

BYLAWS OF KANSAS AGRICULTURAL AVIATION ASSOCIATION, INC.

(1958) Revised Oct. 23, 2017

A Kansas Corporation

ARTICLE I – Name

SECTION 1.

The name of the corporation shall be KANSAS AGRICULTURAL AVIATION ASSOCIATION, INC.

ARTICLE II – Definition

SECTION 1.

The Kansas Agricultural Aviation Association shall be composed of any person or organization engaged in Aerial Application and/or Manufacturing and/or distribution of related equipment and materials, or persons engaged in Aerial Application as a profession.

ARTICLE III – Purpose

SECTION 1.

The purpose of the corporation shall be to foster, promote, and recommend fair trade practices.

ARTICLE IV – Officers and Directors

SECTION 1.

The Officers of the Corporation shall be President, Vice President, Immediate Past President and Secretary/Treasurer

SECTION 2.

(a) The President, Vice President, and State Director to the Kansas Agricultural Aviation Association shall be elected by ballot at the annual meeting of the members for a term of two (2) years until their successors are elected. None of these officers shall serve more than six (6) consecutive years in the same office. A Secretary/Treasurer shall be appointed by the President, and may be one or two persons at the discretion of the President.

(b) The directors of the corporation shall be elected by ballot for two (2) terms, except the first year there shall be two (2) directors elected for one (1) year term and two (2) directors elected for two (2) year terms.

(c) The terms of office shall begin January 1 of the year immediately following the election. All records shall be made available to the new president by the 10th business day of January. The financial records shall be reviewed by an independent accountant within 90 days. The accountant will be selected by the Board of Directors.

(d) The Directors of the corporation shall receive no compensation whatsoever for their usual and ordinary services as directors. Reimbursements may be allowed to members of the Board of Directors for any monies expended by them for any extraordinary services performed by them on behalf of the corporation.

(e) A director shall be eligible for re-election at the expiration of his term of office.

ARTICLE V – Membership

SECTION 1.

Membership in this corporation is and at all times shall be considered to be a privilege and not a right. No person shall be eligible for membership in the corporation unless he or she is engaged in the operation of agricultural aircraft or is directly or indirectly connected with the agricultural aviation industry.

There shall be four (4) types of membership in this association: Voting, Associate, Allied and Honorary Lifetime.

(a) VOTING MEMBERS: Any entity that operates a valid 137 certificate in conjunction with a Kansas pesticide business license or an agricultural pilot licensed in the state of Kansas for the previous three years may be a voting member. Each voting member whose dues are current may vote at the annual meeting of the members, and may be an officer or director of the corporation. No person may have more than one vote.

(b) ASSOCIATE MEMBER: Persons who do not meet all the conditions of above paragraph

(1). Associate members may not vote, hold office or be directors.

(c) ALLIED MEMBERS: Persons who represent a business which manufactures or sells products related to the agricultural aviation industry are eligible to be Allied members. Allied members may not be an officer or vote at the annual meeting of members but may serve on the Board of Directors.

(d) HONORARY LIFETIME MEMBER: Any person who is designated as an Honorary Lifetime Member by the Board of Directors shall have all the privileges of a voting Member, but they may not be actively engaged in the agricultural aviation business. Lifetime members will not be assessed membership dues.

All members whose dues are current are eligible to attend Board meetings and the Annual Convention provided they have paid any required convention fees. All members are eligible to receive membership mailings from the Association. The membership categories will become effective for the 1995 calendar year memberships.

ARTICLE VI – Directors

(a) Management of the corporation is vested in a Board of Directors consisting of up to ten (10) duly qualified members as defined herein. However, if the elected NAAA Director is simultaneously serving as an Officer or Director the Board will be comprised of nine (9) people. In either case, five (5) or more will constitute a quorum. For the convenience of the directors and the expediting of business, business may be conducted by telephone as long as a quorum is maintained.

(b) The Board of Directors shall be comprised of four (4) members elected at large as set forth in Article IV, the President, Vice President, immediate Past President, NAAA Director, and one (1) person elected by a majority vote of the Allied Members and Chairman of the Past President Advisory Board.

ARTICLE VII – Powers of Directors

SECTION 1.

To call special meetings of the members. The directors must call a meeting at any time, within thirty (30) days, upon written request of ten (10) or more members of the corporation.

SECTION 2.

To manage the business of the corporation.

SECTION 3.

To incur indebtedness in the conduct of business of the corporation, the terms and amounts of which shall be entered in the minutes. The President and Secretary/Treasurer shall sign in their corporate capacities all written promises to pay debts.

SECTION 4.

To instruct the President to appoint as many advisory directors as in its discretion said Board of Directors may see fit. Said advisory directors may or may not be required to have the qualifications of a member of the corporation and shall hold office at the pleasure of the Board of Directors. The purpose of said advisory directors is to make available to the Board of Directors the knowledge and ability of the individuals so selected in order to aid the Board of Directors in achieving the purpose for which the corporation is organized. Said advisory directors may attend all meetings of the Board of Directors and may participate in the discussions therein held, but they shall have no vote and shall receive no compensation whatsoever, their purpose being solely that of advisors acting for the benefit of the duly elected directors.

ARTICLE VIII – Duties of Directors

SECTION 1.

To cause to be kept a record of the meetings and of the proceedings of the members, and shall cause to be submitted at all regular meetings of the members, a detailed statement in writing showing the assets and liabilities of the corporation, and generally the condition of its affairs.

SECTION 2.

To supervise all officers, and through these officers, see that all agents' and employees' duties are properly performed, and to cause to be issued to members a membership certificate.

ARTICLE IX – President

SECTION 1.

The President shall preside over all meetings of the members and directors, and if at any time the President is unable to act, the Vice President shall perform his duties; and if the Vice President is unable to act, the directors shall appoint some other member of the Board of Directors to act in his place. The President, or in his absence, the Vice President, or other director appointed as above provided, shall preside over all meetings of the members and directors.

SECTION 2.

The President shall sign all membership certificates, and all contracts and other instruments in writing which have been first approved by the Board of Directors.

SECTION 3.

The President shall call the directors together whenever he deems it necessary, and shall, subject to the directors, have direction of the affairs of the corporation, and shall discharge such other duties as may be required by the Bylaws.

SECTION 4.

The President, or any four (4) of the directors, may call special meetings of the directors at any time and notice shall be given of such called meetings in writing at least five (5) days prior to each such called meeting. Each director must, at the first meeting after his election, cause to be entered in the minutes his address, to which address all notices may be directed until similar notice and entry of change of residence has by him been given in writing.

Such service of notice shall be entered in the minutes of the corporation and the said minutes upon being read and approved at a subsequent meeting of the Board, shall be conclusive upon the question of service.

ARTICLE X – Vice President

In the absence of the President, or in the event of his removal, the Vice President shall have full authority to do each and every act and sign his name to any and all documents and perform every act that the President could or might do if personally present, and to do all of the things mentioned in Article IX of these Bylaws.

ARTICLE XI – Secretary/Treasurer

SECTION 1.

The Secretary/Treasurer shall cause to be kept a record of the proceedings of the Board of Directors and of the members or may delegate such duty to a qualified person.

SECTION 2.

The Secretary/Treasurer shall keep a membership record showing the number and type of memberships issued and to whom and the dates of such issuance and the address of each member of the corporation.

SECTION 3.

The Secretary/Treasurer shall keep proper account books, and discharge such other duties as pertain to his or her office or as are prescribed by the Board of Directors.

SECTION 4.

The Secretary/Treasurer shall serve all notices required either by law or by the Bylaws of the corporation, and in case of his absence, inability, refusal, or neglect to do so, then such notices may be served by any other person thereunto directed by the President or Vice President of the corporation.

SECTION 5.

The Secretary/Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation, and deposit all monies and other valuable effects in the name of the corporation and to its credit in such depositories as may be designated by the Board of Directors.

ARTICLE XII – Executive Director

An Executive Director may be hired as an independent contractor by the Board of Directors.

SECTION 1.

The Executive Director may or may not be required to have the qualifications of a member of the corporation and shall be hired by contract at the pleasure of the Board of Directors. He may be employed either full-time or part-time by the corporation. The purpose of said Executive Director is to aid the Board of Directors in achieving the purposes for which this corporation is formed. Said Executive Director may attend all meetings of the Board of Directors, providing that the Board of Directors requests his presence, and may, upon any such invitation participate in the discussions held therein; but he shall have no vote in the affairs of the corporation.

SECTION 2.

The Executive Director shall assist the President in the performance of his duties, shall perform his services to the corporation with the consent and approval of the President, and shall be broadly charged with a vigorous public relations program, the promotion and development of agricultural aviation, and/or other activity considered beneficial to the corporation and the industry by the Board of Directors.

SECTION 3.

The Executive Director shall assist the Secretary/Treasurer in keeping an accurate Membership Record Book showing the number and type of Membership Certificates issued and to whom and the dates of such issuance and the address of each member. He shall also assist the Secretary/Treasurer in his other duties.

ARTICLE XIII – Membership Certificate

SECTION 1.

Membership Certificates shall be in such form as the Board of Directors may direct, and shall be signed by the President and countersigned by the Secretary/Treasurer; and each such Certificate shall express on its face its number, type, date of issuance, the person to whom issued, and the address of such person.

ARTICLE XIV – Termination of Membership

SECTION 1.

Membership in this corporation is not transferable; and the membership in this corporation of any Individual, Association, Partnership, or Corporation shall terminate upon death or dissolution of said member as the case may be. Furthermore, the membership in this corporation of any individual, association, partnership or corporation shall

terminate automatically and immediately whenever said member ceases to be engaged in any of the capacities hereinabove in Article V mentioned in the section defining eligibility of members. Should any director or officer of this corporation become ineligible for membership by operation of this Article, his office or directorship shall immediately and automatically be deemed to be vacant and a successor shall be selected in the manner provided for herein.

SECTION 2.

The Board of Directors may expel any member of the corporation at any duly convened meeting of the board, for failure to comply with the Bylaws or with any rules and regulations of the corporation or for failure to pay dues or any indebtedness to the corporation within the time and manner fixed by the Board of Directors. The Board of Directors may also expel any member of the corporation if such member engages in conduct which, in the opinion of the Board, is prejudicial to the welfare of the corporation, or if any such member shall act improperly at any meeting or upon the premises owned or occupied by the corporation, or shall improperly use any property owned by the corporation; provided, however, that five (5) days notice in writing shall be served upon such member indicating the intention of such proposed expulsion and the specific reasons therefore; and such member shall be given an opportunity to appear and be heard before the Board of Directors or a committee appointed by the Board of Directors for that purpose. In the event of any expulsion, the expelled member shall no longer be entitled to the rights, privileges, and benefits of membership in the corporation, nor to any refund of any membership fees or dues.

SECTION 3.

A member may withdraw from membership at any time, but such withdrawal shall not affect his existing liabilities to the corporation, nor shall a withdrawing member be entitled to any refund of any membership fees or dues.

ARTICLE XV – Replacing Vacancies of Officers and Directors

SECTION 1.

In the event of any vacancy in the office of any officer or director of the corporation, the remaining directors may by a majority vote elect a successor to hold office until the next annual meeting, at which time an officer or director shall be elected to complete the term of the officer or director whose office was vacant.

ARTICLE XVI – Meetings of the Members

SECTION 1.

All meetings shall be held at such place as the Board of Directors from time to time may determine.

SECTION 2.

An annual meeting shall be held each year. Additional meetings may be held from time to time and at such places as may be determined by the Board of Directors.

SECTION 3.

Notice of annual meetings and or special meetings of the members shall be mailed by the Secretary/Treasurer to each member at least five (5) days before the date of the meeting; and in case of a special meeting, the purpose or purposes shall always be specified in the notice.

SECTION 4.

The order of business at regular meetings, and insofar as is possible at other meetings, shall be as follows:

- (a) Recording of the members present by the number thereof or by their names.
- (b) Reading and action on the record of all proceedings and of all meetings which remain unapproved.
- (c) Reports of Board of Directors and of officers or committees.
- (d) New business to come before the directors or members or both.
- (e) Elections.
- (f) Unfinished business.
- (g) Adjournment.

SECTION 5.

Robert's Rules of Order shall be the parliamentary authority of the Association.

SECTION 6.

The following standing committees shall be established: Legislative, Membership, and Nominating. The Nominating Committee shall be comprised of the entire Board of Directors, and the President shall appoint the chairman of the Nominating Committee. The President shall appoint a minimum of 3 members to comprise Legislative and Membership Committees.

ARTICLE XVII – Membership Dues

SECTION 1.

The dues for each category of membership shall be determined by the Board of Directors by a two-thirds (2/3) vote and will take effect during the first calendar year after such action.

ARTICLE XVIII – Object and Pledge of the Association

SECTION 1.

The object of this corporation shall be to federate into one compact organization, the aerial application industry of Kansas; to promote the aviation interests of the member firms; to protect those interests from discriminatory legislation by federal, state, or municipal authorities; to represent the members in all matters where organized action is required to bring about improvements in public relations, aircraft equipment, and service, and chemical regulations and developments; and to further the cause of safety and economy of operations. The Association does hereby pledge itself to the following Code of Ethics.

TO--

- Give the best service possible.
- Constantly strive to improve the quality of work and to maintain a high level standard of operation.
- Promote safety in agricultural aviation.
- Maintain aircraft in an airworthy condition at all times, properly licensed and inspected.
- Aid and promote experimental advancement in agricultural aviation.
- Obey the laws, rules and regulations established by governing bodies, which shall apply to the industry.
- Generally conduct business so as to further and strengthen agricultural aviation's position in the agricultural economy.

ARTICLE XIX – Amending the Bylaws

SECTION 1.

These Bylaws may be amended by a two-thirds vote of the qualified membership, in person or by proxy, present at an annual business meeting, provided that notice and copy of any proposed amendment has been filed with the Secretary at least thirty (30) days before any meeting to consider such action, and provided further that the Secretary has caused to be distributed to each member a copy of the proposed amendment at least fifteen (15) days before said meeting.

ARTICLE XX – Fiscal Year

SECTION 1.

The fiscal year of this corporation shall commence on the first day of January and end on the last day of December of each year.

ARTICLE XXI – Disposition of Assets Upon Dissolution

SECTION 1.

Upon dissolution of this corporation, from whatever cause and at whatever time, all assets of the corporation shall be transferred to the National Agricultural Aviation Association.

KAAA POLICIES

1. The KAAA will reimburse the NAAA and WKAAA Directors (or alternates) and any KAAA member who is a National Officer, for travel to the NAAA Spring and Fall Board Meetings only. Reimbursement will be limited to the amount of the least expensive airfare from the major air terminal nearest the Director's residence plus the actual room rate (special rate given NAAA for the meeting) plus \$50 for additional expenses (parking, taxis, etc.).

KAAA will also pay travel and hotel room expense for the additional years a Kansas member is required to attend to complete their NAAA obligation.

2. A check may not be written for more than \$400 without prior approval by the Board of Directors.
3. The alternate NAAA Director will be the presiding KAAA President.
4. Election of Officers and Directors shall be by written ballot when more than one is nominated for that office.
5. A plaque will be presented to any outgoing Board Member.
6. Four issues of the KAAA Newsletter will be published per year.
7. The incoming KAAA Director should attend a NAAA Board Meeting prior to his becoming Director. The expenses as described for the NAAA Director will be reimbursed for this meeting.
8. The registration fees and room for the KAAA and WKAAA Presidents and spouses at the KAAA State Convention will be paid by KAAA.
9. Flowers or a memorial will be sent, not to exceed \$150, for a current or lifetime KAAA member, their spouse, children and parents.
10. All Board meetings will be electronically recorded.
11. Motions made at and approved at Board meetings which establish policies will automatically become established policy for KAAA.
12. At the first Board meeting following the annual convention, the legislative fund will be reviewed and increased as necessary.
13. The President will appoint an advisory nominating committee, one member of which will be a past president, to suggest nominees to the Board of Directors.
14. KAAA members, family and a guest are entitled to register for the convention at the member fee.
15. Exhibit of ground application equipment at convention will be allowed for any exhibitor associated with the industry; but no commercial outside display will be allowed, unless invited by the convention committee.

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