

COAST GUARD AVIATION ASSOCIATION

BYLAWS

ARTICLE I NAME AND LOCATION

The Coast Guard Aviation Association (hereafter referred to as the Association) is a nonprofit corporation incorporated in the state of Alabama under the name of the “Coast Guard Aviation Association – Ancient Order of the Pterodactyl.” The registered office of the Association is in the City of Mobile, Mobile County, State of Alabama. In order of controlling precedence, the Association shall operate under the provisions of Section 501(c)(3) of the United States Internal Revenue Code, under the provisions of Alabama Code 10A-3-1 of Alabama nonprofit corporation law, under the Articles of Incorporation of the Association, and under the Association bylaws. The motto of the Association is “Flying Since the World Was Flat” and the symbol of the Association is a flying pterodactyl.

ARTICLE II PURPOSE

The purpose of the Association will be:

- To foster and encourage interest in and support of Coast Guard aviation.
- To preserve Coast Guard aviation history.
To recognize superior achievement in Coast Guard aviation.
- To mentor future leaders.
- To perpetuate the spirit of camaraderie traditional in Coast Guard aviation.
- To support Coast Guard aviation personnel in times of need.

ARTICLE III MEMBERSHIP

Section 1. REGULAR MEMBERS

Current or former members of the United States Coast Guard, United States Coast Guard Auxiliary, other members or former members of the United States Armed Forces, or other members or former members of foreign military Armed Forces or Coast Guards who have served at Coast Guard aviation units, and whose entire character of service has been honorable. The spouses of members are also eligible for membership.

Section 2. HONORARY MEMBERS

- a. Any person who has made a significant contribution to Coast Guard aviation may be approved for honorary membership by the Board of Directors (hereafter referred to as the Board) at any scheduled business meeting.
- b. Honorary Members may not vote or hold office and shall not be assessed dues.

Section 3. ASSOCIATE MEMBERS

- a. Any person who has expressed an interest in Coast Guard aviation and the goals of the Association may be approved for associate membership by the Board at any scheduled business meeting.
- b. Associate Members may not vote or hold office.

Section 4. CORPORATE MEMBERS

- a. Any business corporation associated with Coast Guard aviation, which has expressed an interest in Coast Guard aviation and the goals of the Association, may be approved for corporate membership by the Board at any scheduled business meeting.
- b. Corporate Members may not vote or hold office.

Section 5. MEMBERSHIP MEETINGS

- a. One (1) regular membership meeting will be held each year as may be determined by the Board, either within or without the State of Alabama,

normally in conjunction with the annual Association convention, hereafter referred to as the Roost.

- b. The purpose of the meeting will be to update membership on the affairs of the Association, vote on proposed changes to bylaws, vote on a slate of Board members, build situational awareness of Coast Guard aviation, learn more about the aviation industry in general, and discuss other matters pertaining to the conduct of the Association.
- c. At the annual meeting, each Association member shall be entitled to one (1) vote on each matter submitted to a vote of the members. An Association member may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney in fact. Proxies must be received by the Executive Secretary no later than seven (7) calendar days before the annual membership meeting.
- d. Decisions of membership will be made by majority vote of those members making up a quorum in person or by proxy. A quorum shall consist of five percent of the regular members at the time of the meeting.
- e. Notice of the meeting will be published on the Association's website and in the Association's newsletter, The Pterogram, at least sixty (60) days before the date of the meeting.

Section 6. MEMBERSHIP RESIGNATIONS

Any Association member may resign from membership in the Association at any time by submitting written notice of resignation to any Board member.

ARTICLE IV BOARD OF DIRECTORS

Section 1. BOARD MEMBERS

- a. The Board of Directors (hereinafter designated “the Board”) shall be elected by membership at the annual meeting. The number of members serving on the Board shall not be less than five (5) and shall not be more than fifteen (15).
- b. The Board shall consist of the Association’s four (4) National Officers of President, Executive Vice President, Executive Secretary, and Treasurer and as determined by the incumbent Board and membership, up to eleven (11) other elected Board members.
- c. At large board members shall consist of two Active Duty qualified officer or enlisted aircrew with a role to advise CGAA on current issues, service needs, and provide key insights on successful CGAA efforts for serving the Aviation workforce.
- d. Board members will be known as Vice Presidents and will fill the following positions:
 - Vice President, Awards
 - Vice President, Roosts
 - Vice President, Chapters and Aviation Unit Liaison
 - Vice President, Communications
 - Vice President, Development
 - Vice President, History
 - Vice President, Membership
 - Vice President, Active Duty (at large)
 - Vice President, Active Duty (at large)
 - Vice President (at large)
 - Vice President (at large)

Ideally, all members of the Board of Directors will have experience in Association leadership positions. Vice presidents may serve as chairs of the associated Committees enumerated in Article VII, Section 2.

- e. The control and management of the affairs of the Association shall be vested in the Board as directed by the provisions of Section 501(c)(3) of the United States Internal Revenue Code, under the provisions of

Alabama Code 10A-3-1 of Alabama nonprofit corporation law, under the Articles of Incorporation of the Association, and under the Association bylaws.

- f. Whenever a Board member has a financial or personal interest in any matter coming before the Board, the affected person shall immediately and fully disclose the nature of the interest and recuse themselves from any discussion, lobbying, or voting on the matter.

Section 2. MEETINGS

- a. The Board shall meet at least annually, either within or without the State of Alabama, at the annual membership meeting and Roost. The President will set the date, time, and location of the meeting.
- b. A quorum shall consist of more than fifty (50) percent of the Board for business transactions to take place and motions to pass.
- c. Decisions of the Board will be made by majority vote and each Board member will be entitled to one (1) vote.
- d. Written notice of the annual meeting will be provided to membership, giving the date, time, and location of the meeting. This notice will normally be at least thirty (30) days before the meeting.
- e. Any one or more Board members may participate in a meeting by means of video conference, teleconference, or similar technology, which allows all persons participating in the meeting to hear each other. Participation through voice communication shall be equivalent to presence in person at the meeting for the purpose of determining if a quorum is present.
- f. The minutes of the previous Board meeting should be approved by the members at the first subsequent meeting. These minutes will become part of the permanent records of the Association.
- g. Working meetings of the Board may be called at the direction of the President or by a majority of Board members then in office, to be held at such time, day, and place as shall be designated by the President. Minutes of these meetings shall be taken and made available to any member upon request.

Section 3. NATIONAL OFFICERS

The National Officers shall consist of the following:

- a. The President shall serve as the Chief Executive Officer of the Association and shall, subject to the control of the Board, have general supervision, direction, and control of the business affairs of the Association. The President shall act under the provisions of Section 501(c)(3) of the United States Internal Revenue Code, under the provisions of Alabama Code 10A-3-1 of Alabama nonprofit corporation law, under the Articles of Incorporation of the Association, and under the Association bylaws. The President shall be an ex-officio member of all standing Committees.
- b. The Executive Vice President shall, in the absence or unavailability of the President, perform the duties of the President, and shall perform other such duties as prescribed by the Board.
- c. The Executive Secretary shall maintain an Association membership roster and keep a book of minutes of the Association, of all meetings of the Board, and of all meetings of membership. The Executive Secretary shall have custody of the seal of the Association and shall affix the same to all instruments requiring it, when authorized by the Board, and attest the same. The seal shall be circular in form, shall contain the name of the Association and the words "ALABAMA" and "CORPORATE SEAL", and may be used by causing it to be impressed, affixed, reproduced, inscribed, or otherwise. The Executive Secretary shall perform other such duties as prescribed by the Board.
- d. The Treasurer shall be responsible for the financial affairs of the Association and render financial reports to the Board with such frequency as may be specified by the Board. The Treasurer shall perform other such accounting, depository, custodial, and disbursement duties as prescribed by the Board.
- e. The Board may appoint such other Project Officers as may be deemed necessary. Such Project Officers shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. LENGTH OF SERVICE

- a. National Officers and Board members shall normally serve for terms of two (2) years. For continuity purposes, the four (4) National Officers should stagger their periods of service so that at a minimum, the

President and Executive Vice President are elected to serve in subsequent years and the Executive Secretary and Treasurer are elected to serve in subsequent years.

- b. When circumstances indicate that a National Officer or Board member should remain for a period longer than two (2) years, the President may recommend an extension to the Board. Membership will vote on the extension at the annual meeting.
- c. Terms of service for National Officers and Board members shall begin immediately upon election and end with the election of their successor or upon their resignation or removal.

Section 5. COMPENSATION

No National Officer or Board member shall receive compensation for services to the Association.

Section 6. REMOVAL AND RESIGNATION

- a. National Officers or Board members may be removed, either with or without cause, by a majority of the Board at any meetings of the Board.
- b. National Officers or Board members may resign at any time.
- c. If a National Officer or Board member resigns, the President may appoint an acting National Officer or Board member to fill the position until the next membership meeting. Membership will then vote on the new National Officer or Board member.

Section 7. SUCCESSION

In the case of a National Officer vacancy, the order of succession shall be President, Executive Vice President, Executive Secretary, and Treasurer.

ARTICLE V

ANCIENT ALBATROSS AND ENLISTED ANCIENT ALBATROSS

- a. The Ancient Albatross of the United States Coast Guard, the earliest designated Coast Guard aviator still on active duty, is an ex-officio member providing counsel and guidance to the Board. As an ex-officio member, the Ancient Albatross may not vote or hold office.
- b. The Enlisted Ancient Albatross of the United States Coast Guard, the earliest designated Coast Guard enlisted aircrew member, is an ex-officio member providing counsel and guidance to the Board. As an ex-officio member, the Enlisted Ancient Albatross may not vote or hold office.

ARTICLE VI

ADVISORY BOARD

- a. There shall be an Advisory Board, appointed annually by the Board, consisting of five (5) to seven (7) members who shall serve in an advisory capacity to the President and the Board and represent the interests of the Association and Coast Guard aviation. The Advisory Board shall consist of Association members who embody the purpose of the Association and who have senior leadership experience in Coast Guard aviation or the aviation industry. Ideal appointees might include former National Officers of the Association, past holders of the Ancient Albatross or Enlisted Ancient Albatross designations, retired Coast Guard senior officers, retired Coast Guard senior enlisted, retired Coast Guard warrant officers, or at-large members working as executives in aviation.
- b. Advisory Board members shall be encouraged to support the work of the President and the Board by volunteering to conduct executive-level engagements or complete appropriate Association projects as requested by the President.
- c. Advisory Board members shall normally be appointed for two (2) years with approximately half of the appointments expiring annually.
- d. When circumstances indicate that an Advisory Board member should remain for a period longer than two (2) years, the President may recommend a one (1) to two (2) year extension to the Board.
- e. No appointed Advisory Board member shall receive compensation for their services to the Association.

ARTICLE VII COMMITTEES

Section 1. COMMITTEES

- a. The Board may, by resolution or resolutions passed by a majority, create one or more standing or ad hoc committees and appoint the Chairpersons of said committees. Standing committees may only be dissolved by membership vote at the annual meeting. Ad hoc committees may be dissolved at any time by the Board.
- b. Each committee shall act in an advisory capacity to the Board with respect to the subject matter for which the committee was created.
- c. The Board, as it deems appropriate, may, through resolution or resolutions duly adopted, prescribe duties, and confer authority upon committees, except as prohibited by law.
- d. No committee shall have the authority of the Board. Committee Chairpersons will report to the President or as determined by the President, to the Executive Vice President.
- e. Committee Chairpersons will normally serve for two (2) years in their position as committee chair, but may serve longer as needed and if willing. Association members in good standing may serve indefinitely on standing or ad hoc committees.

Section 2. STANDING COMMITTEES

- a. History Committee: The Chairperson shall exercise supervision of historical research and archival procedures, develop programs and procedures that perpetuate and recognize Coast Guard aviation history, and maintain a historical record of the Association. If designated, the Association Historian shall maintain an active liaison with Coast Guard historians at Coast Guard Headquarters and Areas.
- b. Awards Committee: The Chairperson shall manage the Association's awards programs, ensuring recognition of superior achievement in aviation.
- c. Communications Committee: The Chairperson shall be responsible for the internal and external communications of the Association, including the Association website and social media platforms. The Association

newsletter editor, known as Ye Ancient Scribe, shall be responsible for publishing the Association's periodic newsletter, The Pterogram.

- d. Development Committee: The Chairperson shall formulate and sustain individual and corporate contributions and support for worthwhile projects and programs that further the purpose of the Association.
- e. Chapters and Aviation Unit Committee: The Chairperson shall be responsible for implementing and supervising a program of pro-active liaison with Coast Guard aviation units through local Association Chapter Coordinators and members. Based on available Association funds and Chairperson recommendations to the Board, the program should include financial support for significant Coast Guard aviation unit events, charitable financial support to Coast Guard aviation personnel in need, and Association member mentoring support to Coast Guard aviation personnel dealing with professional and personal challenges.
- f. Roost Committee: The Chairperson shall be responsible for the Roost agenda, activities, food and lodging through cooperation with local Association members serving as Roost coordinators. The Committee will also liaison with Coast Guard Headquarters, proximate Coast Guard aviation units, and other appropriate and applicable Coast Guard entities.
- g. Membership Committee: The Chairperson of the Membership Committee shall develop and execute a membership growth and retention plan. The committee will work closely with the Chapter Liaison Committee on membership initiatives.

Section 3. AD HOC COMMITTEES

- a. Museums Committee: The Chairperson shall maintain and develop relationships with institutions capable of preserving and exhibiting aircraft and artifacts that preserve and recognize Coast Guard aviation history. Such institutions include, but are not limited to, the National Coast Guard Museum, the National Naval Aviation Museum, and the Smithsonian Air and Space Museum. Committee members should actively seek aircraft and material of historical significance and be proactive in their restoration and display.
- b. Nominating Committee: The Advisory Board shall serve as the ad hoc Nominating Committee to develop the slate of National Officers and

Board members. As necessary, the President may designate a volunteer member of the Advisory Board to serve as Chairperson of the Nominating Committee.

- c. Audit Committee: To assist the Board in oversight of the Association's financial resources, fiscal policies, legal compliance, and financial controls, the President will designate a volunteer CGAA member to serve as the Chairperson of the Audit Committee, whenever the services of an Audit Committee are needed. At least one member of the Advisory Board shall serve as the other member of the ad hoc Audit Committee.

ARTICLE VIII FINANCES

Section 1. MEMBERSHIP

Membership terms, fees, and dues will be set by the Board and shall be payable to the Association.

Section 2. REPORT OF FINANCIAL CONDITION

The financial condition of the Association shall be published annually in The Pterogram and briefed to membership at the annual meeting during the Roost.

Section 3. AUDIT AND INSPECTION

- a. In compliance with IRS requirements, the President shall require that periodic audits be conducted of the Association's fiscal accounts and records.
- b. All accounts and records of the Association may be inspected by any Association member for any proper purpose at any reasonable time.

Section 4. MISCELLANEOUS FINANCE

- a. The Association shall not have or issue shares of stock.
- b. No dividend shall be paid by the Association and no part of the income of the Association shall be distributed to any member of the Board, the Advisory Board, or membership.
- c. No loans shall be made by the corporation to any Board member, Advisory Board member, or Association member, nor shall the Association guarantee the obligations of any Board member, Advisory Board member or Association member.
- d. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by the Treasurer, the President, the Executive Vice President, or the Secretary.
- e. The Board is authorized to make periodic monetary donations from available funds for philanthropic purposes, to support aircrews in need, to support activities that advance the purpose of the Association.

ARTICLE IX

ANNUAL CONVENTION: THE ROOST

Section 1. ROOST LOGISTICS

- a. There shall be an annual Roost, which may be in the form of a regular or special membership meeting. The Roost should be conducted in person, but may be conducted in a virtual setting. The place and time of the Roost shall be prescribed by the Board.
- b. The purpose of the Roost is to support the purpose of the Association by providing a forum to recognize professional excellence in Coast Guard aviation, promote camaraderie, and build awareness of current Coast Guard aviation issues and the state of the aviation industry.
- c. The location of the Roost will, as far as practical, be rotated annually to different continental geographic locations. to provide maximum opportunity for members in all localities to attend. Locations outside of the continental United States in corresponding geographical areas may also be considered.
- d. Association members at specific sites in pending geographical areas of selection who wish to host the subsequent Roost, or a future Roost, should normally present a proposal to the Roost Committee Chairperson at their earliest convenience.

Section 2. ROOST AWARDS

- a. The Association will host the annual awards banquet and provide a forum for presenting the annual Association awards at the Roost.
- b. The Association will make every effort to fund the travel and attendance of a spouse or guest of all of award winners at the Roost.

ARTICLE X PUBLICATIONS

The Board may authorize the publication of an Association newsletter, The Pterogram, and may authorize the establishment and maintenance of a website and social media platforms. Digital media provide the preferred distribution method for all publications, but paper may be used in unique situations.

ARTICLE XI

INDEMNIFICATION

- a. The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a National Officer, Board member, Advisory Board member, officer, director, or employee of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of the Board by members who are not at that time parties to the proceeding.
- b. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
- c. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
- d. This Article constitutes a contract between the Association and the indemnified, Board members, Advisory Board members, officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified National Officer, Board member, Advisory Board member, officer, director, or

employee under this Article shall apply to such Board member, Advisory Board member, officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XII DISSOLUTION

Upon dissolution of the Association, all liquid assets will be converted to cash and all outstanding obligations satisfied. Any remaining cash and all property, equipment, publications, files, and memorabilia will be presented to the National Coast Guard Museum, the National Naval Aviation Museum, the Smithsonian Air and Space Museum, or to other organizations that advance the purposes of the Association as determined by the Board.

ARTICLE XIII

TERMINATION OF MEMBERSHIP

Membership in the Association shall cease on nonpayment of dues, death, resignation, or for cause, when supported by a majority vote of the Board.

ARTICLE XIV RECORDS

- a. The records of the Association shall be maintained at a place designated by the Board and shall be the master repository of Association records and files.
- b. Each National Officer, member of the Board, and Committee Chairperson shall prepare and maintain such files and records as necessary to keep current a turnover file and standing operating procedures file to provide a corporate memory and smooth continuity of operations.
- c. Any National Officer, member of the Board, or Committee Chairperson, taking significant action affecting the Association, shall provide a copy of pertinent correspondence or memorandum for the record to the Executive Secretary for filing.
- d. The minutes of Board meetings will be filed by the Executive Secretary, after they are approved at the subsequent meeting of the Board.

ARTICLE XV

AMENDMENTS TO THE BYLAWS

These bylaws may be amended at any meeting of the membership called for that purpose. A majority of Association members present must approve the amendment to the bylaws. The Board may also provisionally alter the bylaws, when necessary for the good of the Association, with such changes to be ratified or rejected at the next annual meeting of membership.

ARTICLE XVI

SEVERABILITY OF THE BYLAWS

All provisions of these bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the bylaws shall remain in full effect.

ARTICLE XVII

PRIVACY

It is the policy of the Association that all information, documents, and addresses of Association members provided to the Association are private communications between the member and the Association and will not be intentionally divulged or released without the specific approval of the member or, upon death of the member, of named beneficiaries or a duly appointed personal representative.