

INTERNATIONAL BIRDDOG ASSOCIATION, Inc.

CONSTITUTION and BY-LAWS

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CONSTITUTION

Article I - Name: The name of this organization is the International Birddog Association, Inc.

Article II - Location: The location and home office is to be at a site designated by the Board of Directors.

Article III - Purpose: The purposes for which this Association is formed are:

- A) To preserve the heritage of the Birddog aircraft.
- B) To foster, promote, and engage in aviation education and safety.
- C) To promote a better understanding of the Birddog aircraft.
- D) To reunite pilots and support personnel who have been involved with Birddog aircraft.
- E) To provide a source of information pertaining to the acquisition, ownership, operation, preservation, restoration and maintenance of Birddog aircraft.

Article IV- Membership: Eligibility for membership is open to any person of good moral character, subject to the approval of the Board of Directors.

Article V - Officers and Directors:

A) The elected officers of the organization shall be the:

- President
- Vice-President
- Secretary / Treasurer
- Information / Communications Director

B) Additional Directors of the organization shall be elected or appointed as necessary and may include the:

- Editor
- Membership Director
- Webmaster
- Newsletter Director
- Merchandise Director
- Historian
- Recruitment Director
- Directors-at-Large

C) The Board of Directors shall consist of the elected Officers and any of the additional Directors as described in the preceding section B.

Article VI- Meetings: All meetings of the members shall be held at a time and place to be determined by the Board of Directors.

Article VII - Amendments: The Constitution may be repealed, amended, or a new article of the Constitution adopted only at an Annual Membership Meeting, five (5) months or more after submission to the Association and after receiving the required two-thirds vote of the Directors present at that Meeting in person or by proxy.

BY-LAWS

Article I - Membership:

Section I - Classification of Members

- A) A General Member shall be any person who has paid the annual dues of the Association that are in effect at the time of membership application or renewal.
- B) A Life Member shall be any person who has paid the Life Membership dues in effect at the time of application for Life Membership.
- C) An Honorary Member (non-voting) shall be any person nominated by the membership and approved by the Board of Directors as such. An Honorary Membership is a special privilege and there will be no dues charged to anyone who has earned this privilege.
- D) A voting member shall be any member of the Association in good standing who holds a General Membership or a Life Membership.

Section II - Duration of membership

- A) Duration of a General Membership shall be for one year. Honorary Members shall be for a term defined by the Board of Directors. Life Members shall enjoy membership for the life of the member.

Section III - Termination of membership

- A) Membership shall be terminated for non-payment of dues sixty (60) days after the date by which those dues are payable.
- B) Any member deemed undesirable due to acts or deeds that tend to jeopardize or discredit the Association can be expelled from membership at an Annual Membership Meeting or a Directors' Meeting by a vote of three-quarters (75%) of the Directors present in person or by proxy.

Article II - Elections:

- A) Elected Officers and Directors will be elected by the Directors during the regular Annual Membership Meeting by a simple majority of Directors present in person or by proxy, and will hold office until their successors are elected and seated.
- B) Term of office shall be for two years, with elections to be held on alternate years.
- C) A nominating committee shall be appointed by the President and will consist of not fewer than three members in good standing, appointed no later than six months prior to the Annual Membership Meeting. One committee member shall act as Chairman. The committee shall submit its recommendations to the President with those recommendations included in the notice of the Annual Membership Meeting. The Vice-President shall be considered for progression to the office of President. Efforts shall be made to nominate Officers and Directors to reflect the geographical and international make-up of the organization's membership.
- D) Nominations for Officers and Directors may be made from the floor at the Annual Membership Meeting by any member in good standing.
- E) Only those members who have been a voting member in good standing for at least two years shall be eligible for nomination and election as an Officer or Director.

Article III - Duties of Officers and Directors:

Section 1: President

- A) The President shall be the Chief Executive Officer of the Association and the Board of Directors. He may call any special meeting of the Board of Directors and shall have general charge of the business of the Association subject to the advice and consent of the Directors. He shall execute, in the name of the Association, certificates or letters of membership. He shall execute, with the Secretary / Treasurer, all contracts, instruments and checks which have been approved by the Board of Directors.

Section 2: Vice-President

- A) The Vice-President shall be vested with all the powers and duties of the President in case of the President's absence, disability, or inability to perform the duties of his office.
- B) The Vice-President shall also perform such duties connected with operation of the Association as he may undertake at the suggestion of the President.

Section 3: Secretary / Treasurer

- A) The Secretary / Treasurer shall keep the minutes of all proceedings of the Board of Directors' Meetings and the Annual Membership Meetings in the books provided for that purpose. He shall attend to giving and serving notice regarding all meetings of the members, the Board of Directors, and otherwise. He shall keep a record showing all contracts, instruments, and checks for expenditures authorized by the Board of Directors. He shall receive and deposit all funds of the Association in the bank(s) selected by the Board of Directors. He shall account for all receipts, disbursements, and balances on hand. Funds shall be disbursed by the Secretary / Treasurer or his designee only as herein described.
- B) The Secretary / Treasurer may be bonded at the discretion of the Board of Directors.

Section 4: Historian

- A) The Historian shall assemble, file, and maintain any and all available information pertaining to the Birddog aircraft and the International Birddog Association, Inc. As necessary or requested, he shall assist the Secretary / Treasurer in the performance of his duties.

Section 5: Membership Director

- A) He shall keep a membership record showing the names of members. He shall also coordinate all membership recruitment, renewal and initiation as well as coordinating publicity with the Information / Communications Director.

Section 6: Merchandise Director

- A) He shall procure, coordinate, display, advertise, sell, and distribute all official IBDA merchandise. All sales income shall be coordinated with the Secretary/Treasurer.

Section 8: Information / Communications Director

- A) He shall coordinate and respond to all media, public and membership inquiries. He shall also seek positive publicity for the Association. He shall provide for electronic communications to the membership.

Section 9: Newsletter Director

- A) He shall produce the IBDA's official newsletter each month or at intervals as directed by the Board of Directors. To do so, he will procure articles, information, technical data and other pertinent issues for publication to the membership. The Newsletter Director shall edit all material to ensure that it is consistent with the IBDA's objectives, its Constitution and By-Laws, and is in good taste.

Section 10: Webmaster

- A) He shall be responsible for the maintenance and updating of the IBDA's electronic website. The webmaster's responsibility includes the continuing search for technology, methods and necessary outside resources that enhance communications with, and among, our membership.

Section 11: Recruitment Director

- A) He shall, in conjunction with the Membership Director, develop strategies to recruit additional members for the IBDA. Efforts should include targeting military associations, Birddog owners, former pilots and personnel, and others who have an interest in Birddog aircraft.

Section 12: Director-at-Large

- A) He may be appointed by the Board of Directors to fulfill a specific mission that benefits the Association. The Board may place a limited time frame on this appointment or the appointment shall expire upon the completion of the mission.
- B) The Board may appoint as many Directors-at-Large as necessary to pursue the goals of the Association.

Section 13: Board of Directors

- A) The power, business and property of the Association shall be exercised, conducted and controlled by the Board of Directors and is subject to the reporting of, and review of, those actions by the membership at the Annual Membership Meeting.
- B) The Board of Directors shall have the power to appoint Regional Coordinators for regions as defined by the Directors. Those Regional Coordinators may appoint state and local assistants within their regions.
 - 1. A Regional Coordinator's responsibilities and duties are:
 - a. To act as a reference point for local members who have questions or issues regarding the IBDA or Birddogs.
 - b. To serve as a focal point for coordinating local members' attendance at airshows and IBDA activities.
 - c. To coordinate his regional activities with the Board of Directors.

Article V - Meetings:

- A) Notices of the Annual Membership Meeting and the Annual Board of Directors' Meeting shall be in writing to all members ninety (90) days prior to the meeting.
- B) A quorum shall consist of nine (9) voting members
- C) Order of business shall be as follows:
 - 1. Remembrance of the deceased members
 - 2. Introduction of guests
 - 3. Reading of the minutes of the last meeting

4. Treasurer's report
5. Committee reports
6. President's report
7. Old business
8. New business
9. Election of Officers and Directors
10. Other remarks / subjects

Article VI - Dues:

- A) The dues for each class of membership shall be as set by the Board of Directors from time to time and published to the entire membership.
- B) Dues may be waived by the Board of Directors for Honorary members or other special members for reasons of merit, or as approved by the Board.
- C) The dues and any other Association fees or charges are subject to review, revision and adoption by the Board of Directors without revision of this document.

Article VII - Publications

- A) With approval by the Board of Directors, special publications, brochures, fact sheets, etc. may be authorized, distributed and funded from the treasury.

Article VIII - Amendments

- A) These By-Laws may be revised, amended or repealed by a simple majority vote of the members present in person or by proxy at any Annual Membership Meeting.

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