

## **BY-LAWS OF OX5 AVIATION PIONEERS**

### **ARTICLE I NAME**

The Name of the Corporation shall be OX5 Aviation Pioneers. Its headquarters office is located at PO Box 18533 , Pittsburgh, County of Allegheny, Pennsylvania 15236 – 0533.

### **ARTICLE II SEAL**

The seal shall be circular in form with the words OX5 Aviation Pioneers inscribed on the center of the seal shall have the word “SEAL, NOT FOR PROFIT, 1955, PENNSYLVANIA” .

### **ARTICLE III PURPOSE**

The OX5 Aviation Pioneers is organized for the following educational and scientific purposes:

- 1) To compile and record in detail the historical and educational history of the development of air transportation.
- 2) To perpetuate the memory of pioneer airmen and their great sacrifices, their accomplishments and contributions to the development of civil aviation and to do honor to all who pioneer in aviation, especially to (i) the thousands of pilots who learned to fly and operationally flew aircraft powered by the OX5 engine and (ii) persons who owned, were associated with, or who participated in the design, construction, repair and maintenance of OX5 powered aircraft prior to December 31, 1940.
- 3) To support projects and programs designed to increase safety and efficiency in the use of aircraft.
- 4) To publish historical resumes and other information consistent with the educational objectives.
- 5) To encourage the establishment and operation of aviation museums and the collection of aviation memorabilia particularly of the 1920-1940 era.
- 6) To establish and maintain suitable ways of recognizing and honoring the names and achievements of aviation pioneers.
- 7) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In the event of dissolution of this Corporation, the assets shall be distributed only to organizations that enjoy exempt status in accordance with the provisions of section 501 (C) (3) of the Internal Revenue Code of 1954

### **ARTICLE IV MEMBERSHIP**

**Section 1.** Membership will be extended to (a) persons who: (i) have flown an OX5 powered aircraft or (ii) have owned an OX5 powered aircraft, or (iii) actively and directly participated in the design, construction, repair, maintenance or operation of OX5 powered aircraft.

**Section 2.** Membership may also be offered to Aviation Enthusiasts who affirm that he/she will work toward the perpetuation of the history and membership of the OX5 Aviation Pioneers.

**Section 3.** That an OX5 Aviation Pioneer must be a paid-up member for three years before he/she can run for

National Governor.

**Section 4.** Each candidate for membership shall submit an application upon a form prepared for that purpose which must bear the candidate's signature and signature of a current member as sponsor together with reliable evidence of the applicant's qualifications for membership.

**Section 5.** All properly completed membership applications for OX5 Pioneers will be forwarded to the National Headquarters office, with a check for the current year's dues.

**Section 6.** The membership year shall be from January 1 to December 31.

**Section 7.** Membership shall be classified as follows:

- A) Regular Membership consisting of members who maintain full rights and privileges by paying annual dues and fees as prescribed by the Board of Governors. Failure to pay current dues prior to April 1 automatically cancels all rights and privileges of regular membership;
- B) Life Membership consisting of persons whose rights and privileges have been assured through their lifetime by paying a single fee prescribed by the Board of Governors. Life Members are accorded all rights and privileges without further assessment of dues.

**Section 8.** Members may elect an affiliation with the Wings of their choice or may remain unaffiliated if they so desire. Unless a declaration of affiliation or non-affiliation is filed with National Headquarters, a member will be considered affiliated with the Wing where he maintains his residence.

## **ARTICLE V MEMBERSHIP MEETINGS**

**Section 1.** A meeting of the membership shall be held annually between August thru October on a date set by the National Board of Governors. Each member in attendance shall be entitled to one (1) vote.

**Section 2.** Meetings other than the annual meetings may be called by the President or by the Secretary or upon being so directed in writing by the majority of the National Board of Governors, providing all members are notified by not less than ten (10) days in advance of such meeting.

**Section 3.** For general business, those members in attendance and holding a current membership card shall be entitled to one (1) vote.

**Section 4.** Parliamentary procedure at all meetings shall be in accordance with Robert's Rules of Order.

## **ARTICLE VI NATIONAL BOARD OF GOVERNORS**

**Section 1.** The management and control over the Corporation's affairs, funds and property shall be vested solely in the National Board of Governors. The National Board of Governors shall have the power to receive and collect dues and to accept contributions and acquire, hold, take by gift, devise, bequest, or purchase any property, either real or personal, and invest its funds therein. It may sell any such property and create obligations in the interest of the Corporation. All income or increase from whatever source derived shall be used exclusively to promote the educational, historical and scientific purposes for which the Corporation is organized. The National Board of Governors is authorized to promulgate and enforce such rules and regulations as may be necessary to accomplish the objectives of the Corporation.

**Section 2.** The National Board of Governors shall consist of nine (9) members. They are to be the President, Vice President, Secretary, Treasurer, and five (5) Governors elected by a general ballot of the members in

good standing. The current Board consists of James Beisner, Donald Volland, Cheryl Dewey, Michael Lawrence, Ivan D Livi, Dennis G Yerkey, Sylvia Cook and Wayne Gordon. One Governor slot is vacant. No more than two (2) National Governors can be elected from any one wing unless the board of governors, by two thirds vote, believes such an election would be in the best interests of the organization.

**Section 3.** There are no limits to the three-year terms that a National Governor may serve. At the end of the Governor's three year term, it is the Wing's option to re-nominate their governor candidate.

**Section 4.** Any National governor who fails to attend two (2) consecutive annual meetings shall be automatically removed from the Board of Governors, except that the Board of Governors may upon good cause excuse such failure to attend.

**Section 5.** Upon the death, disability, resignation, or removal of a National Governor, the National Board of Governors shall select from the general membership and appoint a successor to serve the balance of the term.

**Section 6.** Meetings of the Board of Governors may be held at any time on call of the President or Secretary of the Corporation and shall be called by the Secretary on a written request of any five (5) Governors. Such meetings shall be held at such time and place as may be designated. Any Governor may attend any such meeting by means of telephone or videoconference so long as all attendees at the meeting can be heard by each other. Board members may assign their proxies to another board member in the event he/she is unable to participate in a particular meeting by notice in writing to the other Board members by mail, fax, or e-mail at least 24 hours prior to the scheduled meeting.

**Section 7.** Five(5) of the nine (9) Governors serving on the National Board of Governors shall constitute a quorum at any meeting. A majority vote is necessary to pass any motion,

**Section 8.** The Board shall have the power to review any and all acts of the officers with full power of approval and/or revision. The judgment of the Board shall be final.

**Section 9.** The Board shall at their discretion set an annual dues rate for regular members and set a subscription price for lifetime memberships. **Section 10.** The Board of Governors may from time to time issue such rules and regulations as may be deemed necessary and proper for the operation of the Corporation.

## **ARTICLE VII ELECTION TO BOARD OF GOVERNORS**

**Section 1.** Nominations for Board of Governors shall be made by a Nominating Committee, appointed by the President, immediately upon taking office. Members shall be notified of the appointment of said Nominating Committee by insertion in the official publication and directed to submit names of nominees to the Nominating Committee postmarked, e-mail or faxed at least ninety (90) days prior to the annual meeting. The Nominating Committee will submit a slate of nominees to the Secretary who will cause same to be published with a brief bio and ballot in the August OX5 NEWS, or at least forty-five (45) days prior to the annual meeting.

**Section 2.** The slate of proposed board members shall be presented by the Nominating Committee to the board at the meeting of the board prior to the annual meeting and upon approval shall be presented to the general membership at the annual meeting for a vote thereon. A plurality of those in attendance is necessary for election.

## **ARTICLE VIII OFFICERS**

**Section 1.** The National Board of Governors immediately upon their election shall select and designate the

National President, a National Vice President, a National Secretary, and a National Treasurer. Should any officer, including the National Treasurer, be unable to complete his/her term of office the board of governors shall designate a successor to the vacated office. The duties of such shall be those which normally attach to such office, The new officers shall take office immediately at the close of the annual reunion.

**Section 2.** The National President shall not serve more than two (2) terms in office of one (1) year each consecutively, but will be eligible for reelection after an absence of at least one term of the National President..

**Section 3.** The National President and National Vice President shall be chosen from among the Board of Governors. All other officers may be chosen from among the general membership.

## **ARTICLE IX ORGANIZATION**

**Section 1.** The OX5 Aviation Pioneers may be organized into Wings as outlined.

**Section 2.** Wings may be chartered by the National President with the approval of the National Board of Governors in any area within the United States or in any foreign country.

**Section 3** The Wing must present detailed information about its proposed structure to the National Board for approval. The Board will take into consideration the circumstances surrounding the Wing's request and make a decision to approve or disapprove the establishment of the Wing. Every chartered Wing shall elect a Board of Governors of at least five (5) members including the officers. A lesser number may be acceptable as stated in Article V of the Wing Bylaws. **Section 4.** The By-Laws of Chartered Wings shall include the standard provisions prescribed by the National Board of Governors and such additional provisions submitted by Wings as are found to be in consonance with the By-Laws of the OX5 Aviation Pioneers and are approved by the National Board of Governors. Revisions or amendments to a Wing By-Laws are invalid unless approved by the National Board of Governors.

## **ARTICLE X AMENDMENTS**

**Section 1.** These By-Laws may be amended by resolution setting forth such amendment adopted by a majority vote of the Board of Governors.

**Section 2.** Any amendments proposed by any Board Members shall be submitted to the President in writing. Copies will then be mailed or e-mailed to the Secretary and each Board Member at least thirty (30) days before the meeting at which it is to be discussed. The Secretary will have it entered on the meeting agenda under new business. The proposed amendment will also appear in one issue of the OX5 NEWS before the annual meeting.

## **ARTICLE XI DUES**

**Section 1.** Dues shall be charged to the membership in accordance with rates set at the discretion of the National Board of Governors.

**Section 2.** Failure to pay dues by April 1 of any one year shall cause automatic removal from regular membership.

## **ARTICLE XII INDEMNIFICATION**

**Section 1.** The Corporation shall provide for indemnification by the Corporation of any and all of its Governors or officers or former Governors or officers against expenses actually and necessarily incurred by them in

connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been Governors or a Governor or officer of the Corporation, except in relation to matters as to which such Governor or officer or former Governor or officer shall be adjudged on such action, suit, or proceeding to be liable for negligence, or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.