between its members and the public, and thus gain greater recognition for the contributions

by its members to the public welfare.

- f. To establish cooperative, inter-business liaison and communications with related industries having an interest in aviation.
- g. To sponsor and promote research in order to advance the membership businesses for the benefits of mankind.
- h. To advance technical knowledge.
- i. To better assure ethical standards.

ARTICLE III. - AFFILIATION

NATA may be affiliated with, or become a division of, one or more national associations while retaining its own identity.

ARTICLE IV. - MEMBERSHIP

SECTION 1. There shall be sufficient classifications of membership to assure full and complete participation in NATA for all segments of General Aviation business in Nebraska and of related industries. There shall be, but not limited to, the membership classifications enumerated below, whose responsibilities, duties, rights and privileges shall be governed by a Board of Directors as set forth elsewhere in the Bylaws.

A. VOTING MEMBER: Any individual or business engaged in agricultural aviation operations or fixed base operations shall be eligible to become a Voting Member. Upon satisfactory completion of requirements for membership provided herein, such members shall be entitled to all rights and privileges set forth in the Constitution and Bylaws of this organization. Each Voting Member shall have one vote up to a maximum of five (5) such members per firm.

B. ALLIED MEMBER: Any individual or business engaged in or associated with the manufacturing, distribution and/or sale of materials, services, inputs or supplies used by agricultural aviation operators or fixed base operators shall be eligible to become an Allied Member. Upon satisfactory completion of the requirements for membership provided herein, such members shall be entitled to all rights and privileges set forth in the Constitution and Bylaws of this organization, excluding the right to vote or hold office other than when an individual is serving as the organization's Allied Board Member (Director) where voting privileges are allowed during the elected or appointed term. The Alternate Allied Board Member is excluded from voting privileges unless sitting in for the Allied Board Member. (2-19-08)

C. ASSOCIATE MEMBER: Any individual employed by a Voting Member firm; or, any individual or business not covered under the Voting or Allied Member categories who has an interest in aviation matters in Nebraska; or any individual or business who is a resident and primary voting member of another state aviation related association; shall be eligible to become an Associate Member. Associate Members shall not have the right to vote or hold office.

D. HONORARY MEMBER: Any person who by unselfish devotion to furthering the interests of aviation in Nebraska, contributing to the welfare and growth of aviation in an outstanding manner beyond normal fulfillment of professional or occupational duties, shall be eligible for election by the Board of Directors as an Honorary Member. Honorary Members shall not be assessed annual dues, but do not have the right to vote or hold office.

E. EX-OFFICIO MEMBER: Any individual having special expertise in aviation matters, working for government agencies involved in aviation, or employed by educational institutions in areas related to ag/aviation shall be eligible to become an Ex-Officio Member, subject to approval of the Board. Such members shall not be assessed annual dues and shall not have the right to vote or hold office, but shall have the privilege of chairing committees or heading projects.

F. LIFETIME MEMBERS: A Lifetime membership is available to any individual engaged in agricultural aviation operations at a cost to be determined by the Board of Directors. Lifetime Members shall have the same privileges as Voting Members and retain these privileges as long as they are alive. When this member dies, the membership fee will become the property of NATA and may remain in the interest bearing account and any further disposition of this account will be controlled by the NATA Board of Directors as deemed appropriate. (2-19-08)

G. RETIRED MEMBERS: Any person who has been a member engaged in general aviation business in Nebraska or related business in aviation, who is no longer active and/or has retired from the aviation business, is eligible for Retired Membership status. Retired Members may serve on committees but shall not have the right to vote or hold office.

ARTICLE V. – DIRECTORATE

SECTION 1. OFFICERS: There shall be a President, Vice-President, a Secretary and a Treasurer whose duties and responsibilities shall be to execute the policies and administrative functions of their offices in an efficient and prudent manner. There shall be a separate person for each office. **PROVIDED:** One person may hold the offices of Secretary and Treasurer.

SECTION 2. BOARD OF DIRECTORS: The Board of Directors, hereinafter referred to as the Board, shall consist of the President, the Vice-President, the Secretary, the Treasurer (or the Secretary-Treasurer), the Representative to the National Agricultural Aviation Association, six (6) additional voting members and one (1) allied member who shall be elected annually pursuant to Article III, Section 6 of the Bylaws, and the Registered Agent to be appointed as prescribed by Article X of this Constitution. The Board shall constitute the governing body of NATA and its duties and responsibilities shall be to set the policy and guidelines of NATA. (2-12-86) (2-19-08)

ARTICLE VI. - MEETINGS

SECTION 1. ANNUAL MEETING: There shall be at least one Business Meeting annually, and said meeting is to be held in conjunction with an annual convention or seminar.

SECTION 2. GENERAL MEETINGS: There may be any number of called General Meetings in addition to the Annual Business Meeting. Said General Meetings may be called at the discretion of the President, or by a majority action of the Board. Official business may be conducted at any properly called General Meeting. **PROVIDED:** An announcement of the meeting time and site is mailed to the members at least 15 days previous to said meeting.

SECTION 3. BOARD MEETINGS: There shall be at least one Board of Directors meeting annually. Additional Board meetings may be called at the discretion of the President or upon written request of any four (4) Board members to the Secretary who shall call said Board meeting by authority of the Bylaws. Official business may be conducted at any properly called Board meeting. **PROVIDED:** Board members must be notified of the time and site of the meeting at least fifteen (15) days previous to said meeting.

ARTICLE VII. - GOVERNMENT

The governing body of NATA shall be vested in the Board with control over policy and internal management of NATA and whose responsibility it shall be to guide the efforts of the organization with the help and guidance of the officers and other qualified personnel as noted elsewhere in this Constitution and Bylaws.

ARTICLE VIII. - COMMITTEES

SECTION 1. STANDING COMMITTEES: Standing committees shall be named at the discretion of the President, confirmed by the Board.

SECTION 2. AD HOC COMMITTEES: Ad Hoc Committees shall be named at the discretion of the President.

ARTICLE IX. - AMENDMENTS

SECTION 1. AMENDMENTS TO THE CONSTITUTION: The Constitution may be amended by a two-thirds vote of the qualified membership present at an Annual Business meeting. **PROVIDED:** The membership shall be notified by mail at least 15 days before said meeting of the proposed amendments.

SECTION 2. AMENDMENTS TO THE BYLAWS: The Board shall have the power to amend the Bylaws by a two-thirds vote at any meeting called under the provisions of Article VI, Section 3 of the Constitution. **PROVIDED:** Notice and copy of any proposed Bylaws amendment shall have been filed with the Secretary at least 20 days before said meeting and that the Board members shall have been notified of the proposed amendment at least 10 days before said meeting. The Board may, at its discretion, submit any question or amendment to the general meeting for discussion or vote if deemed advisable.

ARTICLE X. - GENERAL

NATA shall be a non-profit organization and shall be incorporated as such under provisions of Nebraska statutes. The papers of incorporation shall be kept on file at the NATA headquarters pursuant to Article VI, Section 1 of the Bylaws. A Registered Agent, as prescribed for by Nebraska statutes, shall be named by the Board.

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This Constitution of January 16, 1977 includes all changes as made by the authority made in Article IX, Section 1 of the Constitution of the Nebraska Aviation Trades Association

BYLAWS

of the

Nebraska Aviation Trades Association (Revised 1-1-86, 9-18-96, 2-17-97, 11-24-97, 2-9-04, 2-19-08)

As adopted and accepted pursuant to Article I, Section 1 of the Constitution.

ARTICLE I - MEMBERSHIP

SECTION 1. Membership: Pursuant to Article IV of the Constitution, the rights and privileges of each member shall be governed by the Board and the general provisions of membership set forth in Section 2 through 4 and Article II below.

SECTION 2. Membership Application: Application for membership shall be made on a form provided by the Board and shall be processed by the Secretary. Until confirmed by the Board, applicants shall be enrolled as members and a membership certificate shall be supplied to each applicant by the Secretary upon proper receipt of dues payment and any other requirements for membership prescribed by the Board. Upon final acceptance by the Board, the member's name shall be added to the membership roster as a member in good standing.

SECTION 3. Expulsion: Any member who fails to uphold and abide by the Constitution and Bylaws as set forth herein and hereinafter shall be subject to expulsion by a two-thirds vote of the Board and shall not be eligible for membership for a period of one year, and then only upon review and majority vote of the Board. PROVIDED: Said member shall be offered an opportunity for a hearing before the Board previous to said expulsion vote.

SECTION 4. Discipline: The Board may, for cause, by majority vote discipline or suspend a member for a period up to one year. Said member shall be offered an opportunity for a hearing before the Board previous to said discipline or suspension action. At the end of such period said member may be reinstated after review and majority vote of the Board.

SECTION 5. Honorary Members: Honorary Members, as defined in Article IV, Section 1 of the Constitution, shall be processed through an Honorary Membership Committee appointed by the President. Honorary Membership nominations may be made by any member of the Board. The nominee shall become an Honorary Member upon unanimous vote of the Board.

ARTICLE II. - DUES

SECTION 1. Dues Amount: The annual dues for each Voting Member, Allied Member, Associate Member, Lifetime Member, and Retired Member as defined in Article IV, Section 1 of the Constitution, shall be set by the Board. All dues will be paid to the Treasurer. There shall be no dues for Honorary Members and Ex-Officio Members as defined in Article IV, Section 1 of the Constitution.

SECTION 2. Dues Payment: NATA shall operate on a calendar year basis from 1 January through the last day of December for dues payment and other financial purposes. Any member regularly enrolled during the immediate preceding calendar year whose dues have not been paid on or before 1 March of the current year shall be considered delinquent, and a notice of delinquency shall be mailed by the Treasurer by 15 March. If dues payment is not received by the Treasurer by 15 April, said member's name shall be dropped from the membership roster. Said member may be reinstated upon payment of delinquent and current dues during the calendar year.

SECTION 3. Dues Carryover: New members shall pay the full annual dues; however, dues paid by new members enrolled after October 1 shall be credited to the ensuing year.

ARTICLE III. - OFFICERS AND DIRECTORS

SECTION 1. PRESIDENT: There shall be one individual member elected by the membership at each 2nd Annual Meeting as President to serve for a period of two years. Any Voting Member who has served as a member of the Board of Directors shall be eligible to hold the office of the President. The duties of the President shall be to preside over meetings of the Board, the Annual Meeting and other meetings called pursuant to Article VI, Section 2 of the Constitution. He shall serve as Chairman of the Board; shall be charged with the responsibility of appointing committees pursuant to Article VIII of the Constitution; and, by virtue of his office, serve on the committees in an ex-officio capacity; and shall, by virtue of his office, serve as the chief liaison officer between NATA and other affiliate associations except for duties assigned to the Representative to NAAA pursuant to Article III, Section 5 of these Bylaws; shall assume all other responsibilities normally accepted by the President; and may succeed himself in office. He shall have no vote at any meeting except to break a tie vote. At least sixty days prior to the conclusion of his term of office, the President shall appoint, from among the Board, three members to a Nominating Committee whose duties and responsibilities are set forth in Article III, Section 9 of these Bylaws. (2-9-04)

SECTION 2. VICE PRESIDENT: There shall be one individual member elected by the membership at each Annual Meeting as Vice-President to serve for a period of two years. The election shall be held at the conclusion of the election for President. The duties of the Vice-President shall be to assume the responsibilities of the President in the absence of the President or when requested by the President and to assist the President in any way possible in the normal course of official NATA business. He shall be a member of the Board by virtue of his office and shall have the same right to vote as any other Board member. **PROVIDED:** When serving in the capacity of President, he shall be governed by the responsibilities, duties and limitations of said office. The Vice-President may succeed himself in office. (2-9-04)

SECTION 3. SECRETARY: There shall be one individual member elected by the membership at each Annual Meeting as Secretary to serve for a period of two years. The election shall be held at the conclusion of the election for Vice-President. The duties of the Secretary shall be to act as the secretarial assistant to the President and to be responsible for proper minutes of all official meetings. He shall be responsible for coordination of records of NATA membership and of committee members, and have such records kept ready for reference. The Secretary, by virtue of his office, shall be a member of the Board with full voting rights therein. (2-9-04)

SECTION 4. TREASURER: There shall be one individual member elected by the membership at each Annual Meeting as Treasurer to serve for a period of two years. Said member may be the same individual elected to the office of Secretary. The election shall be held at the conclusion of, or in conjunction with, the election of the Secretary. The duties of the Treasurer shall be to act as Chairman of the Finance and Budget Committee and to keep financial reports ready for Board meetings and to make a financial report at the end of each fiscal year. He shall be responsible to the President and the Board for such other financial matters dealing with NATA as deemed advisable and shall assist in coordinating the work of the officers in matters dealing with fiscal policy as may be determined from time to time by the Board. The Treasurer, by virtue of his office, shall be a member of the Board with full voting rights therein. **PROVIDED:** When one individual serves as both Secretary and Treasurer, he shall have one vote. (2-9-04)

SECTION 5. REPRESENTATIVE TO NAAA: There shall be one individual member elected by the membership at each second Annual Meeting as NATA Representative to the National Agricultural Aviation Association Board of Directors, to serve for a period of two years. The election shall be held at the conclusion of the election of the Treasurer. He shall act as chief liaison officer between NATA and NAAA. He, by virtue of his office, shall be a member of the Board with full voting rights therein. **There shall be an alternate appointed by the current NAAA representative. (2-17-97) Removed (2-15-16)** NATA will reimburse expenses for the NAAA Rep to attend the NAAA spring and fall board meetings and annual convention with a budget to be approved by the NATA Board annually. (2-15-16)

SECTION 6. BOARD OF DIRECTORS: There shall be three individual voting members elected by the membership at each Annual Meeting to the Board of Directors to serve for a period of two years each. **PROVIDED:** No member who is a Board member by virtue of his office, shall be one of the six elected. The election shall be held at the conclusion of the election of the Representative to NAAA. One Allied Board Member (Director) shall also be elected by the Allied membership at each Annual Meeting to serve a two year term. The individual shall serve the first year as the Alternate Allied Board member, assuming the Allied Board member position during their second term. The duties of the Board, and to its members, are described in various parts of the Constitution and these Bylaws. (2-19-08)

SECTION 7. ELECTION OR APPOINTMENT TO FILL OFFICE VACANCIES: Any vacancy of office, pursuant to those in Article III, Sections 1 through 5, of these Bylaws caused by resignation or otherwise, shall be filled by one of the six Board members elected pursuant to Article III, Section 6 of these Bylaws, by majority vote of the Board. **PROVIDED:** A vacancy in the office of President shall be filled automatically by the Vice-President, subject to approval by the Board of Directors or by election at the next annual election, whichever is agreed upon by the President and Board of Directors.

SECTION 8. EXECUTIVE SECRETARY: The Board may elect by majority vote from among qualified candidates an Executive Secretary. Said person shall be responsible for coordinating the affairs and activities of NATA within the policy and guidelines laid down by the Board and according to directives and procedure prescribed by the Constitution and these Bylaws. The Executive Secretary shall be responsible to the President and to the Board.

SECTION 9. NOMINATIONS FOR OFFICE: The Nominating Committee, appointed pursuant to Article III, Section 1 of these Bylaws, shall select by majority vote a slate of officers pursuant to Article III, Sections 1 through 5 of these Bylaws, and present said slate to the membership present at an Annual Meeting. Additional nominations may be made according to usual parliamentary procedures.

SECTION 10: NATA WOMEN'S SUPPORT COMMITTEE: The NWSC may have a representative to NAAA voted on by the members of the Committee. An annual budget for NWSC may be decided at the discretion of the NATA Board of Directors. Any expenses over and above the budget need to be approved by the NATA Board. (2-15-16)

ARTICLE IV. - EMPLOYMENT AND FISCAL POLICY

SECTION 1. EXECUTIVE SECRETARY: The Executive Secretary shall be hired on an independent contractor basis. The Board shall determine the compensation and duties, including administrative representation on behalf of NATA or any of its officers. (9-18-96)

SECTION 2. OTHER EMPLOYEES: The Board shall have the authority to select and hire such other employees on a full or part-time basis as deemed advisable and necessary and within the limits of NATA income and other expenses. Such employees shall work directly under, and be answerable to, the Board and the President, and shall be compensated from NATA funds at the direction of the Board.

SECTION 3. FEES: The Board may authorize a one year fee for services of the Executive Secretary and for such other services, supplies and administrative expenses deemed necessary by the Board to conduct the affairs of NATA.

SECTION 4. FINANCIAL PROCEDURES: Any and all monies collected by and belonging to NATA shall be accounted for by usual banking methods and shall be administered by the Treasurer. It shall be the Treasurer's responsibility to have an annual audit of the financial books and records, and to present said audit to the Board at the time of the Annual Meeting. All checks drawn on the NATA bank account shall carry the signature of the President and/or of the Treasurer. Any unusual payments, or payments not previously or generally authorized by the Board, shall be made only upon Board approval by a majority vote.

ARTICLE V. - MEETING AND VOTING RIGHTS

SECTION 1. POLLING THE BOARD: Between Board meetings pursuant to Article Vi, Section 3 of the Constitution, upon direction of the President or at the written request of any six Board members to the Secretary, the Secretary shall poll the Directors on any matter, the results of which, by majority vote, and subject to the voting rights and requirements set forth elsewhere in these Bylaws, shall constitute final action.

SECTION 2. RIGHT TO ATTEND MEETINGS: Any member in good standing shall have the right to attend any Annual, General or Board meeting.

ARTICLE VI. - GENERAL AND ADMINISTRATIVE

SECTION 1. NATA HEADQUARTERS: The principal headquarters and address of NATA shall be at the discretion of the Board. Said headquarters may be at the office of the Secretary, of the Registered Agent pursuant to Article X of the Constitution, or of the Executive Secretary. Costs commensurate with the operation of said headquarters and

other general and administrative expenses incurred therein as a result of NATA representation shall be covered in the fee paid as stipulated in Article IV, Sections 1, 2 and 3 of these Bylaws.

SECTION 2. PUBLICATIONS: The Executive Secretary shall be responsible for the publication of periodic newsletters and other informative items which shall be distributed, at the direction of the Board, to all members, to selected members, and/or to others.

SECTION 3. ORDER OF BUSINESS: The order of business at each Annual Meeting, General Meeting and Board Meeting shall be: Attendance report; reading of the minutes of the previous meeting; reports by committees; unfinished business; new business; and adjournment. **PROVIDED:** The Attendance report and/or reading of the minutes of the previous meeting may be dispensed with by majority vote. **FURTHER PROVIDED:** Elections shall be considered as new business.

SECTION 4. QUORUM: A "quorum" to do business for a Board Meeting shall consist of one-half of the Board members (11-24-97).

These amended Bylaws were adopted and accepted, with changes through 1 January 1986, pursuant to Article IX, Section 2 of the Constitution of 16 January 1977.