

Proposed By-law Changes

0. THE NATIONAL INTERCOLLEGIATE FLYING ASSOCIATION (NIFA)

- 0.1 NIFA is a Not for Profit Corporation incorporated in the state of Illinois.
- 0.2 The purposes of NIFA are to promote, encourage, and foster safety in aviation. These purposes shall be fulfilled by developing and advancing aviation education, 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 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.

1. BOARD OF DIRECTORS

- 1.1 ~~The members of the NIFA Council shall serve as the members of the Board of Directors of NIFA.~~
- 1.2 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. 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.
- 1.3 ~~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 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.~~

The initial appointment of any individual to the Board of Directors shall be by a majority vote of the NIFA Council and confirmation by a majority of the sitting members of the Board of Directors. Reappointment of Board of Director members shall be by majority vote of the board.
- 1.4 The number of Board of Directors shall be limited to fifteen (15). 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.

2. NIFA COUNCIL

- 2.1 The NIFA Council is responsible for the administration of ~~the~~ **all NIFA sanctioned competitions either through the executive committee in the case of a national SAFECON, or its regional representatives and host schools for regional competitions.** ~~and provides the continuity in leadership, long range goal formulation,~~ **The NIFA Council is solely responsible for all and rule making for the NIFA, and may exercise any other powers directly granted by the bylaws. The NIFA Council shall work with the NIFA Board of Directors to provide continuity in leadership and long range goal formulation for the NIFA.**

3. EXECUTIVE DIRECTOR

- 3.1 An Executive Director of the NIFA shall be elected by a majority vote of the NIFA Council **and confirmed by the Board of Directors**. Compensation for performing the duties of Executive Director and an operating budget for this office shall be approved by the NIFA Council **Board of Directors** 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. **Assist the Board of Directors in 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 **Board of Directors, NIFA Council, and 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.

5. EXECUTIVE COMMITTEE

- 5.1 The Executive Committee shall make the major operating decisions **pertaining to the national SAFECON**. ~~and shall establish the short range goals (one year) of the NIFA.~~

18. AMENDMENTS

- 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 **and the NIFA Board of Directors**. If the NIFA Council concurs by majority vote, **and the Board of Directors does not oppose the amendment on the basis of its impact on the legal status of the corporation or its possible negative impact on the operation of the corporation**, the amendment shall be enacted.

Rationale:

The proposed changes above are necessary for the creation of a separate leadership group for NIFA with the proven experience and expertise to focus on the legal and business side of the organization and must be considered as one change.

Currently, the NIFA Council serves both as the board of directors and that part of our organization which deals with NIFA rules and competitions. The changes will remove the primary responsibility of legal compliance and fundraising from the NIFA Council. The NIFA Council would continue to retain all rule making authority and governance of the primary charitable purpose of our organization, Safety And Flight Evaluation CONferences.

Financial Impact:

The primary purposes of the board of directors will be that of legal compliance, fundraising, and the establishment of a realistic and implementable business plan for the survivability of NIFA for both the near future and long term. The proposed changes listed above were written to be in compliance with specifics and spirit of the Illinois Not for Profit Act which governs NIFA as an Illinois chartered not for profit corporation.