

Proposed Revised Bylaws Pertaining to the NIFA Board of Directors

Recommended by the NIFA Bylaws Committee
February 22, 2012, and supported without dissent by the NIFA Council
on March 1, 2012.

~~Blue-Strikethrough text~~ = deletion of current bylaw text

Red text = new bylaw text

0. **THE NATIONAL INTERCOLLEGIATE FLYING ASSOCIATION (NIFA)**

0.1 NIFA is a Not for Profit Corporation ~~incorporated in the state of Illinois~~ recognized by the U.S. Internal Revenue Service as a 501(c)3 tax exempt organization.

0.2 The purposes of NIFA are to promote, encourage, and foster safety and excellence in collegiate aviation. These purposes shall be fulfilled by developing and advancing aviation education through a wide variety of activities that may include, but are not limited to; conducting Regional and National Safety And Flight Evaluation CONferences (SAFECON) and promoting, encouraging, and fostering communication and cooperation among students, educators, educational institutions, and the aviation industry.

(Formerly 1.3)

0.3 ~~NIFA shall not engage in any business of a kind ordinarily carried on for profit and nothing in these Bylaws shall authorize NIFA to, and NIFA shall not enter into any business for pecuniary profit, and any~~ All monies received by NIFA shall be applied exclusively for the not-for-profit purposes and objectives of NIFA, and no part thereof shall inure to the benefit of a any private individual.

1. **BOARD OF DIRECTORS**

~~1.1 The members of the NIFA Council shall serve as the members of the Board of Directors of NIFA.~~

1.1 **Authority**

~~1.2A. NIFA, acting through the NIFA Council~~ Board of Directors, shall have all powers now or may hereafter be granted by ~~the Illinois General Not For Profit Act~~ applicable state statutes. ~~The NIFA Council shall have and retain full authority to manage the affairs of NIFA, including but not limited to the authority to amend the articles of incorporation, and shall have and retain full authority to direct the activities of NIFA except as otherwise specifically set forth in these Bylaws.~~

B. The NIFA ~~Council~~ Board of Directors shall have and retain full authority to manage the business and legal affairs of NIFA, including but not limited to the authority to amend the articles of incorporation, and shall have and retain full authority to direct the activities of NIFA except as otherwise specifically set forth in these bylaws.

C All official meetings of the NIFA Baord of Directors will be conducted in accordance with the rules the board adopts.

1.32 **Appointment of Board Members** ~~NIFA shall not engage in any business of a kind~~

~~ordinarily carried on for profit and nothing in these Bylaws shall authorize NIFA to, and NIFA shall not enter into any business for pecuniary profit, and any monies received by NIFA shall be applied exclusively for the not for profit purposes and objectives of NIFA, and no part thereof shall inure to the benefit of a private individual~~

- A. The number of Board of Directors shall not exceed the limit established by ~~the~~ applicable state statutes. The term-of-office for each member shall be three (3) years, unless otherwise approved by the Board of Directors. The terms of members of the Board of Directors will be adjusted as necessary to ensure that no more than one-third plus one, of the total board terms are scheduled to end in any one year.
- B. The number of Board of Directors shall not exceed the limit established by applicable state statutes. The term-of-office for each member shall be three (3) years, except when the initial term of a board position is adjusted to ensure that no more than one-third, of the total board terms are scheduled to end in any one year

1.3 Eligibility Requirements for NIFA Board of Directors

- A. Each board member candidate must agree to a three year commitment to the National Intercollegiate Flying Association (NIFA) unless otherwise approved by the Board of Directors.
- B. No individual may serve simultaneously on both the Board of Directors and NIFA Council.
- C. No member of the Board of Directors may receive any financial compensation from NIFA.

1.4 Election of NIFA Board of Directors

- A. Elections can be held at any board of directors meeting with a quorum.
- B. Candidates must be nominated and said nomination seconded by a sitting board member or a majority vote of the NIFA Council, except in the initial formation of the board in which case nominations can be made by any NIFA Council member.

1.5 Responsibilities of a NIFA Board of Directors member.

- A. Must attend at least thirty-three percent (33%) of the board meetings held annually either in person or through electronic conferencing.
- B. Serve on any committee assigned by the board of director's chair.
- C. Must provide a minimum average annual contribution to NIFA as set by the board. The contribution can either be personal or through recruited donations.

1.6 Board of Directors Chair

- A. The board shall elect a chair whose term whose term shall be determined by the board.
- B. Duties of the board chair shall include:
 - (1). Plan and conduct all board meetings.

- (2). Ensure that accurate minutes of all board meetings are maintained and distributed to the NIFA Council and NIFA membership upon request.
- (3). Attend all NIFA Council meetings as a representative of the NIFA Board of Directors.
- (4). Ensure that all required legal filings and fees are submitted as required by federal, state, and local agencies having authority over NIFA.
- (5). Represent NIFA at any requested speaking engagement where appropriate..
- (6). Recommend the salary and compensation package for the Executive Director
- (7). Provide an annual performance appraisal of the Executive Director to the Board of Directors
- (8). In conjunction with the NIFA Executive Director and Council Chair, prepare an annual budget for approval by the Board of Directors.

1.7 Board of Directors Officers

- A. As a minimum, the board shall elect officers as required by applicable state statutes. The term of office for each officer position established shall be set by the board at the time of election pursuant to applicable state statutes.

1.7.8 Removal of NIFA Board of Directors members

- A. Failure to perform the duties assigned, conduct tending to injure the good name of the organization, disturb its well-being, hamper it in its work, misappropriation of organization funds, refusal to annually certify compliance with NIFA's Conflict of Interest policy, intentional violation of NIFA policies Articles of Incorporation or Bylaws, or conviction of a criminal act may result in dismissal from the Board of Directors.
- B. A motion to remove a NIFA Board of Directors member requires a two-thirds majority vote by the remaining members of the board, or
- C. Upon a two-thirds majority vote of the eligible voting members of the NIFA Council.

1.9 NIFA Board of Directors Meetings

- A. The NIFA Board of Directors shall hold at least one board meeting annually.
- B. A quorum shall exist when at least one-half of the board members are present either in person or participating through electronic conferencing, unless prohibited by applicable state statutes.
- C. Passage of any measure before the board shall be based on members present and voting, either in person or through electronic conferencing, unless otherwise specified.