



Virginia Helicopter Association

BYLAWS

Name and Organization

The name of the Organization shall be the Virginia Helicopter Association (VHA).

VHA shall be recognized by the state of Virginia as a Non-Stock Corporation.

VHA shall be recognized by the Internal Revenue Service as a “Social Club” as defined in Article 501 Chapter C(7).

The official VHA logo shall be as printed above.

Article 1 - Definitions

The following definitions are to be used in the following articles to establish the bylaws of the VHA. Certain instances of words in these bylaws may be *italicized*, meaning they reference this article:

Meetings - Refer to in-person gatherings of the VHA as described in Article 6

Members - Refer to any Active or Inactive member as described in Article 4, to include Officers and Special Offices

Issue Vote - An issue vote refers to an in-person voting session held at a scheduled meeting of the VHA wherein a simple majority of those present is required in order to pass said vote. Votes may also be collected via proxy if prior arrangements are made by an active member with the board of directors, and said votes can be verified as legitimate. Issue votes shall be held for specific decisions or issues of relevance to the entire club, and examples of issue votes shall be established in these bylaws. Issue votes need not be anonymous, and may simply be passed by a raising of hands or similar informal gestures. Issue votes are overseen by the Board of Directors.

Membership Fee / Dues - Refer to a fee paid at the time of joining, and then annually by each active member in order to retain active member status as described in Article 10

In-person - Refers to an individual who is physically present, or is present via a voice or video call on a digital device

By-proxy - Refers to votes, statements, or other communication received from a club member via email, call, text, or other verifiable communication source

Article 2 - Purpose

The Virginia Helicopter Association Organization shall exist to fulfill 3 main goals:

1. Promote helicopter safety and education
2. Unify Helicopter Pilots to solve problems faced as a group, and provide a common voice for all members
3. Promote camaraderie amongst VHA members in order to facilitate better relationships amongst the helicopter industry

Article 3 - Affiliation

The VHA shall be affiliated with the Vertical Association International (VAI), and shall promote the Goals and Objectives, where practical, of VAI. As a result, the VHA and its members shall partner with VAI where practicable for events, speakers, training, and any other way deemed beneficial by the Officers and membership of the VHA.

The VHA shall be affiliated with the Waltrip Williamsburg Executive Airport, as its home location.

The VHA shall be affiliated with the Williamsburg Aviation Scholarship Program, and provide resources, including monetary contributions, as deemed appropriate by the Officers and membership of the VHA.

Other affiliations with partner organizations may be established at the discretion of the Board of Directors of the VHA.

Article 4 - Membership

Membership in the VHA shall consist of both ACTIVE MEMBERS, as well as INACTIVE MEMBERS.

ACTIVE Members are members in good standing with the VHA, who are eligible for VHA Officer positions and attendance at VHA Members-only events. In order to be considered active, members must pay their membership dues annually, as well as be involved in VHA events, *meetings*, or communications throughout the year. Dues will be paid at or before the first meeting of the year, and any member who has not paid at this time will be listed as inactive.

Members can pay these dues late with no penalty, however, but the rate shall not be prorated, and the whole membership fee must be paid for the entire calendar year, even if paid late.

INACTIVE Members are those who wish to become inactive, those who do not pay dues in a timely manner, or those who are determined inactive by a majority vote of the Board of Directors. Inactive members do not hold any of the privileges of active members, but may be readmitted to active status at any time as long as membership dues have been paid. Inactive members need-not pay dues unless they wish to return to active status. After a period of 3 years inactive, with no communication to otherwise remain inactive, inactive members shall be purged from the membership roster.

A new member of the VHA may be admitted to the organization at a *meeting* of the VHA after making proper application, paying the *membership fee*, and receiving no objections from the current membership. Successful admittance to the group shall immediately grant the new member all privileges of an ACTIVE member, and they shall be listed as such.

All active members are allowed the privilege of objecting to a prospective member if they feel the admittance of such a member would negatively impact the VHA. This objection may not be in any way based upon the prospective member's age, gender, race, color, religion or national origin. Such an objection must be raised at the *meeting* where the prospective member makes application to join. In the event of such an objection, the prospective member shall not be granted the privileges of an active member until an *issue vote* affirms the joining of the prospective member. Prospective members who do not receive the requisite votes to join must wait 12 calendar months before submitting an application to join again.

If a member should act in such a way to inhibit the Virginia Helicopter Association, they may be involuntarily removed from the VHA with no refund of Membership Fees. Any VHA member may have their membership involuntarily terminated in one of two ways:

1. A unanimous decision of the Board of Directors to remove the member from the VHA.
2. One Board Member may call a vote of the active members of the VHA to remove a given member. Removal of that member requires $\frac{2}{3}$ of the Active Members to vote in favor of removal.

Any individual involuntarily removed from the VHA in either of these ways is not eligible for VHA membership for a period of two years.

The VHA membership may vote to grant certain special individuals Lifetime Honorary Membership to the VHA, if it is deemed that such an individual has provided such a service to the VHA that requiring said member to pay dues is no longer required. Lifetime Honorary members may be active or inactive at their discretion, but need not pay dues. This vote requires a unanimous decision of Active Members either in person, or via proxy.

One may also become a Lifetime Member by paying the fee noted in Article 10 associated with Lifetime Membership.

Members shall keep the VHA Secretary informed of their current phone number and email address. The Secretary shall also retain a list of Charter (Founding) Members of the VHA, and any members who passed away while an Active Member of the VHA.

Article 5 - Use of Equipment and Facilities

Any and all equipment, facilities, or training aids that become in possession of VHA shall be used and managed as prescribed by these By-laws as amended by future articles.

Article 6 - Meetings

Meetings of the VHA shall take place at least quarterly each year, at times and places determined by the Board of Directors. Each meeting shall include reports of the state of the club from the Officers of the VHA.

At least one meeting per year shall take place at the Williamsburg Waltrip airport, should the airport remain amenable to allowing the VHA to meet there.

Content, time, and location of meetings shall be decided on by the Officers of the VHA and announced no later than 14 days before the scheduled time of said meeting.

General meetings may be attended by any individual, whether they are a member of the VHA or not. However, the Board of Directors may specify certain meetings or events as 'Member-Only' meetings for the purpose of limiting attendance only to active members of the VHA.

'Member-Only' designation of a meeting must be announced at least 14 days in advance of said meeting.

Where practicable, the Board of Directors may provide a means for digitally attending meetings for members via voice or video call. Any member attending a meeting digitally retains the same voting rights as any physically present individual at the meeting.

The Board of Directors may establish special meetings in addition to the regularly scheduled meetings for the purposes of special events such as trips, fly-ins, guest speakers, or any other activity deemed appropriately related to the VHA by the Board of Directors.

The Board of Directors may also cancel previously-scheduled meetings via a majority vote if exigent circumstances exist that would preclude meeting.

Article 7 - Board of Directors / Officer Positions

The Board of Directors of the VHA are the principal people tasked with the leadership and operations of the VHA. The Board of Directors shall be made up of five active members, and these five members will be able to vote on executive actions of the VHA as its leadership. The exact powers of the Board of Directors are laid out in the other articles of these Bylaws.

Traditionally, the five Board Members shall be the five Officers, whose positions are outlined in this article.

The five officer positions of the VHA are the President, Vice President, Treasurer, Membership Chair, and Secretary.

PRESIDENT: The President of the VHA shall be the Chief Executive Officer of the VHA, and serves as the chairman of the Board of Directors. The President is responsible for arranging meetings of the board of directors and delegate tasks to the other officers of the VHA. The president shall sign and execute all contracts and agreements in the name of the VHA, and is ultimately responsible for the general supervision and management of all affairs of the VHA. The President must have been an active member of the VHA for not less than 1 year before being voted President.

VICE PRESIDENT: The Vice President shall perform all duties of the President in the absence or disability of the President. The Vice President may operate as an agent of the president if directed, for the purpose of executing agreements on behalf of the VHA. In the event that the office of the President is vacated, the Vice President will assume the office of the President until the next Regular Election.

TREASURER: The Treasurer shall manage all VHA financial resources and execute in the name of the VHA all checks and payments as authorized by these bylaws. The Treasurer shall account for all receipts, disbursements, and balances of the VHA's finances. The Treasurer is also responsible for filing tax forms and financial statements as required by local, state, and federal laws. The Treasurer must also provide, at the request of the President, a summary of the current finances of the club. This summary must be presented to the membership at a meeting at least once per year. Finally, the treasurer is responsible for the collection of dues from each active member of the VHA, and shall report to the other officers any member who is delinquent in payment of dues.

MEMBERSHIP CHAIR: The Membership Chair is responsible for retaining records on the membership of the VHA. This includes tracking active, inactive, and prospective members. The Membership Chair shall be the primary contact for prospective members of the club to make an application to join. The Membership Chair must work closely with the Treasurer to establish members that are current with their membership fees. The Membership Chair is also responsible for updating the content of the VHA Website to keep members and the public informed of events, schedules, and the mission of the VHA. The Membership Chair shall be primarily responsible for the 'public image' of the VHA in its public-facing presence in the form of Social Media, the Website, physical postings, and any other form deemed appropriate by the Board of Directors.

SECRETARY: The Secretary is responsible for taking minutes of the proceedings of all meetings. The Secretary is responsible for keeping the book of bylaws and any other records or papers required by local, state, and federal laws. The Secretary is expected to keep a record of each meeting date, location, attendance, and content. These records shall be retained in perpetuity and passed on to the next elected secretary to facilitate a historical record of meetings and events the club has held. The President or Vice President may call upon the secretary to work as a liaison between outside organizations and the VHA, if desired.

An officer may voluntarily vacate their position at any time.

In the event of any vacancy of an Officer position, another Officer shall fill the vacant position in a temporary manner. Deciding which officer will fill the position must be a unanimous decision of the Board of Directors. This officer does not gain voting powers on the Board of Directors for both offices. In this case, one of the Special Offices will be granted a seat on the Board of Directors, as outlined in Article 9, until the vacant officer position is filled. As soon as practical, a special election shall be held to fill any vacant officer positions, as outlined in Article 8. Should the office of the president become vacant, the Vice President will fill the office of the President, and remain as such until the next Regular Election. A Special Election may be held for the position of Vice President.

The Board of Directors shall always try to maintain itself with at least 5 voting members. Should a situation arise where there are fewer than 5 Officers and Special Office-holding-members combined, the Board of Directors shall work promptly to appoint members to Special Offices and/or hold special elections as outlined in Article 8 to regain 5 members on the Board of Directors.

Should an Officer be found to be delinquent of duty, or otherwise unfit for an office in the VHA, it may be necessary to impeach said officer. Impeachment must begin with at least one member of the Board of Directors calling for the impeachment of said Officer. Then, a general vote of the membership will be collected after proper notification for the reasons for the impeachment. Votes may be collected in-person or by proxy, and $\frac{2}{3}$ of the active members must vote to remove the Officer in order for Impeachment to be approved. The President shall preside over the Impeachment process, unless the President is the target of the Impeachment, in which case the Vice President shall oversee the process. Impeached officers are not eligible for VHA Officer positions for a period of 2 years.

Article 8 - Elections

Elections in the VHA shall be divided into two categories, REGULAR ELECTIONS, and SPECIAL ELECTIONS. These procedures shall be used for both the Officer Positions, as well as the Special Offices.

REGULAR ELECTIONS are to take place once per year, at the final meeting of the VHA, and are used to elect Special Offices as well as the Officers. Every office is up for election every year. Members who wish to run for a Special Office or an Officer position, shall announce their intention to run either at a *meeting* or via proxy to the Board of Directors. In order to be placed on the ballot, a member must be listed as active. At regular intervals leading up to the election, the Board of Directors shall keep the membership updated on the candidates for each office. At the election, votes shall be collected from active members present *in person* via secret ballot. Active members who make prior arrangements with the Board of Directors may cast votes by proxy, so long as the legitimacy of said votes can be verified. The President and Vice President shall preside over elections, and are responsible for totalling the votes for each office. The Secretary shall assist when votes are collected for the offices of President and Vice President.

Elections for each position shall be held one-by-one such that a losing candidate for one office may run for subsequent offices. The order of these elections shall be as follows: First the office of the President, then Vice President, Treasurer, Membership Chair, and finally the Secretary.

SPECIAL ELECTIONS are to be held at an in-person meeting after an Officer position becomes vacant between Regular Election cycles. Candidates who wish to run during a special election must announce their intention to run, be active members of the club, and meet the requirements of whatever office shall be filled. Votes are to be cast in the same manner as Regular Elections, but a special election may take place at any meeting during the year.

Should no member volunteer to fill a given position on the Board of Directors, another Officer must fill this position temporarily. The Board of Directors shall then continue to solicit members to fill the position at meetings throughout the year until a candidate is identified and a Special Election may be conducted. If the candidate is the sole candidate, an election need not be conducted, as long as no member of the Board of Directors objects to the appointment.

Should no member wish to fill one of the Special Offices, the position may remain vacant, or be assumed by another Officer or Special Office.

Should any member of the Board of Directors suspect that an election has been compromised in some way, they may recount the votes for said election. This process may also be triggered if

a simple majority of the active members wish to have the election results verified. In this event, the membership shall vote for two members to oversee the new election process.

Article 9 - Special Offices

The Special Offices of the VHA are optional positions in the club that may be held by active members, voted into positions via the procedures laid out in Article 8. Should a Special Office be vacant after annual elections, any active member may be appointed to a special office by a unanimous vote of the Board of Directors. The special offices of the VHA are the Member at Large, Safety and Training Chair, and the Technical Resource Chair.

Members holding special offices may attend Officer meetings, but the Special Offices do not sit on the Board of Directors unless there exists less than five active Officers, for any reason. Should such a situation arise, special office positions will be granted voting rights in ranking order until the Board of Directors consists of five members. The following order is to be followed when granting seats on the Board to the Special Offices: Member at Large, Safety and Training Chair, and finally the Technical Resource Chair. Any references to 'votes of the Officers/Board of Directors' herein these bylaws shall include these Special Office votes in this scenario.

The duties of the Special Offices are as follows:

MEMBER AT LARGE: The member at large is responsible for representing the collective voice of the membership of the VHA and serving as a liaison between the membership and the officers. This office should be held by a dedicated member of the VHA, who is willing to speak the opinions of the club as a whole with the officers. The Member at Large should regularly poll the membership for desired events, speakers, training and meeting content. The Member At Large Shall also serve as the chair of any member committees that may be assigned by the President. Finally, the Member At Large is responsible for the content of a monthly newsletter, as approved by the Board of Directors.

SAFETY AND TRAINING CHAIR: The Safety and Training Chair is responsible for developing the safety related content that will be regularly delivered to members of the VHA. This includes, but shall not be limited to: emails, presentations, and training aids. It is the responsibility of this office to maintain situational awareness on what topics would best serve the club's goal of promoting helicopter safety. The Safety and Training Chair should also assist the Board of

Directors in finding relevant guest speakers to provide more insight on relevant topics. At least once per year, the Safety and Training Chair shall give a briefing to the membership on relevant safety topics, such as accident trends in the helicopter industry. The Safety and Training Chair must be a current, rated US pilot, and, where practical, the holder of this office shall be a Certified Flight Instructor.

TECHNICAL RESOURCE CHAIR: The Technical Resource Chair is responsible for the maintenance and upkeep of the VHA Website, email list, and any other technical property or domain of the VHA. They shall work with the Treasurer to secure funding for these endeavors where necessary, and shall also work closely with the Membership Chair to ensure website content remains up to date.

Article 10 - Finances

The MEMBERSHIP FEE for the VHA shall be set at \$40. This money shall be collected once annually from each member by the Treasurer at the first *meeting* of the year, or via mail. A member may also choose to become a Lifetime Member of the VHA by paying a fee of \$500.

The club may accept good-faith charitable donations from an organization if a majority vote of the Board of Directors deems it appropriate.

All finances of the VHA are to be solely used for the purpose of furthering the goals set forth in Article 2. At no point may any individual receive money from the VHA as a source of income, loan, or compensation for regular membership or Officer duties laid out in these bylaws. The VHA may, however, pay individuals or companies for actual goods or services provided to the club.

All payments must be approved by the Treasurer or the President. It is the responsibility, however, of all officers to ensure that any and all funds dispersed are done explicitly to further the purposes of the VHA stated in Article 2.

The VHA may provide donations to charitable causes less than \$500, if deemed appropriate by a majority vote of the Board of Directors. For donations larger than \$500, the donation must be approved by an *issue vote* before it can proceed.

The VHA shall maintain at least one bank account at a FDIC insured, licensed bank in the United States. At least two Board Members, and no more than four, must always maintain access to this account. Under normal circumstances, these would be at least the Treasurer, the President, and the Vice President. Upon new officer appointments, bank accounting information must be updated promptly to remove old officers and add new ones that will be listed on the account.

At any time, a group of at least three active members may request an audit of the VHA's finances. This would involve the Treasurer and/or President providing all relevant banking statements to show incoming and outgoing finances. This report must be furnished no later than 14 days from the initial request. Any abnormal findings must be reported to the entire membership as soon as practical.

The club shall remain an IRS 501.c.7 organization, and shall file taxes annually as such.

Article 12 - Amendments

Amendments to these bylaws are created via a vote of the Board of Directors with at least 3 Board Members voting in-favor. Once created, these changes must be published for the entire membership to review for a period of not less than 14 days. After the 14 day period, an *issue vote* may be proposed for an in-person meeting where the Amendments will be confirmed or rejected by the membership. This issue vote must be announced at least 14 days in advance of the meeting it is to be conducted at. Confirmed amendments will go into effect immediately.

Article 13 - Dissolution

The VHA may be dissolved by an affirmative vote of $\frac{2}{3}$ of all active members, as well as a unanimous vote of the Board of Directors.

VHA Assets at the time of dissolution shall, after all obligations of the VHA have been paid, be given to a non-profit organization which qualifies as an exempt organization under the provisions of Section 501.c(3) of the Internal Revenue Code.