

BY-LAWS of PHOENIX INTER-AIRPORTS LEAGUE OF TENANTS AKA & DBA Deer Valley Pilots Association (DVPA)

ARTICLE 1: AUTHORITY

These by-laws have been adopted pursuant to the Articles of Incorporation of the Phoenix Inter-Airports League of Tenants, hereinafter referred to as DVPA. These by-laws have been adopted by a two-thirds majority vote of the Board of Directors. Any and all previous by-laws and revisions thereof are hereby rescinded and superseded.

ARTICLE 2: MEMBERSHIP

2.1 The corporation shall have the following types of memberships:

2.1A **REGULAR MEMBERSHIP:** Regular membership shall be made available to: all tenants of hangars, covered and open tie downs and their affiliates at Phoenix Deer Valley Airport (DVT), members of DVT based flying clubs, persons that rent DVT based aircraft, including but not limited to their families, maintenance technicians, or other supporting persons. Regular membership shall also be available to any pilot who regularly operates an aircraft from DVT.

2.1B **COMMERCIAL MEMBERSHIP:** Commercial membership shall be available to all commercial aviation businesses or governmental agencies based on any airport owned and operated by the City of Phoenix. Examples of organizations for which commercial memberships are available include but are not limited to FBOs, flight schools, flying clubs, pilot shops, aircraft maintenance, maintenance clubs, avionics shops, aircraft parts supply; and to local, state or federal governmental agencies such as police, fire, DPS, fish and game, FBI, DEA, and the like which have aircraft based on any airport owned and operated by the City of Phoenix. Each commercial member shall designate one person to represent that business or agency at DVPA membership meetings.

2.1C **COMPLIMENTARY MEMBERSHIP-**Complimentary memberships shall be granted with the approval of the Board of Directors and shall be renewed yearly. The complimentary membership will have no voting rights

2.2 **APPLICATIONS:** Membership applications and the determination of the class of membership shall be subject to the approval of a majority vote of the Board of Directors present at any regularly scheduled meeting thereof.

2.3 **VOTING:** Each paid membership shall be entitled to one [I] vote on each matter submitted to a vote of the members.

2.4 **MEMBERSHIP YEAR:** The membership year shall be November 1 through October 31 of each succeeding year.

ARTICLE 3: FINANCIAL

3.1 FISCAL YEAR: The fiscal year shall be January 1 through December 31 of each succeeding year.

3.2 FINANCIAL AND ANNUAL REPORTS: The Treasurer is responsible for the preparation and timely submission of all necessary financial and status reports to the Board of Directors and to any and all appropriate governmental agencies. The Treasurer is responsible for preparation of the annual report of finances and shall submit the financial books and records to a Board designated accountant within 30 days after expiration of the fiscal year for preparation of the annual report which shall be fully prepared, submitted to the Board of Directors for review and approved by the Board within 90 days after expiration of the fiscal year.

3.3 MONTHLY REPORTS: The Treasurer shall present a brief financial status report at each monthly meeting of the Board of Directors.

3.4 MEMBERSHIP DUES: Annual dues for Regular Membership and Commercial Membership shall be paid by the members, the amount of which shall be established by the Board of Directors.

3.5 DISBURSEMENT OF FUNDS: The Treasurer shall make all disbursements of funds in accordance with these by-laws and shall obtain prior approval of the Board for all disbursements. Without prior Board approval in a situation requiring timely action, the President may order the Treasurer to make disbursements not to exceed \$300.00 for an emergency matter or purpose if it clearly appears that said emergency expenditure is in the best interests of DVPA. In the absence or inability of the President, the Vice President may issue said emergency disbursement order as aforesaid, and in the absence or inability of both the President and the Vice President, the Secretary may issue said emergency disbursement order. Any emergency disbursements shall be subject to subsequent Board review.

ARTICLE 4: MEETINGS

4.1 ANNUAL MEETING: There shall be a general membership meeting held at least once each year. The Board of Directors shall select a date and shall advise the membership of that meeting date at least 30 days prior to the meeting. The purpose of the Annual Meeting shall be for the election of Directors to fill vacant Board positions, and to transact such other business as may come before the meeting.

4.2 SPECIAL MEETINGS: A Special Meeting of the members may be called by the President, by a majority vote of all the Board of Directors, or by not less than one-tenth [1/10] of the members having voting rights.

4.3 BOARD MEETINGS: There shall be at least one monthly meeting of the Board of Directors at a time and place designated by the President. Notice to the Board members may be made in person, by telephone or by mail at least one week prior to the meeting date. Members are invited to attend Board meetings.

4.4 CURRENT MEETING SCHEDULE: At the present time the Annual Meeting is scheduled for the third Thursday of February of each succeeding year and Board of Directors meetings are scheduled for the third Thursday of each month.

4.5 ACTION WITHOUT MEETING. Any action required, or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the Board of Directors or committee.

4.6 TELEPHONIC MEETINGS. Members of the Board of Directors, or any committee designated by the President, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

ARTICLE 5: ELECTIONS AND VOTING

5.1 ELIGIBLE VOTERS: All Regular Members and Commercial Members with current dues paid status are eligible to vote at the Annual Meeting on all matters coming before the meeting.

5.2 PROXY: A member entitled to vote may vote by proxy executed in writing by the member or the members duly authorized attorney-in-fact. No proxy shall be valid after eleven [11] months from its date of issue.

5.3 ELECTIONS: Elections to fill vacant Board membership positions shall be held at the Annual Meeting by majority vote of those members present and voting. The Nominating Committee shall be responsible for conducting the annual election of new Board members. This will include the search for potential candidates, preparation of a short biographical sketch about each candidate and the printing, distribution, collection and counting of ballots.

5.4 NOMINATING: The Board of Directors shall establish a Nominating Committee prior to the Annual Meeting. This committee shall accept nominations from the membership as well as from the Board of Directors and shall be responsible for the preparation of ballots and the election process at the Annual Meeting. Nominees receiving the most votes shall be elected to the Board to fill all vacancies existing at the time of the Annual Meeting of the membership.

5.5 QUORUM: Members holding one-tenth [1/10] of the votes which may be cast at any meeting shall constitute a quorum at such meetings. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

5.6 BOARD MEETINGS: A quorum of a simple majority of the Board Members shall be required for the Board of Directors to conduct official DVPA business at any Board meeting. A simple majority vote shall be required for passage of any resolution to come before the Board of Directors.

ARTICLE 6: BOARD OF DIRECTORS AND OFFICERS

6.1 The affairs, business and property of the corporation shall be managed and controlled by its Board of Directors numbering not less than nine (9) nor more than twelve (12) members.

6.2 TERMS OF OFFICE: The term of office for each Board Member is three (3) years. Each year at the Annual Meeting the general membership shall vote for candidates to replace those with terms of office expiring at that time, plus any additional vacant Board Member positions.

6.3 OFFICERS: There shall be a President, Vice President, Secretary and Treasurer who shall be elected from the membership of the Board of Directors. Officers shall be elected to their respective positions by the Board of Directors at an election held during the first Board meeting after the general membership Annual Meeting.

6.4 VACANCIES: In the event that a Board Member resigns, is removed from office, or is unable to serve his or her normal three (3) year term, the President may nominate a temporary Board Member to be voted upon at the next Board meeting. The temporary Board Member shall fill the vacancy until the next regular Annual Meeting and election. The temporary Board Member shall have all of the same voting rights, responsibilities and privileges as all other Board Members.

6.5 SERVICE: New Board Members shall officially become members of the board of directors and expiring term Board Members shall no longer be members of the board of directors commencing with the start of the next Board of Directors meeting after the Annual Meeting and election.

6.6 DUTIES AND AUTHORITY: Each of the Officers and Directors shall have the following duties and authority:

6.6A PRESIDENT: The President shall be elected by the Board and may be removed from office by the Board. The President's term of office is one year. Only duly elected Board members who have had membership on the Board of Directors for at least one year and with at least one year remaining in their term are eligible for election to the office of President. The President shall preside over all meetings of the general membership and all board of directors meetings. The President shall be one of the approved signatories on the DVPA bank accounts. The President must sign all Board approved contracts in the name of and in behalf of DVPA. The President may appoint other Board Members to serve as committee chairmen. The President may nominate temporary board members to fill vacant board positions, subject to verification or rejection by a majority vote of the sitting Board of Directors.

6.6B VICE PRESIDENT: The Vice President shall be elected by the Board and may be removed from office by the Board. The Vice President's term of office is one year. Only duly elected Board Members with at least one year remaining in their term are eligible for election to the office of Vice President. The Vice President shall preside over meetings where the President is unable to attend. Upon death, permanent disability, removal or resignation of the President, the Vice President shall become President in title and in function for the remainder of the unserved term of the former President. The Vice President shall be a signatory of all DVPA bank accounts.

6.6C SECRETARY: The Secretary shall be elected by the Board and may be removed from office by the Board. The Secretary's term of office is one year. Only duly elected Board Members with at least one year remaining in their term are eligible for election to the office of Secretary. The Secretary shall keep a record of all Board meetings and general membership meetings including the Annual Meeting. The Secretary shall timely publish and post minutes of the meetings and maintain a record of the Board members in attendance at each Board meeting. The Secretary shall be responsible for keeping all of the records of DVPA except for fiscal records. The Secretary shall issue all notices required by the Articles of Incorporation and these By-Laws, as may be required by the Board of Directors.

6.6D TREASURER: The Treasurer shall be elected by the Board and may be removed from office by the Board. The Treasurer's term of office is one year. Only duly elected Board Members with at least one year remaining on their term are eligible for election to the office of Treasurer. The Treasurer shall maintain the financial affairs of DVPA. The Treasurer shall be a signatory of all DVPA bank accounts.

6.6E BOARD MEMBERS: Board Members are elected for three year terms of office. Any Board Member that fails to attend three regular Board Meetings during a service year may be removed from office by a majority vote of the Board of Directors. The Board of Directors shall have complete authority and responsibility for the formulation of policies and conduct of the affairs of DVPA within the limits defined herein and the Articles of Incorporation. Board Members may be assigned additional duties and responsibilities by the President as needed.

ARTICLE 7: AVAILABILITY OF BY-LAWS

7.1 Copies of these By-Laws shall be made available to members of DVPA and a copy provided to any member upon request and free of charge. A current updated copy shall be maintained by the Secretary and made available at all Board Meetings.

ARTICLE 8: MEMBERSHIP INFORMATION

8.1 A record of members, dues paid, renewal dates and other necessary member status and information shall be maintained by the Board of Directors or its designated representative. These records are for the exclusive use of DVPA and none of the records or information shall be provided to any outside third party for any purpose, including that of creating a mailing list. DVPA is not prevented from using these records or information for DVPA newsletter or membership renewal mailings or other legitimate DVPA purposes.

ARTICLE 9: COMMITTEES

9.1 CHAIRMEN: Committee Chairmen hold office by appointment of the President who may remove them from office for good cause.

9.2 COMMITTEE MEMBERS: The Committee Chairmen shall appoint committee members as required to assist the Chairmen to execute the duties and responsibilities of their committees.

ARTICLE 10: CONTRACTS AND GIFTS

10.1 All contracts entered into in behalf of the corporation must be authorized or verified by the Board of Directors. No person or organization may contract in behalf of the corporation without specific authorization of the Board of Directors or these By-Laws. The Board of Directors may authorize an officer or officers of DVPA to enter into a specific contract, however such authorization must be by resolution of the Board in writing. Any gift, bequest or devise given to the corporation may be accepted or rejected by the Board of Directors.

ARTICLE 11: PARLIAMENTARY PROCEDURE

11.1 Roberts Rules of Order shall serve as the parliamentary authority for all DVPA meetings.

ARTICLE 12: INDEMNIFICATION

12.1 Indemnification of Officers and Directors: Every person who is, or shall be, or shall have been an Officer or Director of the Organization shall be exempt from liability by the Organization against all costs and expenses reasonably incurred by or imposed upon him/her in connection with prudent conduct of Organization business. It is intended that the Officers and Directors shall have no personal liability with respect to any contract made by them on behalf of the members of the Organization. In every agreement made and action taken by the Officers and Directors in which

they are acting only as agents for the members and the Organization, the Officers and Directors shall have no personal liability there under.

Adopted:

ARIZONA CORPORATION COMMISSION

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