

**BYLAWS
OF
GATEWAY AEROSTATIC ASSOCIATION, INC**

ARTICLE I

NAME

The name of the corporation shall be: Gateway Aerostatic Association, Inc. referred to in these Bylaws as the Association.

ARTICLE II

PURPOSES

The purposes for which the association is formed are set forth in its Articles of Incorporation. They can be summarized as follows:

Section 1. To promote public interest and generate enthusiasm in the ancient art of aerostation; to better the communication and fellowship of balloon pilots and enthusiasts; to promote safety in all phases of ballooning activity both commercial and sporting; to establish a rapport with and disseminate accurate information to the non-ballooning community.

Section 2. The Association shall not be operated for profit and no part of any net earnings or assets of the Association shall inure to the benefit of any director, officer or individual.

ARTICLE III

TYPES OF MEMBERS

There shall be three classes of members:

Section 1. Voting members are members who have paid their annual dues and shall have general voting privileges on all matters.

Section 2. Family members are members of a voting member's household who do not wish to receive the newsletter, but are voting members.

Section 3. Honorary members are those members selected for membership because of their outstanding service to the community or the sport of ballooning. Honorary members shall not have voting privileges.

ARTICLE IV

MEMBERSHIP ELIGIBILITY REOUIREMENTS

Section 1. Balloon pilots and enthusiasts may become members of the Association upon the payment of current dues.

Section 2. Honorary members may become members of the Association upon nomination by a unanimous vote of the Directors and ratification by a two-thirds vote of all voting members present at a Meeting of Members called for that purpose.

ARTICLE V

RESPONSIBILITIES OF MEMBERS

Section 1. All members shall strive to promote a spirit of camaraderie and good sportsmanship within the structure of the Association.

Section 2. All members shall abide by the Articles of Incorporation, the Bylaws and the operating rules promulgated by the Association. Failure to conform to standards of responsibility contained therein shall be grounds for expulsion of a member.

Section 3. Members may be expelled from the association for cause by a majority vote of the Directors and ratification by a two-thirds vote of all voting members present at a Meeting of Members called for that purpose.

ARTICLE VI

DUES AND MEMBERSHIP YEAR

Section 1. All dues shall be set by the Board of Directors and ratified by a two-thirds vote of all voting members present at a Meeting of Members called for that purpose.

Section 2. Dues shall be payable in advance on a calendar basis. Dues shall be delinquent if not paid by December 31. Dues of a new member shall be prorated on a semiannual basis.

Section 3. No dues are required of an Honorary Member.

Section 4. A member in good standing is a member who has no outstanding delinquent dues.

ARTICLE VII

MEETINGS OF MEMBERS

Section 1. There shall be an annual meeting in February each year for election of members to the Board of Directors and for receiving the annual reports of officers, directors and committees, and the transaction of other business. Notice of the meeting shall be sent to each member at least ten days before the meeting. All notices shall state the place, date, time and purpose of the meeting.

Section 2. The Directors of the Association shall be elected by voting members

Section 3. Special meetings may be called by the Board of Directors. Upon the written request of ten members, the Board of Directors shall call a special meeting to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the Annual Meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members.

Section 4. There shall be a minimum of six regular meetings of members annually called by the Board of Directors.

Section 5. Fifteen percent (15%) of all the voting members in good standing present in person or by proxy shall constitute a quorum at any duly called and convened membership meeting for all purposes. Except where otherwise directed in these Bylaws, every decision of a majority of such quorum shall be valid as an act of the Association.

Section 6. At every meeting of the members at which a vote by ballot is taken, the polls shall be opened and closed, the proxies and ballots shall be received and taken in charge, and all questions touching the qualifications of votes shall be decided by two judges appointed by the President before the meeting.

Section 7. Each voting member in good standing of the Association shall at every meeting of the Association be entitled to one vote on any matter duly coming before the meeting. Such vote may be cast either in person or by proxy. Except as otherwise provided by these Bylaws, all elections shall be had and all questions decided by a majority of the votes cast whether by voice, show of hands, or ballot.

Section 8. All proxies shall be in writing (including E-mail or FAX) by the voting member giving said proxy. Proxies shall be tendered to the judges of the meeting for inspection. If judges have been appointed in accordance with Section 6 of this Article, the validity of the proxies shall be determined by said judges whose determination shall be binding. If the use of judges has been waived, the president shall determine the validity of the proxies and that decision shall be binding.

ARTICLE VIII

ELECTION OF DIRECTORS

Section 1. The procedure for election of Directors shall be as follows:

- a) The President shall appoint a nominating committee prior to the first of November of each year. Any member of the Association may serve on this committee and the number of those serving is at the discretion of the President, but must number at least three.
- b) The nominating committee shall select voting members in good standing of the Association as nominees for each vacancy on the Board of Directors. The committee shall forward such names to the President no later than December 15. The president shall then forward such names to the Secretary for publication to the membership by December 31.
- c) Any five voting members of the Association may also nominate any voting member by submitting such name in writing signed by the five voting members mailing such nomination to the Secretary by January 15.
- d) The members shall vote by proxy or in person upon these nominees so selected and named at the February Annual Meeting. Directors shall be selected by a majority vote of the ballots. If a tie vote occurs, the members present at the Annual Meeting shall vote in a run-off election.

ARTICLE IX

DIRECTORS

Section 1. The property, affairs, activities and concerns of the Association shall be vested in a Board of Directors, consisting of five directors. The members of the Board shall, upon election, enter upon the performance of their duties at the April Membership Meeting.

Section 2. Directors shall hold office for two-year terms. The first board of Directors elected after these Bylaws are adopted shall consist of five directors who will be all elected at the same election. The three directors with the highest number of votes will serve two-year terms and the other two directors will serve one-year terms. Thereafter, there will be alternately elected two or three directors each year each to serve a two-year term.

Section 3. The Board of Directors may: (1) hold meetings at such times and places as it thinks proper; (2) appoint committees; and (3) carry into execution such measures as it deems proper to promote the objects of the Association and to protect the interest and welfare of the members.

Section 4. Regular meetings of the Board of Directors shall be held at least four times per year at the times and places fixed by the Board. Three Directors shall constitute a quorum. Whenever it

will be necessary to break a tie vote, the President shall have an additional vote for that purpose. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board, on five days' notice.

Section 5. The chairman of any committee shall be appointed by the President.

Section 6. Whenever any vacancy occurs in the Board of Directors for any reason, it shall be filled without undue delay by a majority vote of the members present at a special meeting, which shall be called for that purpose. The person so chosen shall hold office until that term expires.

Section 7. Any one or more of the directors may be removed with or without cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

Section 8. Any voting member may be a member of the Board of Directors.

ARTICLE X

OFFICERS

Section 1. The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and Editor. One of the Board Members shall be a pilot.

Section 2. The members shall elect all officers for a term of one year at the Annual Meeting from among the Directors. Thus, all officers will also be directors, except that the Editor need not be a director.

Section 3. The duties and powers of the officers of the Association shall be as follows:

a) The President shall preside at the meetings of the Association and the Board of Directors, and shall be a member *ex officio*, with right to vote, of all committees except the Nominating Committee. The president shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association.

b) In the case of the absence of the President, the Vice President shall perform the duties of the office of President.

c) The Secretary shall keep the minutes of the members' meetings and Board of Directors; meetings; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; prepare ballots for election of officers; be custodian of the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President.

d) The Treasurer shall have charge and custody of and be responsible for all funds of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit such moneys in the name of the Association in such banks as

shall be selected by the Board of Directors; keep a full and accurate account of the receipts and expenditures of the Association; prepare an annual budget for presentation to the Board of Directors for the first regular meeting of the Board of Directors following the annual meeting of the membership; present financial statements to the Board of Directors when requested by the Board and an annual financial statement at the annual meeting of the members; be responsible for the billing and collection of and from members of all dues; shall keep an up-to-date roster of all members; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President.

The Treasurer shall annually appoint two members of the Association to an audit committee to also include the Treasurer. The appointed members may not be directors of the Association. This committee shall report to the President no later than January 31 with the annual income and expense statement, verify that all receipts and disbursements are reasonable, and verify the beginning and ending bank balances for the year.

e) The Editor shall have charge of preparing and disseminating the monthly news letter to members of the Association; selecting and publishing articles of interest; scheduling advertisements and collecting fees as set forth by the Association; locating and confirming sources of copy; keeping a full and accurate account of receipts and expenditures for publications with monthly remittance to the Treasurer; maintaining the official GAA website, and in general perform all the duties as from time to time may be assigned by the President.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Association shall be from January I through December 31.

ARTICLE XII

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS.

The Association shall indemnify its directors and officers past and present for liability and expenses incurred by them to the extent permitted by law and shall insure them for a reasonable amount against liability and expenses incurred by virtue of their office.

ARTICLE XIII

AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of members present in person or by proxy at any annual or special meeting of the members of the Association. Amendments must be prepared in writing and submitted to the members at least 10 days prior to the meeting at which it will be voted upon.

November 12, 1997

Article X Section 3(d) Amended October 17, 2001

Typographical Errors Corrected – February 10, 2006

Article VI Section 2 Amended February 24, 2006

Article X Section 1 Amended February 24, 2006

Article X Section 3e Amended February 23, 2007