

# **Bylaws**

of the

## **WORLD AIRLINE HISTORICAL SOCIETY, INC.**

(a 'not for profit corporation', incorporated under the Florida Not for Profit Corporation Act, Chapter 617 of the Florida Statutes)

As Last Amended June 25, 2022

### **SECTION 1 - NAME, OFFICE, ADDRESS, TRADEMARK**

**1.1 Name.** The official name of the corporation is the 'World Airline Historical Society, Inc.' (the 'Corporation'). The Corporation is also registered in Florida to carry on activity under the name 'Airliners International Association' (a 'doing business as' or 'dba' name).

**1.2 Offices and Addresses.** The Corporation shall maintain in the State of Florida a registered office and a registered agent located at the registered office, in accordance with the requirements of Section 617.0501 of the Florida Not for Profit Corporation Act. The Board of Directors of the Corporation may determine from time to time the location of the Corporation's principal place of business and the Corporation's postal, e-mail and website addresses. The Corporation may also have other offices at such places within or without the State of Florida as the Board may from time to time establish.

**1.3. Airliners International Trademark.** The Corporation owns the trademark Airliners International™. The Corporation is the founder and a sponsor of the annual Airliners International™ event. Airliners International serves as the Corporation's annual membership convention and as a show, also open to the public, at which collectors from around the world display, trade and hold educational events involving airline memorabilia and history. The Corporation from time to time may grant a license of this trademark to others for use in connection with the annual Airliners International show and convention under such terms and conditions as the Board of Directors may determine.

### **SECTION 2 - PURPOSES**

**2.1.** The purposes of the Corporation are the preservation of airline collectibles and memorabilia; the preparation and maintenance of the history of the airline industry in our culture; the benefit of the general public; the eventual creation of a museum for these purposes; and any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under the laws of the State of Florida.

**2.2.** The Corporation is organized and operated exclusively for the tax-exempt purposes set forth in Section 501(c)(3) of the Internal Revenue Code, including charitable and educational purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers, or other private persons, except that the Corporation is authorized to make payments and distributions in furtherance of the purposes set forth in Section 2.1 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section

of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **SECTION 3 - MEMBERSHIP**

**3.1. Qualifications for Membership.** Eligibility shall not be limited by number but shall consist of any person who has a desire to see that the goals of the organization are advanced. Members shall be accepted without regard to race, color, sexual orientation or national or ethnic origin.

### **3.2. Membership Meetings.**

**3.2.1. Annual Membership Meetings.** The annual membership meeting of the Corporation shall be held during the annual Airliners International™ show and convention.

**3.2.2. Special Membership Meetings.** Special membership meetings of the Corporation may be called by (a) the Board of Directors; or (b) the President; or (c) members holding at least 20% of the voting power of the Corporation when one or more written demands for the meeting, which describe the purpose for which the meeting is to be held, are signed, dated, and delivered to the President or Secretary of the Corporation.

**3.2.3. Membership Roll.** A membership roll showing the list of members as of the record date, certified by the Secretary of the Corporation, shall be produced at any meeting of members upon the request of any member who has given written notice to the Corporation not less than 10 days prior to the meeting.

### **3.3. Notice of Membership Meetings, and Other Communications from the Corporation to Members.**

**3.3.1. Notice of Membership Meetings.** The Secretary of the Corporation shall cause a notice of each annual membership meeting and each special membership meeting to be given to each member not less than 10 days, nor more than 50 days, before the date of the meeting. Such notice shall state the date, time and place of the meeting and, in the case of a special meeting, also the purpose of the special meeting and by whom the meeting was called. At any special meeting, no business other than that specified in the notice of meeting may be transacted unless all members present at such meeting and entitled to vote give their unanimous consent.

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**3.3.2. Method of Transmitting Notices from the Corporation to Members.** Any notice of a membership meeting or other notice under the Florida Not for Profit Corporation Act, from the Corporation to members, may be communicated in person, by mail or by electronic transmission. Any such notice that is sent by electronic transmission shall be governed by Section 617.0141 of such Act. That section provides, among other things, that any notice transmitted by electronic mail to a member shall be effective when so transmitted if correctly directed to an electronic mail address at which the member has consented to receive notice, and any such consent shall be revocable by the member by written notice to the Corporation.

**3.3.3. Method of Transmitting Other Communications from the Corporation to Members.** All communications from the Corporation to members other than notices referred

to in Section 3.3.2 above may be sent by such method as the Board of Directors, President or Secretary deems reasonable in the circumstances.

**3.4. Voting.** Each member shall be entitled to vote provided that such member is current in their payment of membership dues and any other financial obligations to the Corporation. Every member entitled to vote shall be entitled to one vote at the annual membership meeting and any other membership meeting. All elections of Directors and any other question shall be decided by a majority of the votes cast, provided a quorum is present.

**3.5. Quorum.** The presence, in person or by proxy, of (a) 10% of the members entitled to vote, or (b) 50 members entitled to vote, whichever is less, shall constitute a quorum at all membership meetings.

**3.6. Proxies.** Every member entitled to vote may authorize another person or persons to act for the member by proxy. Every proxy must be signed by the member or their duly authorized attorney-in-fact. A signed proxy may be given to the proxy holder(s) personally, or returned to the corresponding address designated for that purpose either by postal mail, by fax, or by electronic mail containing a scan of the proxy bearing an actual signature or an 'electronic signature' as defined in the Florida Uniform Electronic Transaction Act (Florida Statutes Section 668.50). No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

**3.7. Order of Business.** The order of business at all membership meetings shall be determined by the Board of Directors and published as part of the notice of the meeting.

**3.8. Membership Dues.** Membership dues shall be set annually by a majority vote of the Board of Directors. The Board may establish more than one level of dues for members, in which case members paying a designated higher level of dues will be entitled to additional benefits.

## **SECTION 4 - DIRECTORS**

**4.1. Management of the Corporation.** All powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

**4.2. Number, Qualifications, Election and Term of Directors.**

**4.2.1.** The Board of Directors shall always consist of not less than three Directors. The number of Directors is presently fixed at six and may be changed as provided in these Bylaws.

**4.2.2.** Any member in good standing and current in all financial obligations to the Corporation, and at least 18 years of age, shall be eligible to be a Director.

**4.2.3.** Nominations for a Director position may be made by the existing Board of Directors or any member. Nominations by a member must be submitted to the Secretary of the Corporation not later than a date fixed by the Board or the President, which date shall be between 45 and 90 days prior to each annual membership meeting. Each nomination and each notice of an annual membership meeting shall set forth the nominee(s), including whether each nominee is nominated for the position(s) of Director & President, Director & Secretary, Director & Treasurer, or Director-at-large (non-officer Director).

**4.2.4.** The Directors shall be divided into three classes so that such terms shall be staggered and insofar as practical approximately one-third of the Board shall stand for election each year. Directors shall serve a term of three years duration, calculated from annual meeting to annual meeting; provided, however, that (a) the term of a newly created directorship or a Director filling a vacancy shall be determined per Section 4.4.1 or 4.4.2 respectively; and (b) the term for which a Director is nominated may be shortened to one or two years to the extent necessary to maintain the staggering of terms mentioned in this Section 4.2.4 and in Section 5.1 on officer-Directors. Each Director shall hold office for the term to which they are elected or appointed and until their successor has been elected or appointed and qualified or until their earlier resignation, removal from office, or death.

**4.3. Increase or Decrease in Number of Directors.** The number of Directors may be increased or decreased by a vote of the members or by a vote of a majority of all the Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.

**4.4. Newly Created Directorships and Vacancies.**

**4.4.1. Newly Created Directorships.** Any newly created directorship arising by vote of the Board of Directors or by vote of the members shall be filled by a vote of the membership in the same manner as any Director position is filled at the time of the annual membership meeting. In either event, the new Director shall be elected for the term (not to exceed three years) specified in the creation of the new directorship, taking into account the requirement to maintain three classes of Directors with staggered terms.

**4.4.2. Vacancies.** Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors, even though the remaining Directors constitute less than a quorum. The term of a Director elected or appointed by the Directors to fill a vacancy expires at the next annual membership meeting at which Directors are elected.

**4.5. Removal of Directors.** Any Director may be removed (a) for cause by a majority of all votes of the members or by a majority of all votes of the Directors; or (b) without cause by 75% of all votes of the members or by 75% of all votes of the Directors. The notice of meeting to remove a Director shall identify the specific Director(s) sought to be removed, and a separate vote shall be required for each Director whose removal is sought. If removal is effected at a meeting, any vacancies created shall be filled by the members or Directors eligible to vote for the removal. Any Director removed from their position shall not be eligible to stand for reelection until the next annual membership meeting, and shall turn over to the Board of Directors all records of the Corporation in their possession in accordance with Section 617.0808(1)(g) and (h) of the Florida Not for Profit Corporation Act.

**4.6. Resignation of Directors.** A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

**4.7. Quorum of Directors.** A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business.

**4.8. Action of the Board of Directors.** Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors. Each Director present shall have one vote.

**4.9. Place and Time of Board of Directors' Meetings.** The Board of Directors may hold its meetings at the principal office of the Corporation or at other such places, either within or without the State of Florida, as it may from time to time determine.

**4.10. Regular Annual Meetings of Directors.** A regular annual meeting of the Board of Directors shall be held at the place and during the time of the annual Airliners International show and convention, either before or after the annual membership meeting.

**4.11. Notice of Meetings of the Board of Directors.** Meetings of the Board of Directors may be called by the President or the Secretary or by the written request of two Directors. The notice shall specify the time and place of the meeting and shall be given at least three days prior to the meeting. The notice shall be given personally or by e-mail to the most recent e-mail addresses of the Directors on the records of the Corporation. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the Director's lack of notice.

**4.12. Adjournment of a Board of Directors Meeting.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

**4.13. Chairman at Board of Directors Meetings.** At all meetings of the Board of Directors, the President, or in the President's absence a chairman of the meeting chosen by the Directors present, shall preside.

**4.14. Presence at Meetings.** Any Director may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**4.15. Action by Directors Without a Meeting.** Action required or permitted to be taken at a Board of Directors meeting or committee meeting may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each Director or committee member. A signed consent must be returned either to the Secretary of the Corporation personally or, to the corresponding address designated for that purpose, by postal mail, by fax, or by electronic mail containing a scan of the consent bearing an actual signature or an 'electronic signature' as defined in the Florida Uniform Electronic Transaction Act (Florida Statutes Section 668.50)

**4.16. Executive and Other Committees.** The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from among its members of the Board an executive committee and other named committees of the Board, each consisting of three or more Directors. The Board of Directors may also establish other committees of the Corporation that may include Directors, or non-Directors who are members of the Corporation, or a combination thereof. Each of the foregoing committees shall serve at the pleasure of the Board of Directors.

**4.17. Certain Standards for Directors and Officers.** Each Director shall discharge their duties as a Director in accordance with the general standards for directors set forth in Section 617.0830 of the Florida Not for Profit Corporation Act. In addition, reference is made to the provisions applicable to directors and officers on indemnification and liability, avoidance of conflicts of interest, restrictions on loans from the Corporation, and standards for immunity from civil liability, set forth in Sections 617.0831 through 617.0834 respectively in such Act.

## **SECTION 5 - OFFICERS**

**5.1. Officer Positions.** The Corporation shall have a President, a Secretary and a Treasurer. Each such officer shall stand for election by the entire membership and automatically be a Director on the Board of Directors. Insofar as practical, the Board of Directors and membership shall attempt to have the President, Secretary and Treasurer stand for election in different years from one another. Each shall hold office for the term to which they are elected or appointed and until their successor has been elected or appointed and qualified or until their earlier resignation, removal from office, or death. The Board of Directors may also appoint one or more Vice-Presidents from among its non-officer Directors (also called 'Directors-at-large').

**5.2. President.** The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the members and of the Board of Directors. The President shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

**5.3. Vice-Presidents.** If the Corporation has a Vice-President, then during the absence or disability of the President, the Vice-President (or if there are more than one, the executive vice-president) shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the Board of Directors may prescribe.

**5.4. Treasurer.** The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit such funds in the name of the Corporation in one or more banks or trust companies as the Board of Directors may elect; and shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the President; and shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the President. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director or member of the Corporation upon application at the principal office of the Corporation during ordinary business hours. At the end of each corporate or fiscal year, the Treasurer shall have an audit of the accounts of the Corporation made by a committee appointed by the President, and shall present at the annual membership meeting such audit in writing as well as an annual report setting forth in full the financial condition of the Corporation.

**5.5. Secretary.** The Secretary shall keep the minutes of meetings of the Board of Directors and of the membership; and shall have custody of the seal of the Corporation and the power to affix it to documents and otherwise authenticate documents and records of the Corporation. The Secretary shall attend to the giving and serving of all notices of the Corporation, shall keep records of the Corporation in accordance with Section 617.1601 of the Florida Not for Profit Corporation Act and shall have charge of such other books and papers as the Board of Directors may direct; and shall attend to such correspondence as may be assigned, and perform all the duties incidental to the office. Also, the Secretary

shall keep a membership roll containing the names of all members, arranged alphabetically, and their respective place of residence and mailing address, e-mail address, date they became a member, and whether they are current in their dues and any other financial obligations to the Corporation.

**5.6. Holding of Multiple Office.** With the exception of the office of President, one person may hold two officer positions in the Corporation.

**5.7. Assistant Officers.** The Board of Directors may appoint one or more assistant treasurers and assistant secretaries for such term, and with such duties, as the Board may specify. Such persons do not become Directors by virtue of those assistant positions, and they may be removed with or without cause by the Board of Directors

**5.8. Removal or Resignation of Officers.** Any officer who is also a Director may be removed or resign their officer position in accordance with the same procedures as apply to Directors in Section 4.5.

## **SECTION 6 - CORPORATE SEAL**

The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its incorporation and the word 'SEAL', the words denoting 'CORPORATION NOT FOR PROFIT' and the state of incorporation. The seal may be used by causing it to be impressed or affixed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto.

## **SECTION 7 - CONSTRUCTION**

If there be any conflict between the provisions of the Articles of Incorporation of the Corporation and these Bylaws, or between the Florida Not for Profit Corporation Act and these Bylaws, the provisions of the Articles of Incorporation or such Act, as the case may be, shall govern.

## **SECTION 8 - AMENDMENTS TO BYLAWS**

These Bylaws may be amended, altered or repealed, or new Bylaws may be adopted, by either the Board of Directors or the membership, in each case at a meeting duly called and noticed, upon the favorable vote of a majority of the votes cast at the meeting provided a quorum is present; and provided further that a favorable vote of the membership shall be required to amend, alter or repeal the terms of elections of directors and officers.