

WASHINGTON STATE
COMMUNITY AIRPORTS
ASSOCIATION

WSCAA

BY-LAWS

MARCH 1, 2020

**BY-LAWS OF THE WASHINGTON STATE
COMMUNITY AIRPORTS ASSOCIATION**

A NON-PROFIT CORPORATION

ARTICLE 1. NAME AND PURPOSE:

The name of the corporation shall be the Washington State Community Airports Association (WSCAA).

The WSCAA Mission Statement is: To promote and encourage general aviation airport management, as well as, cooperate and assist State agencies in the development of programs related to aviation activities and management of facilities. Further, we promote and encourage safety in aviation, engage in research for the improvement, better understanding and safety of aviation facilities. To foster, promote and engage in aviation education. Finally, to promote and encourage grass roots efforts related to general aviation in Washington State.

The WSCAA is a nonprofit corporation under the Washington Nonprofit Corporation Act [Chapter 24.03 RCW] (the "Act"). The WSCAA is organized for the purpose of promoting such common interests of its Members as may qualify it as exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (the "Code") and within such limits:

- (A) To provide as a source of information related to safe operation of General Aviation Airports.
- (B) To support the both Obligated and Non-Obligated Airports in achieving WSDOT Airport Aid Grants and various programs offered by other agencies.
- (C) To promote airports as vital to our state's economy and transportation system.
- (D) To encourage aviation education and training opportunities throughout the state to foster new generations of skilled workers for aviation jobs.
- (E) To advocate for airport issues that are important to the state, region and communities they serve.
- (F) To support aviation initiatives that bolster the state's economy and transportation system.
- (G) To communicate with decision makers about the importance of aviation.
- (H) To propose initiatives and legislation that address aviation issues and promote the health of aviation in the state.
- (I) To enable the exchange of ideas, information and experience between various aviation user groups.
- (J) To provide outreach to user groups and the public about relevant aviation issues and initiatives.
- (K) To take all other appropriate action in furtherance of such purposes; and consistent with the above, to exercise all powers available to nonprofit corporations.
- (L) To have an Annual Conference at a time and location as agreed to by the membership.

ARTICLE 2. MEMBERSHIP:

Section 2-1 Regular Membership:

Membership may include, but is not limited to, airport managers, airport advocates (volunteers), aviation-oriented organizations or businesses, aviation consultants, aviation educational entities, air museums, and higher education institutions that offer degree programs in aviation-related fields of study and students.

Section 2-2 Sponsors:

Sponsors of the Association may include, but are not limited to, Cities, Counties, Ports, WSDOT Aviation Department, and Aviation and Engineering Consultants whom support the goals of WSCAA.

ARTICLE 3: OFFICES:

The principal office of the WSCAA shall be at a location within the state of Washington as determined by the Board of Directors (the "Board"). The WSCAA may have other such offices, either within or without the state of Washington, as the Board may determine or the affairs of the WSCAA may require. The Alliance shall have and continuously maintain in the state of Washington a registered office and a registered agent whose office is identical with such registered office, as required by the Washington Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the state of Washington, and the address of the registered office may be changed from time to time as determined by the Board.

ARTICLE 4. MEETINGS:

Section 4-1. Regular Meetings of the Board of Directors:

The Board shall meet at least quarterly each calendar year.

Section 4-2. Regular Meetings of the WSCAA.

An Annual Meeting of the WSCAA shall be concurrent with the WSCAA annual conference normally held in the third quarter of each year.

Section 4-3. Special Meetings:

Special meetings of the Board may be called by or at the request of the President, the Secretary, or a majority of the Board of Directors.

Section 4-4. Meetings via Telephone Conference:

Any regular or special meeting of either the Board may be held by means of conference telephone or similar communications equipment during which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

Section 4-5. Quorum for Board of Directors Meetings:

A majority of the Board of Directors, in attendance either in person or via teleconference, shall constitute a quorum for the transaction of business at any Board meeting. If less than a quorum

is present at any such meeting, no action will be taken and the planned meeting will be considered to have not taken place.

Section 4-6. Notice of Regular Meetings:

The Board shall be given at least fourteen (14) days' notice (electronically or via mail) of any regular Board meeting. Members shall be given at least thirty (30) days' notice (electronically or via mail) of any regular WSCAA meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with first class postage paid. Any Board Member or Delegate may waive notice of any meeting.

Section 4-7. Quorum for Board of Directors Meetings:

A majority of the Board of Directors, in attendance either in person or via teleconference, shall constitute a quorum for the transaction of business at any Board meeting. If less than a quorum is present at any such meeting, no action will be taken and the planned meeting will be considered to have not taken place.

Section 4-8. Conduct of Meetings:

All meetings will be conducted in accordance with Robert's Rules of Order Newly Revised. A written record of all meetings and all actions taken within a meeting shall be created and maintained. The Officers of the Alliance shall have such authority and perform such duties as may be provided for in these Bylaws or as prescribed in Robert's Rules of Order Newly Revised or as may be set forth in policy statements.

ARTICLE 5. THE WSCAA:

Section 5-1. General Powers of the WSCAA and the Board of Directors:

The WSCAA shall be composed of member organizations, designated as Members and Sponsors. The ongoing affairs of the Alliance shall be managed by a Board of Directors, as described in Article 6 herein. The Board shall at all times act in the best interests of the WSCAA, adopting such rules and regulations for the conduct of their meetings and otherwise managing the WSCAA as they may deem proper. While the Board may offer amendments to these Bylaws to the WSCAA for approval, they shall not adopt rules or perform acts which are inconsistent with these Bylaws and the laws of the state of Washington.

Section 5-2. Voting of the WSCAA Membership:

Each Member or Sponsor attending the annual conference is entitled to one vote. For matters requiring a vote of the membership of the WSCAA, the act of a majority of the Voting members or sponsors present at the annual conference shall be the act of the WSCAA except as may be otherwise provided by these Bylaws, the Articles of Incorporation, or applicable law.

Section 5-3. Compensation of Delegates:

No member or sponsor shall be entitled to receive any direct compensation for services rendered as a Delegate of the WSCAA, nor shall any member or sponsor be entitled to reimbursement by the WSCAA for any expense incurred resulting from his or her services to the WSCAA unless specifically authorized by the WSCAA President.

ARTICLE 6. OFFICERS AND AT-LARGE BOARD MEMBERS:

Section 6-1. Number:

The Board of Directors shall consist of seven members: the four Officers of the Alliance and three At-Large Board Members: Board Position #1, Board Position #2 and Board position #3. The Officers of the Alliance shall consist of a President, a Vice-president, a Secretary, and a Treasurer. The Officers and At-Large Board Members ("Board Members") shall be selected from Member organizations. Additionally, no more than two Board Members may be from the same Member organization. Each Board Member must at all times be in good standing with the WSCAA. No one individual may hold more than one office. The number of Officers may not be changed so as to be inconsistent or disallowed under the applicable laws of the State of Washington designating the minimum required number of Directors.

Section 6-2. Election and Term of Office:

Officers and At-Large Board Members shall be elected by the affirmative vote of a majority of the Members and Sponsors attending the Annual conference of the WSCAA. The term of office shall be one (1) year. If the election of Board Members is not held at such meeting, such election shall be held as soon thereafter as may be convenient. Each Board Member shall hold office until his or her successor shall have been duly elected, or until the Board Member's death, or until he or she shall resign, or shall have been removed in the manner provided in these Bylaws.

Section 6-3. Voting of the Board of Directors:

Each member of the Board of Directors is entitled to one vote. For matters to which power has been granted by the membership to the Board of Directors, the act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board except as may be otherwise provided by these Bylaws, the Articles of Incorporation, or applicable law. Vote may be by proxy in which case such proxies shall be counted in the determination of a quorum. No Board Member may hold more than one proxy. In the event of a meeting by remote teleconference, Board Members may vote by voice or electronically via email.

Section 6-5. Vacancies:

A vacancy in any Office or At-Large Board Position because of death, resignation, removal, disqualification or otherwise may be filled by the President for the unexpired portion of the term.

Section 6-6. President:

The President shall be the principal Executive Officer of the WSCAA and, subject to the control of the WSCAA, shall administer all of the business and affairs of the Alliance. The President shall, when present, preside at all meetings of the WSCAA. The President may sign, with the Secretary or any proper Officer of the Alliance, contracts, or other instruments which the WSCAA has authorized to be executed, except in cases where the signing and execution of any of the same shall be expressly delegated by the WSCAA or by these Bylaws to some other Officer, representative, or agent of the WSCAA, or shall be required by law to be otherwise signed or executed. The President shall have authority to establish such committees and delegate authority whenever such delegation is not inconsistent with these Bylaws, the Articles of Incorporation or specific charge of the WSCAA. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the WSCAA from time to time.

Section 6-7. Vice-President:

In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice -President shall perform such other duties as from time to time may be assigned to him or her by the President or by the WSCAA.

Section 6-8. Secretary:

The Secretary shall: (a) keep the minutes of the proceedings of the Members and of the WSCAA in one or more books provided for that purpose and distribute the minutes of all meetings to the members; (b) see that all notices are duly given in accordance with the provisions of their Bylaws or as required by law; (c) be custodian of the WSCAA records (custody may be designated by the Secretary to such agents as the Secretary may determine); (d) ensure that a register is kept of the mailing address of each Member and Sponsor which shall be furnished by such; (e) have general charge of the documents of the WSCAA; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the WSCAA.

Section 6-9. Treasurer:

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the WSCAA; (b) receive and give receipts for moneys due and payable to the WSCAA from any source whatsoever, and deposit all such moneys in the name of the WSCAA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; (c) develop and assist the Officers in monitoring the WSCAA's budget; and (d) in general perform all of the duties of the Office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the WSCAA. If required by the WSCAA, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the WSCAA shall determine.

Section 6-10. Compensation of Officers and At-Large Board Members:

Officers and At-Large Board Members shall receive no salary or compensation for his or her services, but shall be reimbursed for any authorized expense actually incurred for or on account of the WSCAA by such Officer or At-Large Board Member.

ARTICLE 7. BUSINESS MATTERS:

Section 7-1. Filings:

All filings except Articles of Incorporation shall be signed by the President or Vice-President and the Secretary.

Section 7-2. Contracts:

The WSCAA may authorize any Officer or Officers, representative or representatives, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the WSCAA, and such authority may be general or confined to specific instances.

Section 7-3. Loans:

No loans shall be contracted on behalf of the WSCAA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the WSCAA. Such authority may be general or confined to specified instances.

Section 7-4. Checks, Drafts, etc.:

All checks, drafts or other orders for the payment of money notes or other evidences of indebtedness issued in the name of the WSCAA shall be signed by such Officer or Officers representative or representatives, agent or agents of the WSCAA and in such manner as shall from time to time be determined by resolution of the WSCAA.

Section 7-5. Deposits:

All funds of the WSCAA not otherwise employed shall be deposited from time to time to the credit of the WSCAA in such banks, trust companies or other depositories as the WSCAA may select.

Section 7-6. Budget:

The WSCAA may direct the creation of annual budget for the purpose of addressing the financial needs of the organization. Any such budget shall account for all dues and fees revenues generated by the WSCAA membership and activities as well all anticipated expenses and disbursements. Any such annual budget shall be subject to approval by the Board and its operating performance shall be the responsibility of the Treasurer.

Section 7-7. Facsimile Signatures:

Contracts and agreements of the WSCAA, and endorsements, renewals and amendments of the same may be authenticated by facsimile or by electronic signature as allowed by Washington Law, of the signature of a duly authorized Officer of the applicable corporation in lieu of a signature of such Officer. In the event of such authentication by facsimile or electronic signature, such contract or agreement shall be valid only if countersigned by an agent of the applicable corporation authorized to execute such type of contract or agreement. The validity of any such contract or agreement shall not be affected in the event that the delivery of such document occurs after the Officer whose signature appears by facsimile or electronic signature is no longer serving as an Officer of the applicable corporation by reason of death or any other cause.

ARTICLE 8. LIMITATIONS ON USE OF WSCAA IDENTIFICATION:

The WSCAA name, acronym, logo, and umbrella of strength graphic are only to be used as authorized by the Board of Directors. In addition, to remain true to the WSCAA's mission and remain impartial in all other matters, only WSCAA-trademarked items, including but not limited to such items that could be construed to refer to those trademarked items (e.g., brochures, business cards, etc.) that are germane to the WSCAA's specific purpose(s) may be displayed or exhibited in any form under or in association with WSCAA identification. All WSCAA members and sponsors are charged with ensuring compliance with this requirement.

ARTICLE 9. WAIVER OF NOTICE:

Whenever any notice is required to be given to any member of the WSCAA under the provision of these Bylaws, under the provisions of the Articles of Incorporation or under the provisions of the Washington Nonprofit Corporation Act, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of the notice.

ARTICLE 10. INDEMNIFICATION:

Section 10-1. Indemnification:

The WSCAA shall indemnify to the fullest extent permitted by the Washington Nonprofit Corporation Act any person who has been made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the WSCAA). The right to and the amount of indemnification shall be determined in accordance with the provisions of the Washington Nonprofit Corporation Act in effect at the time of the determination.

Section 10-2. Good Faith:

For purposes of determining the right to any indemnification under this article XII, the termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person acted in bad faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the WSCAA, and with respect to any criminal action or proceedings, had reasonable cause to believe that his or her conduct was unlawful.

Section 10-3. Reimbursement of Expenses:

To the fullest extent permitted by the Washington Nonprofit Corporation Act, the WSCAA shall pay for or reimburse any and all reasonable expenses incurred by a member or Board Member who is a party to a proceeding in advance of the final disposition of the proceeding.

Section 10-4. Rights Granted Herein Not Exclusive:

The right to indemnification and to the payment or reimbursement of expenses with respect to a proceeding conferred in this Article shall not be exclusive of any other rights to which any person may be entitled or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, action by the WSCAA or otherwise, and shall continue as to a person who has ceased to be a Member, Board Member, representative, or agent of the WSCAA and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE 15. AMENDMENTS:

These Bylaws may be altered, amended, or repealed and new Bylaws adopted, by a majority vote of the Membership of the WSCAA attending any annual conference or special meeting provided that a quorum is present and providing such amendment is not inconsistent with the Articles of Incorporation or any applicable laws. Minor Bylaws changes that are limited to minor administrative errata (e.g., format, spelling, numbering, pagination, etc.) and that are not substantive in nature to the language and intent of these Bylaws may be incorporated without a vote of the Membership; the Bylaws date will be amended to ensure awareness of any such correction(s).

Quorum: The number of members of a group or organization required to be present to transact business legally, usually a majority. A quorum at the annual conference of the WSCAA is represented by the members in attendance.