

ISA+21 BYLAWS

ARTICLE I - NAME

The name of this organization is INTERNATIONAL SOCIETY OF WOMEN AIRLINE PILOTS (“Corporation”), also known as “ISA” or “ISA+21.”

ARTICLE II - PURPOSE, POLICY AND DEFINITIONS

Section 1. Purpose.

A. The purpose of the Corporation is stated in its entirety in the Articles of Incorporation.

Section 2. Policy.

A. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

B. Subject to the provisions of the Articles of Incorporation, joint ventures of the Corporation with any duly constituted group for the purpose of promoting the interest of either group may be approved by the Board of Directors (“Board”).

Section 3. Definitions.

A. Hereinafter the words “...these Bylaws...” include both Corporation’s Bylaws and Articles of Incorporation.

B. A “Qualifying Pilot” is a woman who serves as a Flight Crew Member and holds a seniority number at a FAR Part 121 or 129 Air Carrier or ICAO equivalent and possesses an Airline Transport Pilots License or ICAO equivalent.

- C. A “Qualifying Aircraft” is any aircraft that weighs over 40,000 lbs. or 18,000 kilos flown on the certificate of a FAR Part 121 or 129 Air Carrier.
- D. “Left Seat Check-out” means type-rated in the aircraft, and has executed the FAA or equivalent Flight Dispatch release for the flight on a revenue trip, and has flown at least one leg as Pilot-in-Command under the appropriate Federal Air Regulations.
- E. Eligible Members are “*Active, Life or Honorary Members*” who are in good standing with ISA+21.
- F. “In good standing” means current and paid in full dues and assessments of the ISA+21.

ARTICLE III - AFFILIATIONS

Section 1. Subject to the provisions of the Articles of Incorporation and all other governing rules of the Corporation, affiliation of the Corporation with any other organization having similar purposes and aims, in compliance with the regulations of the U.S. Internal Revenue Code, for Section 501(c)(3) organizations, or comparable regulations of another country, is permitted by vote of the Board of Directors if such affiliation will beneficially serve the goals of ISA.

Section 2. Such affiliation does not confer membership in the Corporation and does not obligate the Corporation financially but is for the purpose of promoting women as professional airline pilots and providing common forums for other organizations.

ARTICLE IV - FISCAL AND DUES

Section 1. The revenue of the Corporation shall be derived from annual membership dues, investments, contributions, bequests and such other means as may be approved by the Board of Directors, non of which sources may be inconsistent with the provisions of

Section 501(c)(3) of the U.S. Internal Revenue Code or with its successor statutes or the Articles of Incorporation.

Section 2. The fiscal year shall be January 1 to December 31.

Section 3. Dues and other fees shall be determined by the Board of Directors and are payable to the Corporation at such place as is designated by the Board. Current dues information shall be in the Standing Rules.

ARTICLE V - MEMBERSHIP

Section 1. Membership Requirements.

- A. A qualifying pilot who flies a qualifying aircraft as defined in Article II, Section 3, B and C, shall be eligible for membership in the Corporation in accordance with the rules.
- B. There shall be three classes of membership, namely (i) Active, (ii) Inactive, (iii) Honorary, and (iv) Life, as follows:
 - (i) **ACTIVE MEMBERS.** Active members of the Corporation are members in good standing who in their duties with an Airline Company are required by the relevant governmental authorities to be in possession of a valid pilot's license, and who also have seniority of service as a pilot with their respective airlines. An Active Member shall maintain her membership status if she accepts a position which does not require the possession of a valid pilot's license or when she ceases to be employed by an Airline Company, including when on furlough, retirement, extended sick leave, leave-of-absence, or extended maternity leave. Active members have the right to vote and hold executive office.
 - (ii) **INACTIVE MEMBERS.** An Active Member who allows her dues to lapse becomes "Inactive." Non-payment

within the grace period results in “Expired” Member status. A Member may re-activate her membership by paying dues current.

- (iii) HONORARY MEMBERS. Honorary members shall be persons who by a three-fourths (3/4) majority vote of voting members by written and/or electronic ballot are granted Honorary membership in the Corporation. Any member of the Corporation may nominate any person whose conduct or service in professional aviation in her opinion merits such a grant. Such membership may be rescinded in the same manner as it was conferred. Honorary members shall not be required to pay dues, shall not attend business meetings, and do not have the right to vote or hold executive office. Honorary members need not be pilots.
- (iii) LIFE MEMBERS. The 21 original members of ISA+21, also termed “Charter Members,” are Life members. Additional Life members shall be persons who by a three-fourths (3/4) majority vote of the voting members by written and/or electronic ballot have been granted Life Membership. Life Membership shall be restricted to those who have been of outstanding service to ISA, as determined by the Board of Directors. Life Members shall not be required to pay dues, and they shall have the right to vote and to hold executive office.
- C. Acceptance of a Membership Application shall be determined by the Board of Directors. If accepted, the applicant may become a member upon paying the required dues. Any willful misstatement on an application, misleading information, or withholding of information shall be cause for rejection or expulsion.
- D. Membership renewal is by paying dues annually prior to the end of her previous paid year. If a member does not renew, she shall be denied access to the Members’ section of the ISA website, and her listing will be dropped from the Membership Directory.

Section 2. Termination of Membership.

- A. Membership terminates by voluntary withdrawal, indicated by nonpayment of annual dues. Membership may also terminate by expulsion. In the event of termination of membership, the member concerned shall return all ISA property in her possession to ISA, such as stationary, scrapbooks, etc.
- B. The Board of Directors may expel a member, after notice and due process as provided by the Standing Rules, for cause, for actions incompatible with the objectives of the Corporation, or for noncompliance with other membership requirements. Expulsion requires a majority vote of at least two-thirds (2/3) of the voting members by written and/or electronic ballot.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Management: The Management of the Corporation and its property is vested in the Board of Directors, consisting of nine Officers: (a) the Chairwoman, (b) the Vice Chairwoman, (c) the Secretary, (d) the Treasurer, and (e) five Directors.

Section 2. Terms

- A. A term shall be for two years or until a successor is declared elected or appointed.
- B. Directors may serve consecutive terms.

Section 3. Elections.

- A. The Board of Directors shall be elected by written and/or electronic ballot by Eligible Members, unless the number of candidates running for the office equals the number of positions open, then balloting the membership shall not be required and the candidates shall be considered elected by acclamation.

- B. The Board of Directors shall elect one member of the elected nine to serve in each officer position, and the five remaining members shall serve as Directors.

Section 4. Duties and Assumption of Duties

- A. Duties: Directors shall perform the duties as are prescribed for them in the Articles of Incorporation, these Bylaws, Standing Rules, and in the adopted parliamentary authority, and shall conduct the business of the Corporation.
- B. Assumption of Duties: Directors shall assume their duties on May 15 of the year in which they are elected. All positions shall be reviewed annually by the Board of Directors.

Section 5. Manner of Acting.

- A. The Board of Directors shall meet as often as the business of the Corporation requires. At all meetings, a minimum of five directors (who may be present in person, by telephone, or by electronic communications - computer) shall constitute a quorum for the transaction of business.
- B. An act of majority of such quorum shall be an act of the Board of Directors.

Section 6. Vacancies: In the event of the resignation or incapacity of a member of the Board of Directors, a replacement shall be nominated and elected to fill the incomplete term of office. The remaining members of the Board of Directors shall delegate a member to take over the duties of an officer who resigns or is incapacitated until a replacement is elected. Election procedures will be the same as in regular elections.

Section 7. Removal of Directors: Any Director may be removed by a majority vote of the Board of Directors at any time, but only for cause such as wrongdoing, misconduct, or gross incompetence. Such Director shall be notified in writing and afforded a hearing by the full Board of Directors and an opportunity to respond before any such removal shall become effective. The Director so removed, or any member acting on her

behalf, may petition the Membership for a review and reelection.

ARTICLE VII - MEETINGS

Section 1. Policy. The authority of ISA+21 is vested in the meeting of the members that every Eligible Member has a right to attend. Any questions submitted for decision at a meeting shall be decided by a majority vote of the Eligible Members in attendance. In the event a question of an organizational nature is submitted during a Convention, any member attending may request that such question be resubmitted to the membership at large for a ratifying vote. If such a request be affirmed by the Eligible Members present, the question will be held over for a full vote of the membership.

Section 2. Meetings

- A. Annual Membership meeting. The membership shall meet annually at a time and place approved by the Board of Directors for the purpose of the transaction of such business as may come before the meeting. Official notice of the annual meeting shall be published to all members at least thirty (30) days prior to the meeting.
- B. Regular Meetings. Regular meetings of the Board of Directors shall be held as set forth in the Standing Rules.
- C. Special Meetings. Special meetings of the Board of Directors may be called by the Chairwoman of the Board, or any three other Directors.
- D. Voting. At all meetings, each Eligible Member shall have one vote. Should there be a tie vote; the Chairwoman shall have the deciding vote. More than two-thirds (2/3) of the Eligible Members of the Corporation should be present at meetings to decide the following: dissolution of the Corporation, expulsion from membership, and changes to these Bylaws. Failing the required attendance, those issues will be decided by written and/or electronic ballot.

ARTICLE VIII - COMPENSATION

The Board of Directors may compensate any member who performs a duty for ISA. Personal expenses shall be reimbursed when incurred on ISA business, provided accounts are submitted in accordance with ISA policy.

ARTICLE IX - INDEMNIFICATION

The Corporation shall be indemnify its Directors, officers, employees and agents to the full extent allowed under Nevada law except for intentional misconduct, fraud or malfeasance.

ARTICLE X - MEMBERSHIP DIRECTORY

Section 1. The Membership Directory is compiled from the list of Active dues current members as registered on the official website, currently www.iswap.org . Members are responsible for individually updating their information. The Membership Directory is available through the website.

Section 2. Section 2. The Membership Directory is for the personal use of the members. No director or member shall permit the ISA Directory to be used by a private or public agency that does not formally represent the ISA membership. Private or public sale or distribution of the ISA Membership Directory will be considered grounds for expulsion from the Corporation.

Section 3. The Board of Directors may establish a “Mailing List” of members. Such List may be leased, lent, rented or sold for the benefit of ISA to a selected vendor, charity or other organization. Such a Mailing List may be taken from the Membership *Directory* by permission of the participating members. A member who has not specifically requested exclusion from the Mailing List shall be deemed to have given her approval for inclusion.

ARTICLE XI - CORPORATE RECORDS

All corporate records of ISA may be inspected in accordance with the provisions of Nevada Law.

ARTICLE XII - INSIGNIA AND PROJECTS

Section 1. There shall be an official insignia for ISA determined and adopted by the Board of Directors.

Section 2. No article shall be sold bearing this official insignia without the approval of the Board of Directors.

Section 3. The official ISA pin will be made available to all members through the Secretary or Membership Chair.

ARTICLE XIII - RULES AND PARLIAMENTARY AUTHORITY

Section 1. The order of precedence of the Corporation's governing documents is: Articles of Incorporation, Bylaws, and Standing Rules.

Section 2. The most recent edition of Robert's Rules of Order, Newly Revised, shall govern the conduct of all meetings of the membership and the Board of Directors, in all cases where it is applicable, and in which it is not inconsistent with these Bylaws, other Corporate governing documents, any special rules this Corporation may adopt, and/or Nevada law.

ARTICLE XIV - AMENDMENTS

Section 1. These Bylaws may be amended, altered, repealed or added to as follows:

- A. The Board of Directors may initiate such an amendment by an affirmative vote by a 2/3 majority of the Board. The proposed amendment must then be disseminated to all

Eligible members for balloting by means of newsletter, postal ballot, and/or electronic media.

- B. 20% of the Eligible Members in good standing may petition the Secretary requesting a referendum for alteration. All such petitions must bear a signature and date no earlier than 90 days prior to submission to the Secretary. Upon receipt and verification of such petition, the Secretary will circulate ballots to eligible members within 45 days of this verification, by means of newsletter, postal ballot, and/or electronic media.
- C. The Secretary shall be responsible for the distribution of the ballot to all Eligible Members. The ballot shall contain the amendment to be voted and shall state a reasonable deadline for the return of the ballots. All written ballots must be signed and dated by Eligible Members to be counted. All electronic ballots must be submitted under the email address as published in the Membership Roster. When an amendment ballot is initiated, a 2/3 vote of voting members will be required to ratify the amendment.
- D. All ballots shall be counted by the Board of Directors, under direction and supervision of the Secretary. The Secretary shall be responsible for reporting the results of the balloting to the membership.

Section 2. These Bylaws become effective at the close of the meeting at which they are adopted, unless otherwise specified.

Section 3. Amendments to Article I, Article II Sections 1 and 2, Article VI Section 1, or Article IX, Article XV Section 3, or any part of them, may not be made unless the sections of the Articles of Incorporation to which they refer have been previously amended.

Section 4. Amendments which change terminology shall be reflected automatically throughout these Bylaws for the purpose of maintaining consistency in language and meaning.

Section 5. The Standing Rules may be adopted and altered, amended or repealed and new procedures may be adopted by the Board of Directors at any Regular or Special Meeting by majority vote of the Board with previous notice or by two-thirds (2/3) vote of the Board without notice.

ARTICLE XV - DISSOLUTION

Section 1. The Corporation may be dissolved at any time by a vote of two-thirds (2/3) of all Eligible Members.

Section 2. The Board of Directors shall promptly conduct such a vote as provided by written postal ballot and/or electronic ballot on the request by petition to the Chairwoman of at least twenty percent (20%) of Eligible Members.

Section 3. All debts and liabilities of the Corporation shall be paid in full. None of the assets shall be distributable to the Directors, officers, chairs, members or other private persons. All assets remaining after payment of debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code in accordance with the Articles of Incorporation, Article X.

CERTIFICATION BY SECRETARY

I, _____ being the Secretary of the INTERNATIONAL SOCIETY OF WOMEN AIRLINE PILOTS, hereby certify the above as being a true and correct copy of the Bylaws of said corporation.