

QUIET AIRCRAFT ASSOCIATION, INCORPORATED CONSTITUTION AND BY-LAWS

CONSTITUTION

ARTICLE I

NAME

The name of the organization shall be the Quiet Aircraft Association, Incorporated (QAA). This name is variously referred to in the Constitution and By-Laws as the QAA or Organization. The QAA is a nonprofit organization under the U.S. Internal Revenue Service (IRS) regulation under 501(C)3 and incorporated in Texas.

ARTICLE II

PURPOSE: The purpose of the QAA shall be:

- To collect and disseminate information of interest and benefit to the members.
- To preserve the history of quiet engine driven aircraft, various civilian entities, military units, and individuals associated with quiet aircraft.
- To encourage and promote social activities for the membership.
- To interface and cooperate with other organizations as deemed appropriate.

BY LAWS

ARTICLE III

MEMBERSHIP

SECTION A

Regular voting membership shall be open to all persons whose interests, in the opinion of the Executive Committee, are consistent with the purposes of the QAA.

There shall be two classes of members of the QAA: "Member" and "Honorary Member"

- **Members:** Those individuals who have paid their annual dues or the lifetime membership dues. They have the right to vote in all elections.
- **Honorary Members:** Honorary membership is offered to spouses of deceased members who were active members at the time of the Member's death. It may be awarded for a period of two years, or the remainder of the deceased's membership, whichever is longer. After that time, the spouse shall be offered regular membership in the QAA at the

membership rate. All Honorary Members shall enjoy the full privileges of the QAA, including the right to vote.

SECTION B

Membership may be attained by application and paying the appropriate membership dues.

All applications for membership shall be made to the Vice President - Secretary on QAA's Membership Form.

Membership dues are an amount the Executive Committee may determine from time to time. Dues are payable in advance to the Vice President - Treasurer.

A member who fails to pay a financial obligation to the QAA within six months of the due date shall be removed from good standing and shall no longer be entitled to any of the benefits of the QAA. A member may be reinstated to good standing with the permission of the Executive Committee upon full payment of all delinquent obligations.

ARTICLE IV

MEETINGS

Annual Reunion and Business meetings shall be planned, but are not required. Reunions shall include a Business Meeting.

Meetings shall be held on the dates and in the location the Executive Committee may determine.

Notice of the time and place of the reunion shall be posted on the www.quietaircraft.org website, e-mailed, or USPS mailed to each member at least 90 days prior to the reunion. Known items requiring approval by vote of the members shall be included in the meeting announcement.

QAA business shall be conducted at the reunions and business meetings. Business items proposed by the Executive Committee, or QAA members, and seconded shall be enacted by majority of the votes. Items to be considered at meetings/reunions are, but not limited to, election of QAA Officials, determination of future reunions, and constitutional amendments.

Proxy voting shall be allowed upon verification that the person casting the vote for the absent member has a signed statement to that effect and the absent member is in good standing with the QAA.

Special meetings of the members may be called by the President. Notice of the time, place, and purpose of any special meetings shall be posted on www.quietaircraft.org, e-mailed, or United States Postal Service (USPS) mailed to each member at least 10 days before the meeting. No business shall be transacted except that related to the purpose of the special meeting.

QAA meetings shall be governed by Roberts Rules of Order, Tenth Edition.

ARTICLE V

EXECUTIVE COMMITTEE

SECTION A

The QAA Officers: President, Vice President - Secretary, and Vice President - Treasurer comprise the Executive Committee. They shall be responsible for operating the association.

The term of office for each elected member of the Executive Committee shall be for three years, with the exception of the first election. The terms of office for the first election shall be as follows: President: 3 years; Vice President - Secretary: 2 Years; Vice President - Treasurer: 1 Year. This arrangement will cause continuity in the Executive Committee with over-lapping terms of the officers in future elections. All elected officers shall be eligible to serve two consecutive three-year terms in any one position. If at the end of the second three-year term, provided no candidates are willing to assume the duties of the incumbent, the incumbent may continue to serve. If at the end of a second three-year term, there is a candidate or candidates who wish to assume the duties of the incumbent, the incumbent shall step down. If at any time during the incumbent's third or subsequent, consecutive three-year term a candidate is found, the incumbent shall step down no later than the next reunion. Whenever more than one candidate is seeking an office on the Executive Committee, normal election procedure shall apply.

QAA officers shall be elected by the members and installed at QAA meetings/reunions. Elections shall be conducted "on-line" using the Internet as our first choice, if possible. USPS mail proxy votes shall also be allowed. Near real time results shall be posted in www.quiteaircraft.org.

Failure to complete a legal on-line election shall result in an in-person election at a meetings/reunions with proxy votes allowed.

The Executive Committee shall have the authority to fill vacancies in any office for any reason other than expiration of the term of office. The period of appointment will end at the next annual reunion. Should any member of the Executive Committee either be unable to complete or vacates his or her position prior to completion of his or her term of office, the President, or acting President will call a meeting of the Executive Committee in order to elect/appoint a replacement committee member. The appointed/elected individual shall perform the duties of the office to which appointed/elected until the Members elect a replacement. Should the newly appointed/elected official already be a member of the Executive Committee, he or she shall continue to carry out the initial Executive Committee functions until he or she can be replaced.

In addition to the powers granted elsewhere in these By-Laws the Executive Committee has the authority to approve the appointment of standing and temporary committees as deemed advisable and necessary, and to delegate duties and responsibilities. It shall authorize use of the QAA's facilities, equipment, and disbursements.

SECTION B

The duties of the Executive Committee are as follows:

The President Shall:

- Be an ex-officio member of all committees.
- Appoint all committees, including the nominating committee for his/her term of office.
- Sign all contracts and agreements authorized by the Executive Committee.

- Make annual activity reports to the QAA members.
- Manage the overall affairs of the QAA. This shall include insuring that necessary business records are maintained.

The Vice Presidents are the Secretary and Treasurer.

- The Vice President – Secretary then the Vice President - Treasurer, if necessary, shall assume the duties of the President when the President becomes unable to complete the term, or vacates the office, or when the President designates those responsibilities to them for a temporary period of time.
- Coordinate special programs that promote the QAA.
- Coordinate with other groups to promote the QAA and the various QAA activities, such as fund raising and reunions.
- Act as a liaison to any regional groups that may be formed under the auspices of the QAA.

The Vice President - Secretary Shall:

- Be the custodian of all official records and documents of the QAA.
- Record and maintain minutes of all meetings and other official functions directed by the President.
- Be responsible for publication of official meeting notices and announcements.
- Be responsible for private QAA Member information.
- Publish reunion and business meeting agenda and minutes.
- File required State of Texas documents.

The Vice President - Treasurer Shall:

Receive all funds of the QAA, keep the funds in a banking institution approved by the Executive Committee and maintain accurate records.

- Disburse funds with the concurrence of the Executive Committee.
- Be the custodian of all official financial records and accounts.
- Make annual financial reports to QAA Members, the IRS, and Texas Secretary of State, when required, or when directed by the President. Assistance of a Certified Public Accountant is authorized.
- Be responsible for maintenance of membership status. Membership status includes, but is not limited to:
 1. A list of "Annual Paid Up" members to be used to verify voter eligibility.
 2. Membership renewals and membership recruitment.

3. Membership certificates.
- Operate the QAA's merchandise exchange with the assistance of members.

SECTION C

The duties of other QAA Representatives are as follows:

The Website Representative. The Website Representative Shall:

- Be responsible for the QAA (www) websites. They are prizecrew.org, quiteaircraft.org, and YO-3A.com.
- Publicize QAA meetings, reunions, and related activities.

The Historical Representative. The Historical Representative Shall:

- Be responsible for archiving QAA material and making it available to the Executive Committee and Website Representative.
- Be responsible for distribution of archived historical and educational information.
- Be responsible for publication and distribution of any QAA publication or information deemed to be in the public's interest.
- Be responsible for representing the QAA and cooperating with other organizations having similar interests in aviation and military history.

The Reunion Representative. The Reunion Representative Shall:

- Be nominated and elected during a current reunion.
- Arrange the next QAA reunion after their election: Planning, making, and coordinating arrangements.
- Direct the efforts of additional Reunion Representatives designated to assist in planning and coordinating the reunion.

ARTICLE VI

COMMITTEES

At least 90 days in advance of an election, the Executive Committee shall appoint from the membership a Nominating Committee. It shall be the duty of the Nominating Committee to place in nomination a slate of nominees, a minimum of one per each expiring term of the Executive Committee. Nominations of candidates for elected positions may also come from members at large at any time and business meetings.

The President may appoint additional committees authorized by the Executive Committee.

ARTICLE VII

AMENDMENTS

The constitution and by-laws may be amended by a vote of two-thirds majority of the members, in good standing.

ARTICLE VIII

DISSOLUTION

In the event of dissolution of the QAA, any remaining assets, after all liabilities and obligations have been satisfied, a specific organization and location will be determined by the Executive Committee, with the approval of membership at that future time.

ARTICLE IX

INDEMNIFICATION

To the fullest extent allowed by applicable law, the QAA shall indemnify and hold harmless any member or officer of the QAA against claims of any kind or from any source; including costs and expenses incurred in the defense thereof, and may acquire such policies of insurance as shall provide full protection therefore.

ARTICLE X

FISCAL POLICIES

The Fiscal Year of the QAA shall be January 1 to December 31 of any year.

ARTICLE XI

CONFLICT OF INTEREST

Any member of the Executive Committee who has a financial, personal, or official interest in, or conflict pertaining to any matter pending before the Executive Committee, of such a nature that it prevents or may prevent the individual from having an impartial view of the matter, will offer to the Executive Committee to voluntarily excuse him/her and refrain from discussion and voting on said item.