



October 20th, 2005

**BY-LAWS OF THE
REDSTAR PILOTS ASSOCIATION
A NON-PROFIT CORPORATION OF VIRGINIA**

ARTICLE I NAME

The name of this organization is the RedStar Pilots Association, a non-profit corporation registered in the State of Virginia.

ARTICLE II PURPOSES

To encourage preservation, restoration and safe flying of aircraft of the Eastern Block and current/former communist block countries, and to educate its members in methods of safe operation and maintenance of said aircraft.

ARTICLE III EXECUTIVE OFFICERS

Section I Executive Officers

- 1) The Executive Officers of this Organization shall be a President, Vice-President, Treasurer, and Secretary. The President has the sole authority to temporarily appoint interim Officers and Directors as needed and within the limits of these bylaws, until appropriate elections can be performed.
- 2) The Executive Officers must be current or honorary members of the Association and shall be chosen by a majority vote of the Board of Directors.
- 3) The Executive Officers shall have a term of 3 years that ends July 31. All Executive Officers may be elected for a second term of not more than 3 years. Executive Officers are not eligible for a 3rd term of office for a period one (1) year after their 2nd term.

Section II The President

The President shall be the Chief Executive and Operating Officer of the Association and of the Board of Directors and shall:

- 1) Preside over all meetings of the membership and at all meetings of the Board of Directors.
- 2) He shall sign, as President, all instruments approved by the Board of Directors.
- 3) The President shall call the Board of Directors to meetings whenever he deems it necessary and shall have, subject to the advice of the Directors, direction of the affairs of the Corporation. The President shall preside over regular quarterly BoD Meetings. He shall execute one vote on all matters of the association during BoD meetings when the Board is deadlocked in their final decision.
- 4) He shall appoint all committees, except elected or standing committees, and shall be an ex-officio member of all committees. He shall appoint interim officers and directors, as allowed by these bylaws, until said elections are executed.
- 5) He shall be authorized to execute all checks for Association expenditure authorized by the Board of Directors.

Section III The Vice-President

The Vice-President shall:

- 1) Be vested with all the powers and shall perform the duties of the President in case of absence, disability, or inability for any reason, of the President to perform said duties.
- 2) Perform such duties connected with the operation of the Association as may be undertaken as directed by the President or the Board of Directors.

Section IV The Treasurer

The Treasurer shall:

- 1) The Treasurer shall have general charge of all the financial records and accounts of the Association and shall keep and maintain adequate and correct books of accounts showing the receipts and disbursements of the Association and an account of its cash, debts, and assets.
- 2) Per the direction of the President, the Treasurer shall prepare an annual budget based on the previous year performance. The BoD will approve the annual budget. The Treasurer will provide quarterly reports on budgeted versus actual expenses and revenue. When expenses are more than 10% over budget or revenue more than 10% under budget, the Treasurer will bring the issue to the President and the BoD. The BoD will decide the appropriate course of action.

3) The Treasurer will provide an end of year expense report to the membership that shall be provided within the 1st Quarter newsletter.

4) Statements of the financial condition of the Association shall be rendered to the Board of Directors upon request.

Section V The Secretary

The Secretary shall:

1) The Secretary shall keep minutes of the Association meetings, BoD meetings, and maintain records necessary to the operation of the Association. Closed Meeting Minutes will not be published.

2) The Secretary shall be responsible to keep and maintain membership records showing the name, address, email address and telephone number of each member. The membership records will be published annually to the membership. Members can request their information not be included within the annual membership directory.

3) The Secretary shall be responsible for coordination of membership mailing activities

4) The Secretary shall be responsible to coordinate Ballot and voting activities.

5) The Secretary shall conduct the official correspondence of the Association, serve all notices required by law or by the By-Laws, and discharge such other duties as are prescribed by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

The Association shall have not less than five (5) or more than nine (9) Directors and collectively they shall be called the Board of Directors. The total number constituting the Board of Directors may be changed by an amendment of this By-Law or by repeal of this By-Law as provided in these By-Laws. Directors must be members of the Association, either regular or honorary. The associations' board of directors will be comprised of Regional Representatives and National Representatives as outlined in these bylaws.

For purposes of regional representation, North America, consisting of Mexico, Canada and the Continuous 48 United States shall be considered divided into six (6) regions until such time the Board of Directors determines a need for additional representation. In the U.S., these regions are made up of the following states:



North American Regions:

- North East (ME, NH, VT, NY, RI, MA, NJ, PA, MD, DE, DC, WV, VA, CT)
- South East (FL, NC, SC, GA, AL, MS, TN,)
- North Central (WI, IL, IN, ND, SD, MI, OH, KY, NE, MN)
- South Central (TX, OK, NM, KS, CO, MO, LA, AR)
- South Western (CA, NV, UT, AZ, HA)
- North Western (WA, OR, AK, ID, MT, WY)

Members residing in Mexico or Canada are represented by the region adjoining their location. Citizenship, US or otherwise, is not a consideration or qualification for election to the Regional Board of Directors.

Section I Power of the Board

The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of Association property and to do and perform or cause to be done and performed, any and every act which the Association may lawfully do and perform.

Section II Eligibility

1) Regional board members are elected by their regions and must reside in their regions except under the provisions of Article IV, Sect III, Para. 7. National board members have no such geographic restrictions and are elected by the entire association membership.

2) To remain eligible to serve on the Board of Directors, each member thereof must attend at least fifty percent (50%) of the meetings of the Directors during each calendar year that they are eligible to attend. This requirement may be waived by affirmative vote of a majority of the Board of Directors.

3) Board of Directors must maintain their membership in the Association to remain eligible to serve on the Board of Directors.

Section III Term of Office & Election Process

1) One Director from each region will be elected by the members of that region. Currently there are six (6) recognized regions in the RPA.

2) The balance of the available Director positions, once all Regional Directors have been accounted for, will be allocated to National Director Positions. The National Directors will be elected through national elections. The total number of Regional Directors and National Directors will not exceed nine Directors.

3) Directors shall have terms of three years, ending July 31st of their 3rd year.

- 4) All Directors shall hold office from the date they are installed and thereafter until successors are elected.
- 5) The Board of Directors may serve at the discretion of their membership. There are no limits placed on a Director's right to be placed on his/her Regional Ballot or the National Ballot respectively.
- 6) The Electoral Process for all Board of Director positions shall begin no later than November 30th prior to a Board vacancy by the Secretary, under direction of the President and Board of Directors by calling for nominations from either the members region or the national membership as the case may be. The BoD will meet no later than April 30th to review and then announce the nominations. Ballots will be sent out to the membership, either electronically and/or by mail, no later than May 15th and the membership vote must be returned prior to June 30th to be officially counted in the election. Results of the elections are announced at the Annual Association Meeting or as determined by the Board of Directors, but in no case later than July 31st.
- 7) If a Region can not produce a qualified volunteer by the nomination deadline, the office and duties of that position may be filled by a volunteer candidate elected by that region from any other adjoining region. If all candidates are rejected by the electorate, the seat will go unfilled until an acceptable candidate is nominated and elected by the region in question. The President may appoint a interim director with majority approval of the Board of Directors.

Section IV Meetings

- 1) The president shall preside over the meetings of the Board of Directors, however in the event he is unable to do so, the vice president will conduct the meeting. In the event neither the president nor vice president are available, and if there is a majority of the total BoD present; a member of the Board at the assignment of the Board present, will conduct the meeting.
- 2) The President and Board of Directors will strive to hold a physical Annual Association Meeting hosted by and in one of the Associations recognized regions.
 - A) The meeting time and location may be associated with any other organizational event, fly-in or function as determined by the Board of Directors at least 120 days prior to the meeting.
 - B) Although physical attendance is emphasized, Directors may attend via phone or other acceptable means, or have their votes rendered by proxy.
 - C) The annual meeting is open to members who wish to attend in person. The location and time, as determined by majority vote of the Board, must

be communicated to the membership no less than 120 days prior to the meeting.

D) During normally scheduled election years, the Annual Association Meeting should be conducted in July to correspond with ratification and announcement of the winner of said elections.

3) Notice of special or regular meetings of the Board of Directors require reasonable notice, stating the time and in general terms, the purpose (agenda) of the meeting. Reasonable notice for other than the annual physical meeting is defined as 5 business days. If all Directors are present at said meeting new business not stated in the agenda, may be raised and acted on. Telephone conference calls are permitted.

4) A majority of Board of Directors members currently serving (Active) is required to constitute a quorum, to conduct meetings, and vote on association business.

5) The affirmative vote of a majority present at that meeting in person or by proxy shall be necessary to pass any resolution or authorize any act of the Association. Proxy authorization shall be in writing and subject to such verification as may be required from time to time by said Board of Directors.

6) If the Board of Directors during any meeting can not establish a majority vote to decide a course of action, the President shall then render the tie breaking vote.

7) Meetings are open to the membership. At the Discretion of the President and BoD, the membership may be able to speak at meetings, but the membership does not have a vote in the proceedings.

8) The President shall have the ability to call an executive session, which is not open to the membership.

Section V Compensation

Each member of the Board of Directors shall serve as Director without compensation except for such expense reimbursement as may be authorized by the Board from time to time.

Section VI Records

The Board of Directors shall cause to be kept a complete record of all the proceedings of its meetings, and such record shall be available to the membership.

Section VII Removal

- 1) The Regional or National Membership of the Association, as the case may be, may petition for the removal of their Elected Board Member by delivering a petition requesting an "Out of Term Election", and signed by not less than Fifty Five (55) Percent of the current membership of the region or national electorate, as applicable, to the President and Board of Directors. After confirmation of the authenticity of the petition by the Secretary, the Board shall authorize an immediate out of term election in the affected region, or nationally as the case may be, following a period of 30 days for the identification of candidates.
- 2) The President and Board of Directors, by majority vote, may call for an "out of term election" for a Director for Failure to fulfill the role of "National Steward". Defined as a Board member who has, through inactivity, failed to participate in at least 50% of a calendar years legally called board meetings.
- 3) Violation of the Associations Code of Ethics under Article IX, as determined by review and majority vote of the President and Board of Directors, under the supervision of the Secretary as outlined in Article IX, is grounds for immediate removal from office as determined by the President and Board of Directors.

Section VIII Committees

The Board may authorize committees from time to time, as they deem best. Membership on committees shall be by appointment by the President. Terms for standing committees, when authorized, shall be for three years. Committees for special events are for the time necessary to complete the event. The President shall be an ex-officio member of all committees.

ARTICLE V MEMBERSHIP

Section I Eligibility for membership

Eligibility for membership is open to any owner, operator, pilot, mechanic or enthusiast of all warbird, sport, aerobatic and utility aircraft, jet to prop, originating from Eastern Block and current/former Communist nations

Section II Classification of membership

There shall be two (2) classifications of membership: Regular and Honorary.

Section III Procedures

- 1) Any eligible person desiring to become a Regular Member shall submit an application form and such dues as may be prescribed from time to time by the Board of Directors.

- 2) The Board may reject any application for membership for good cause, provided any fees submitted are returned to the applicant upon rejection.
- 3) Honorary memberships shall be appointed by the Board of Directors as they deem appropriate. No dues shall be charged to Honorary Members.

Section IV Duration of Membership

- 1) Duration of a Regular Member is for a twelve (12) month period.
- 2) Duration of an Honorary membership shall be for such period of time as the Board of Directors may deem appropriate.

Section V Dues

Rates and methods of assessment of dues shall be prescribed by the Board of Directors from time to time.

Section VI Termination of Membership for non-payment of dues

- 1) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination will be effective thirty (30) days after the date of attempted delivery of "Notification of Delinquency" is sent to such member by the Secretary of the Association by any available means.
- 2) A member may avoid such termination by paying the amount of delinquent dues within a thirty-day (30) period following the date of attempt to notify member of his/her delinquency. All rights of a member in the Association shall cease on termination of membership as herein provided.

Section VII Membership Meetings

- 1) All meetings of the members, except as herein otherwise provided shall be held at a place to be determined by the Board of Directors.
- 2) The Association will strive to conduct an Annual Association Meeting each year. The meeting place and time will be determined by the Board of Directors as outlined in Article IV, Sect IV of these bylaws and announced no less than 120 days prior to the date of such meeting. The Annual Association Meeting may be held in conjunction with any other organizational event, fly-in or gathering as the Board sees fit.

3) Notice of all other public meetings shall be delivered to members via email, published in the Association newsletter, or by other means agreed upon by the Board of Directors at least thirty (30) days before such meeting.

4) At any meeting of the members, a quorum shall consist of all members present in person or by proxy. However, to vote on issues before the membership, a majority of the membership (active) must be present or have provided proxy.

5) The membership may only vote on:

- a) Changes to the By Laws (with respect to Director elections and make up only)
- b) The election of Association Directors
- c) The Removal of BoD members or officers as regulated by these By Laws

5) Meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with these By-Laws, with the Articles of Incorporation, or with any provision of law.

6) Executive session may be called by the President or BoD which will exclude all non-board members and guests. During Executive sessions, the topic of the sessions will be published, but not the details nor the outcome

Section VIII Voting

1) A regular member may not vote unless said member's dues are current.

2) All members shall have equal voting rights and shall be entitled to cast one vote on any question to which general membership is eligible to vote. In view of the wide geographic area of membership, most elections and other matters to be voted upon will be conducted by mail or as determined by the Board of Directors.

3) Proxy voting shall be permitted; however each proxy authorization shall be in writing and subject to such verification and presentation as may be required by the Board from time to time.

Section IX Action by written or electronic ballot without a meeting

1) Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Association distributes a ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, and provide a reasonable time within which to return the ballot to the Association. Ballots shall be mailed or delivered in the manner required for giving notice of meetings. (see Article V, Section VII, Paragraph 3)

- 2) All ballots must specify the time by which they must be received by the Association in order to be counted. Normally, not less than 30 calendar days.
- 3) Written ballots may not be revoked after its receipt by the Association or its deposit in the mail, whichever occurs first.
- 4) A majority of the written or electronic ballots returned to the Association shall constitute the percentage needed to approve or disapprove proposals set forth in said ballots. (Exception, Article IV, Section VII, removal of Officer/Director)
- 5) Directors must be elected by written ballot or by means determined by the Board. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered.

Section X Nominating persons for election as Directors

This Association shall make available to members reasonable nomination and election procedures with respect to the election of Directors by members. Such procedures shall be reasonable given the nature, size and operations of the Association and shall include:

- 1) A reasonable means of nominating persons for election as Directors.
 - A) Nominations for BoD positions shall be made by the membership. The President shall appoint a nominating committee to prepare a slate of candidates. All efforts should be made to present more candidates than positions open. Notification of the membership shall be in accordance with ARTICLE IV, SECT III. PARA 6.
 - B) Any member may nominate another member or self nominate for a Board of Director position. Nominations shall be received in accordance with ARTICLE IV, SECT III. PARA 6
 - C) Nominees may communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy by providing that information to the nominating committee by the deadline set forth in accordance with ARTICLE IV, SECT III. PARA 6
- 3) Members will have at least 30 days to review candidates and cast ballots. Ballots will be sent to members by the deadline set forth in accordance with ARTICLE IV, SECT III. PARA 6

Section XI Elections

- 1) Election on nominees for the Regional [National] Board of Directors will be conducted by written ballot, electronic ballot, or other approved method as to be determined by the Board of Directors and communicated to the membership.
- 2) The Executive Officers (President, Vice President, Treasurer, and Secretary) shall be elected by a majority of all the Board of Directors.
- 3) Elections of new Executive Officers shall normally be conducted in July of the year the Executive Officers' terms have expired. Elections must be conducted at a physical, regular or special scheduled meeting of the Board of Directors and requires a vote or abstention by all Directors to be validated as official.

ARTICLE VI VACANCIES

Section I Executive Officers

If the office of the President, Vice-President, Secretary or Treasurer becomes vacant for any reason, the Board of Directors shall elect a successor by a majority vote.

Section II Board of Directors

- 1) In the event that any of the elective Directors resign, die, or otherwise become ineligible to serve on the Board of Directors, or in the case of a Regional Director that moves out of the region that elected him/her, the vacancy thereby created shall be filled through election by the regional or national membership as the case may be.
- 2) The President, with approval of the Board of Directors, may appoint interim volunteer Director until said elections can take place. Announcement for nominations shall be sent to all members, nominations shall be open for 30 days. Ballots will be sent out at the close of nominations and must be returned 30 days later. The Interim Director shall serve a term that expires at the annual membership meeting at which the term of the vacating Director would regularly have expired.
- 3) If, at any time, the number of vacancies on the Board are such that they are fewer than that required herein, the Board shall nevertheless be deemed to be legally constituted.

ARTICLE VII AMENDMENT OF BY-LAWS

1) Changes to these bylaws concerning the size and composition of the Board of Directors requires two-thirds (2/3) majority of the association's total membership. The membership must be given at least 30 days to review the proposed changes and respond with their vote. The vote will be conducted by written ballot, electronic ballot or other approved method as to be determined by the Board and communicated to the membership. After said duration the President will call a meeting of the Board and the Secretary will ratify the vote.

2) All other Articles of the By Laws may be amended by a two-thirds (2/3) majority of the total members of the Board of Directors. The vote must be taken during a legally announced meeting and said amendments are posted as an agenda item.

ARTICLE VIII LIABILITY

Section I The Association, its members, Officers, and Directors shall not be liable for any acts or omissions of an individual member, and any such activities shall be conducted solely at the risk of each member.

Section II As a condition of membership, and in consideration of the granting thereof, each member (or their administrators, executors, heirs and assigns) agree to forever hold harmless and defend the Association. (its officers, directors, administrators, executors, heirs and assigns) from any and all liability of any nature, whether due to negligence, intentional act, or omission.

Section III A member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

Section IV No member shall at any time indicate that said party has any authority to bind or represent the Association in any manner, and in fact, no such power shall exist, unless duly authorized by the BoD in writing.

ARTICLE IX ETHICS

Section I Code of Ethics

1) Members or elected officers shall not through intentional theft, remove, sell or personally acquire association property.

2) Members or elected officers shall not disparage the name or reputation of another member by bearing false witness or making false accusations that publicly effect said person's ability to enjoy the services of the association.

Section II Review and Determination

- 1) Suspected violations of the Code of Ethics must be reviewed by the Board of Directors under supervision of the President and Secretary.
- 2) If the review determines their authenticity, the Board will determine, by majority vote, the action required up to and including removal of membership status.
- 3) Members affected by Article IX must be given the right to address members of the Board and the President on their behalf prior to the Boards final determination and action under this Article.

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