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# NATIONAL INTERCOLLEGIATE FLYING ASSOCIATION BY-LAWS

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

- 0.1 NIFA is a Not for Profit Corporation 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.
- 0.3 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 any private individual.

## 1. BOARD OF DIRECTORS

### 1.1 Authority

- A. NIFA, acting through the NIFA Board of Directors, shall have all powers now or may hereafter be granted by applicable state statutes.
- B. The NIFA 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 Board of Directors will be conducted in accordance with the rules the board adopts.

### 1.2 Appointment of Board Members

- 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.

### 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

**1.8 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.

**2. NIFA COUNCIL**

- 2.1 The NIFA Council is responsible for the administration of the NIFA and provides the continuity in leadership, long range goal formulation, and rule making.
- 2.2 The NIFA Council shall be composed of a regional council representative from each active NIFA region, a student representative, and Council members-at-large, and emeritus council members.
  - a. The total council membership shall be limited to twenty (20).
  - b. Not more than one council member may represent or be employed by any one member institution.

- c. Council members term-of-office (other than the student representative) shall be for three (3) years, and shall be filled on a staggered basis so that no more than one-third of the terms are scheduled to end in any one year.
  - d. Council members terms shall take effect on July 1<sup>st</sup>. Unscheduled vacancies shall be filled by a majority vote of the NIFA Council to take effect at the time of need, but shall be only for the remainder of the term-of-office held by the council member being replaced.
  - e. The council chair must have been a member of the council for at least one (1) year prior to his/her election as chair.
- 2.3 Regional Council Members shall be elected by the member institutions of each region. Each member institution in good standing shall have five (5) votes to cast. Membership of an elected regional representative shall be confirmed by a majority vote of the NIFA Council. If a region fails to elect a Regional Council Member, the NIFA Council may, by a majority vote, appoint an individual to the position on behalf of the region.
- a. The regional council member shall be elected at the regional meet held in the fiscal year during which the current member's term expires.
- 2.4 Regional Council Member responsibilities include the following:
- a. Ensure that a regional SAFECON is conducted in that region each year.
  - b. Ensure that a regional business meeting is conducted in conjunction with the regional SAFECON.
  - c. Attend NIFA Council meetings and perform on assigned committees.
  - d. Ensure that the regional rules committee is selected and the names and addresses of its membership forwarded to the NIFA Executive Director.
  - e. Ensure that only NIFA member schools in good standing compete at their region's SAFECON.
- 2.5 Eligibility requirements for candidates for a NIFA Council Member position are:
- a. Must be a member in good standing of the NIFA.
  - b. Must reside in the region he/she represents or be officially affiliated with a member institution within that region.
  - c. Must have participated in some capacity in at least one national or regional SAFECON.
  - d. May be re-elected if the above conditions are met.
- 2.6 Should a regional council member be absent from two consecutive fall and mid-winter business meetings, the NIFA Council shall, at the second missed meeting, review the known circumstances of that regional council member's attendance and involvement in their region's activities and invite that member to respond in a timely manner. The member's response shall be provided to all council members and the NIFA Council shall vote to remove or retain that member. If the council member is removed, the NIFA Council shall fill that vacated seat pursuant to by-law 2.2 (d).
- 2.7 The Student Representative Council Member shall be elected by a simple majority vote at the annual business meeting by those member institutions in-good-standing in attendance. Each member institution shall have an equal number of votes to cast. The first runner-up will be designated as the student representative council member if the student elected cannot serve.
- 2.8 Eligibility for the Student Representative Council Member is based upon the following:
- a. Must be a member of a member institution's team.
  - b. Must be returning to school for at least one (1) full school year after election.
  - c. Must have competed in at least one (1) national SAFECON.
  - d. May be re-elected for a second year if the above criteria are met.

- 2.9 Council Members-At-Large shall be appointed by the NIFA Council based upon recommendations from Council Members, member institutions, or other aviation organizations.
- 2.10 Council Member-At-Large responsibilities include the following:
  - a. Attend NIFA Council meetings and perform on committees as assigned.
  - b. Represent NIFA as an ambassador in their professional field.
  - c. Perform the duties and responsibilities of an elected NIFA Council Member should the elected council member in their region be unable to perform their duties, or the elected council position in their region become vacant. They shall serve in this capacity until such time as the elected council member is able to resume their duties or a new council member is elected.
- 2.11 Eligibility for a Council Member-At-Large is as follows:
  - a. Must be a NIFA member in good standing.
  - b. Must be a recognized authority in aviation.

### **3. EXECUTIVE DIRECTOR**

- 3.1 An Executive Director of the NIFA shall be elected by a majority vote of the NIFA Council. Compensation for performing the duties of Executive Director and an operating budget for this office shall be approved by the NIFA Council by majority vote.
- 3.2 The primary duties of the Executive Director shall include:
  - a. Maintaining a National Office to which correspondence and telephone inquiries may be directed.
  - b. Maintaining close liaison with groups and individuals who support the NIFA.
  - c. Manage the NIFA website.
  - d. Maintaining a current mailing list of NIFA member schools, industry and government organizations and important individuals associated with NIFA.
  - e. Directing fund raising activities for the NIFA.
  - f. Managing NIFA funds and maintaining financial records.
  - g. Being readily available as a consultant for the NIFA Officers.
  - h. Helping NIFA and Regional Officers arrange for the appearance of dignitaries at the Regional Intercollegiate SAFECONS and at the National Intercollegiate SAFECONS.
  - i. Chair the Executive Committee.
  - j. The executive director may vote on issues before the NIFA Council only in the case of a tie.
- 3.3 In the event no Executive Director is elected, these duties shall revert to the NIFA Executive Committee.

### **4. NIFA OFFICERS AND ADVISOR**

- 4.1 The officers of the NIFA shall be selected prior to the National Intercollegiate SAFECON and shall serve until after the SAFECON has been completed. They shall be matriculated students at the college or university officially selected to sponsor the National Intercollegiate SAFECON. Officers to be selected are:
  - a. President
  - b. Vice President - Conference
  - c. Vice President - Contest
  - d. Secretary
  - e. Treasurer
- 4.2 Duties of the officers are:

- a. The President shall plan, organize, direct and control the National Intercollegiate SAFECON in consultation with the Executive Committee and shall preside at all meetings of the Association.
  - b. The Vice President - Conference shall perform the duties of the President when the latter is unable to do so and be responsible for all events other than competition.
  - c. The Vice President - Contest shall be responsible for all competitive events.
  - d. The Secretary shall keep a record of all NIFA meetings, correspondence and place standings in the National Intercollegiate SAFECON.
  - e. The Treasurer shall be responsible for the funds of the association allocated to the sponsoring school for conducting the SAFECON.
- 4.3 Each officer upon completion of his term shall submit an accurate statement and record of the business transacted and the work done to a file containing the same material from the officers of the previous years. A separate file shall be kept for each office and the file shall be sent to the officers of the coming year when they are completed. All officers must forward their files within 60 days after the National Intercollegiate SAFECON.
- 4.4 The Faculty Advisor of the organization from the school sponsoring the National Intercollegiate SAFECON shall be designated the NIFA Advisor. All major activities of the NIFA Officers must be approved by the NIFA Advisor.

## **5. EXECUTIVE COMMITTEE**

- 5.1 The Executive Committee shall make the major operating decisions and shall establish the short range goals (one year) of the NIFA. The Executive Committee shall consist of:
- a. Executive Director (Chairman)
  - b. Chairman of the NIFA Council
  - c. Two members of the NIFA Council appointed by the NIFA Council Chairman.
  - d. NIFA Advisor
  - e. NIFA President (Vice Chairman)
  - f. NIFA Council Student Representative
- 5.2 Any four (4) members of the Executive Committee shall have the power to call a meeting. Each member must be notified at least ten days prior to the meeting.
- 5.3 Each member shall have one vote. Proxy votes in writing shall be allowed.
- 5.4 Minutes of the Executive Committee meetings shall be distributed by the NIFA President to all members of the NIFA Council and the Executive Committee.
- 5.5 There shall be at least two meetings of the Executive Committee, one of which must be held during the National Intercollegiate SAFECON.

## **6. BOARD OF SENIOR ADVISORS**

- 6.1 There shall be a Board of Senior Advisors. Its membership shall consist of outstanding industry, education and government people whose experience and knowledge will be beneficial to the NIFA. The members shall serve as advisors to the Executive Committee. They shall be elected by the Executive Committee, and there shall not be a set number. They shall act in an advisory capacity only, with no voting power; however, they may submit motions to the Executive Committee.

## **7. MEMBERSHIP**

- 7.1 School Memberships are available to any recognized college or university granting associate, bachelor or graduate degrees.

- 7.2 Club Memberships are available to any recognized college or university club recognized by that institution on campuses eligible for School Memberships.
- 7.3 Institutional Memberships are available to industry or governmental organizations interested in supporting the NIFA.
- 7.4 Student Memberships are available to all members of NIFA School and Club flight teams.
- 7.5 Associate Memberships are available to all persons interested in supporting the NIFA.
- 7.6 Honorary Memberships may be conferred upon outstanding individuals in the field of aviation by a majority vote of the Executive Committee.

## **8. MEMBERSHIP FEES**

- 8.1 School, Club, Student, and Institutional members shall pay an annual fee as set by NIFA Council. This fee is due September 1 of each year.
- 8.2 Associate members shall pay an annual fee as set by the NIFA Council.

## **9. REGIONS**

- 9.1 The NIFA Council shall designate Geographical Regions which cover the United States and Canada.
- 9.2 The NIFA Council may alter regional boundaries by majority vote.
- 9.3 Regional boundaries shall be depicted on a map showing pertinent areas of the United States and Canada. This map shall appear in Appendix 1 of these By-laws. Immediately after altering the regional boundaries, the NIFA Council shall publish revised maps depicting the new boundaries.

## **10. REGIONAL INTERCOLLEGIATE SAFECONS**

- 10.1 Each Region shall conduct one official elimination Regional Intercollegiate SAFECON between September 1 and April 15 of each year. Preferably these SAFECONS shall be held between September 1 and January 1.
- 10.2 Each Region shall, by majority vote, determine which school within that Region shall sponsor the official Regional Intercollegiate SAFECON. That determination should be made at each Regional Intercollegiate SAFECON for the following year's SAFECON.
- 10.3 The Regional Sponsor shall notify the Executive Director as soon as possible of the date and place of the next year's Regional Intercollegiate SAFECON and who to contact for details. This information shall then be published in the NIFA newsletter, CONTACT, and shall serve as official notification of the respective Regional Intercollegiate SAFECONS.
- 10.4 Regional SAFECONS shall be conducted in accordance with the official NIFA Rules, as approved by the NIFA Council, unless by majority vote of the participating teams it is decided to modify those rules. In that case each team shall have equal vote.
- 10.5 A team may compete outside of its Region for practice only by merely obtaining written approval from the host school. A team may compete in another region officially to eventually be a representative of that region at the National SAFECON if all five of the following conditions are met:
  - a. That team's Regional SAFECON is more than 500 nautical miles, direct distance, away
  - b. The other Region's SAFECON is closer than that Region's SAFECON.
  - c. Written approval is obtained from the host school in the other Region.
  - d. A team may compete officially in one Regional SAFECON only.

- e. A team competing outside of its Region shall be counted in the Region in which it competes (as  $M_r$  and  $P_r$ ) for purposes of determining invitations to the National SAFECON.
- 10.6 Permission for a team to compete outside of its region as an exception to
- a. The member schools of the region in which the school would like to compete in approves by a two-thirds majority vote.
  - b. The NIFA Council approves by a two-thirds majority vote.
  - c. A team may compete officially in one Regional SAFECON only.
  - d. A team competing outside of its Region shall be counted in the Region in which it competes (as  $M_r$  and  $P_r$ ) for purposes of determining invitations to the National SAFECON.

## **11. NATIONAL INTERCOLLEGIATE SAFECON**

- 11.1 The National Intercollegiate SAFECON shall be held annually between April 1 and June 1.
- 11.2 The National Intercollegiate SAFECON shall be conducted in accordance with the official NIFA SAFECON Rules as approved by the NIFA Council.
- 11.3 The number of teams allowed to compete in the National Intercollegiate SAFECON shall be determined by the Executive Committee by majority vote with the final number to be specified as soon as possible. This number shall not be less than twenty-five invited teams.
- 11.4 Invitations to the National Intercollegiate SAFECON shall be based on team performance at the Regional Intercollegiate SAFECON. Therefore, each team must compete in the Regional Intercollegiate SAFECON for its region and must be a member of NIFA at the time of the Regional SAFECON to be eligible for invitation the National Intercollegiate SAFECON.
- 11.5 Invitations to NIFA regional members to participate in the National Intercollegiate SAFECON shall be extended in the following order:
- a. The sponsor of the National Intercollegiate SAFECON for that year shall automatically be invited.
  - b. First place winners of each Regional Intercollegiate SAFECON for that year shall be invited.
  - c. Additional invitations shall be extended to second, third, and fourth place Regional winners on the basis of total teams authorized to participate in the National Intercollegiate SAFECON by the Executive Committee. These invitations shall be allotted according to the following formula

$I_r$  = the total number of invitations to be extended to a particular region in addition to that regional winner's invitation.

$M_r$  = number of NIFA member schools in that region during the previous year.

$P_r$  = number of NIFA member schools from region that competed in the Regional Intercollegiate SAFECON during the previous year.

$M_t$  = total number of member schools in NIFA during the previous year.

$P_t$  = total number of NIFA member schools participated in their Regional



$$I_r = \frac{M_r + P_r}{M_t + P_t} \times I_n$$

Intercollegiate SAFECON during the previous year.

$I_n$  = number of invitations to be extended to the regions in addition to the regional winners.

If  $I_i$  is fractional, the following rules shall apply:

- (1) If the fraction is less than .5, the number of invitations extended to the region shall be the next lower whole number, i.e., 1.46 = 1 invitation.
- (2) If the fraction is .5 or larger, the number of invitations extended to the region shall be the next higher whole number, i.e., 1.56 = 2 invitations.
- (3) In the event rounding causes unassigned invitations, the additional invitation(s) shall be awarded to the region with the highest regional ratio of NIFA members plus NIFA member participation in Regional Intercollegiate SAFECON to the total NIFA membership plus the total number of teams that participated in Regional Intercollegiate SAFECONS during the previous year.

$$\frac{(M_r + P_r)}{(M_t + P_t)}$$

In case of a tie in the regional ratios, the invitation(s) shall be awarded to that region with the highest participation rate ( $P_r/M_r$ ). If a tie occurs with this ratio, the invitations shall be awarded on the basis of chance, e.g., flip of a coin.

- 11.6 If no Regional Intercollegiate SAFECON is conducted in a particular region, the number of that region's invitations shall be determined solely on the basis of the formula in By-law 11.5. (In such cases  $P_r = 0$ ). When this occurs, the Executive Committee shall decide by majority vote which team shall be invited to the National Intercollegiate SAFECON from that region.
- 11.7 The Executive Committee shall determine the number of contestants from each team to be entered in each event.
- 11.8 A complete National Intercollegiate SAFECON shall be a competition in which one round in more than one half the flying events have been completed. One round is defined as a cycle of competition in a particular event in which one contestant from every team entered in the event is allowed to compete. An event shall be considered complete when one round of competition is completed.
- 11.9 If the scheduled flying events are unable to be held, the SAFECON should be decided by ground events alone. A committee of five consisting of the Chief Judge, President of the NIFA, Advisor of the host school, the NIFA Student Representative, the team

advisor from each competing team, and an SAFECON Safety Judge should decide if the SAFECON should be decided by Ground Events.

- 11.10 A Regional "Top Pilot" whose team has failed to qualify for the National SAFECON may compete in that SAFECON as a pilot-at-large. Pilots in this category are eligible to compete in all individual events and are eligible for the Top Pilot Award, but may not accumulate team points. Pilots-at-large must declare their intent to compete within ten days after their Regional SAFECON or 30 days prior to the National SAFECON, whichever is later. This declaration of intent must be written notification to the host school and must include the signature of the pilot and an appropriate school official. At the National SAFECON, a pilot-at-large must have a faculty advisor, although this advisor need not be from the contestant's own school. In this case, a faculty advisor will be assigned to the pilot-at-large by the Executive Committee.
- 11.11 Alternate participants in National SAFECON. In the event a team that has previously been invited cancels out, the NIFA Executive Director would extend the invitation to the next highest ranked school in the region based on the official regional results of that region, filed with the national headquarters office. If that team does not accept the invitation, the process will be repeated until all schools which competed in the regional SAFECON have refused the invitation or there are less than thirty (30) days before the start of SAFECON. Invitations are not transferable to another region.

## **12. AWARDS**

- 12.1 Awards for the national SAFECON will be decided by the NIFA Council based on recommendations from the executive committee. Specific rules and guidelines for these awards will be specified in either the NIFA rules or a set of separate instructions as appropriate.

## **13. ANNUAL MEETING**

- 13.1 An annual meeting shall be called during the National Intercollegiate SAFECON and shall be presided over by the NIFA President. Matters of general interest to the entire organization shall be considered at this meeting.
- 13.2 Each institution possessing School Membership and/or Flying Club Membership shall have five votes to be split as the representatives of that institution see fit. Each shall have only five votes regardless of the number of School or Flying Club Memberships held by that institution.
- 13.3 The Sponsor School for the following National Intercollegiate SAFECON shall be selected at the annual meeting. Those schools willing to sponsor the National Intercollegiate SAFECON shall apply to the Executive Director not less than one hundred and eighty days prior to the Annual Meeting. The Executive Director, in consultation with the NIFA Council shall screen the applicants and forward the names of the three best qualified schools to the NIFA President. At the meeting these schools shall be allowed a maximum of thirty minutes to present arguments favoring their sponsorship. After each school has made a presentation, the issue shall be voted upon. A school receiving a majority of the votes shall be designated the Sponsor for the following year. If no school received a majority, a run-off shall be conducted between the two schools receiving the most votes. The NIFA President shall have one vote for tie breaking purposes.
- 13.4 If no school bids for the National Intercollegiate SAFECON, the NIFA Council shall appoint a Sponsor as soon as possible after the National Intercollegiate SAFECON.

- 13.5 If a Sponsor has been selected but is unable to fulfill the obligations of conducting the National Intercollegiate SAFECON, NIFA Council shall appoint another sponsor as soon as possible. The Executive Director shall coordinate this effort.

#### **14. NIFA FUNDS**

- 14.1 All NIFA funds shall be managed by the Executive Director and shall be disbursed in accordance with policies set forth by the NIFA Council.
- 14.2 All NIFA expenditures must be verified by receipt to obtain reimbursement.
- 14.3 Any person receiving or disbursing NIFA funds shall forward an accurate statement of transactions to the Executive Director as soon as possible after the transaction.
- 14.4 The Executive Director shall be responsible for maintaining the financial records of the NIFA, and these records shall be available to any member of the NIFA or Council at any time.
- 14.5 The Executive Director shall be responsible for filing the proper tax forms with the United States Internal Revenue Service.
- 14.6 All NIFA funds shall be audited annually under direction of the NIFA Council. This audit shall be completed no later than ninety (90) days following the end of the NIFA fiscal year. The executive director shall publish the audit.
- 14.7 The directors, council members, officers, employees, judges, and other volunteers of the NIFA may be entitled to reimbursement for necessary travel expenses when away from the registered offices of the association and on the business of the NIFA. Travel expenses for the council, the executive director and the executive committee shall be included in the headquarters office and executive committee budgets and be approved by the NIFA Council.
- 14.8 The NIFA Council shall adopt annually a budget for the headquarters office for the ensuing year. The executive committee shall annually submit to the NIFA Council a proposed budget which may be considered by, but shall not be binding upon, the NIFA Council.
- 14.9 An independent audit of the executive committee receipts and expenditures shall be made, published, and copies provided to the executive director and NIFA Council within ninety (90) days after the adjournment of the annual business meeting.

#### **15. SAFECON RULE CHANGES**

- 15.1 The NIFA Council may receive and act on rule change proposals from any representative (faculty or student) of a school possessing either a School Membership or a Flying Club Membership, any NIFA Council member or committee, or any NIFA officer. If time permits, the Executive Committee shall notify all member schools/clubs of any proposed rule changes and allow a minimum of thirty (30) days for comment. The original proposed rule change, together with all comments and arguments, shall then be acted upon by the NIFA Council. The NIFA Council shall be largely influenced in its decision by the strength of arguments presented by the membership. The NIFA Council must act on all rule changes prior to the NIFA annual business meeting. The rule year shall be from the annual business meeting to the conclusion of the National Intercollegiate SAFECON of the following year.
- 15.2 The NIFA Council may, on a case-by-case basis and for a single competition, make exceptions to these rules by a majority vote as deemed appropriate by the Council to manage unforeseen contingencies for that competition.
- 15.3 The rules herein contained shall be interpreted and adapted for each SAFECON in the interest of air safety by the chief judge whose decision shall be final in each instance.

## **16. INDEMNIFICATION**

16.1 Each Director, Officer, Council member, judge, agent, volunteer and employee of the NIFA, whether or not then in office, and his heirs, executors, administrators and assigns, shall be indemnified by NIFA against all cost, expenses and judgments reasonably incurred by or imposed upon him or his estate in connection with or resulting from any action, suit, proceeding, claim, or investigation, civil or criminal, to which he or his estate shall or may be made a party or with which he or it shall or may be threatened by reason, directly or indirectly, of his being or having been a Director, officer, Council Member, judge, agent, volunteer or employee of NIFA. Provided however, that no such person shall be indemnified against or reimbursed for any cost, expense or judgment incurred by or imposed upon him or his estate in connection with or resulting from any claim or liability arising out of or resulting from his own willful misconduct or bad faith. Each Director, Officer, Council member, judge, agent, volunteer and employee of the NIFA shall also be indemnified against any cost, expenses or payments reasonably incurred by or imposed upon him or his estate by reason of his being or having been a Director, Officer, Council member, judge, agent, volunteer or employee of NIFA in connection with or resulting from the settlement of any such action, suit, proceeding, claim or investigation, in which such director, Officer, Council member, judge, agent, volunteer or employee of the NIFA did not engage in any acts of willful misconduct or bad faith. The cost, expenses and payments against which any such Director, Officer, Council member, judge, agent, volunteer, or employee, shall be so indemnified shall be those actually paid by or for him or his estate or for which liability is actually incurred by him or his estate, irrespective of whether such costs or expenses are taxable costs as defined or allowed by statute or rule of Court. A Director, Officer, Council member, judge, agent, volunteer, or employee, shall not be deemed to have been guilty of willful misconduct or lacking in good faith in the performance of his duty as a Director, Officer, Council member, judge, agent, volunteer or employee, as to any matter wherein he relied upon the opinion or advice of legal counsel or wherein he relied upon false information furnished him by an Officer, Director, Council member, judge, agent, volunteer, employee or member of NIFA, and which he reasonably accepted in good faith from such persons. Said rights of indemnification shall be in addition to any other rights with respect to any such costs and expenses to which such Director, Officer, Council member, judge, agent, volunteer or employee may otherwise be entitled against the NIFA or any other persons.

## **17. DISSOLUTION**

17.1 Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, transfer or convey all of the assets of the corporation to one or more not-for-profit organizations engaged in activities substantially similar to those of NIFA. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the same time qualify as tax exempt organization or organizations under Section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as said Court shall deem or shall otherwise be disposed of by said court exclusively for such purpose as said Court shall deem.

## **18. AMENDMENTS**

- 18.1 Proposed amendments to these by-laws must be submitted in writing to the Executive Committee at least sixty days prior to the annual meeting. It shall be the duty of the Executive Committee to disseminate copies of any proposed amendments to the paid member schools at least thirty day prior to the annual business meeting.
- 18.2 Amendments to these by-laws shall be made in the following manner: Each school holding a valid School or Flying Club Membership shall have five votes. Those schools not in attendance may issue proxy votes provided a written authorization of the proxy is filed with the NIFA Executive Director by the member school issuing the proxy prior to the annual business meeting. If by two thirds majority vote of the members it is decided to amend the by-laws, the proposed amendment shall be forwarded to the NIFA Council. If the NIFA Council concurs by majority vote, the amendment shall be enacted.

## By-Law Changes

<u>By-Law</u>	<u>Effective Date</u>	<u>Page</u>	<u>Council Minutes</u>
0	07-01-97	1	05-02-97
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0.1	07-01-12	1	05-19-12
0.2	07-01-97	1	05-02-97
0.2	07-01-12	1	05-19-12
0.3	07-01-12	1	05-19-12
1.0	07-01-12	1	05-19-12
1.1	07-01-12	1	05-19-12
1.2	07-01-12	1	05-19-12
1.3	07-01-12	1	05-19-12
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1.5	07-01-12	1	05-19-12
1.6	07-01-12	2	05-19-12
1.7	07-01-12	2	05-19-12
1.8	07-01-12	2	05-19-12
1.9	07-01-12	2	05-19-12
2.2.	05-04-96	2	05-03-96
2.2	05-20-01	2	05-18-01
2.2.a	05-20-01	2	05-18-01
2.2.c.	04-17-88	3	04-10-88
2.2.c.	05-04-96	3	05-03-96
2.2.c	05-20-01	3	05-18-01
2.2.c	07-01-09	3	05-22-09
2.2.d.	04-17-88	3	04-10-88
2.2.d.	05-10-98	3	05-08-98
2.3.a.	05-10-98	3	05-08-98
2.6	05-02-04	3	04/30/04
2.4.e.	05-20-01	3	05-18-01
2.7.d	05-20-01	3	05-18-01
2.9.c.	05-20-01	4	05-18-01
3.1.	05-22-03	4	05-20-03
3.2.c.	07-01-09	4	05-22-09
3.2.i.	05-04-96	4	05-03-96
4.1.	05-22-03	4	05-20-03
7.6	04-17-88	6	04-10-88
10.6.	05-21-01	7	05-18-01
11.1	07-01-02	7	05-18-02
11.9	04-17-88	8	04-17-88
11.10	04-17-88	9	04-17-88
11.11	04-17-88	9	04-17-88
11.11.	05-22-03	9	05-20-03
11.12	04-17-88	9	04-17-88
11.13	04-17-88	9	04-17-88
12.1	05-10-98	9	05-08-98
13.3	07-01-02	9	05-18-02

14.6.	05-22-03	10	05-20-03
14.9.	05-22-03	10	05-20-03
15.1	07-01-06	10	05-12-06
18.2	04-29-90	12	04-23-90