

INTERNATIONAL COMANCHE SOCIETY, INC.

(All references to Society or ICS shall mean: The International Comanche Society, Inc.)

***** BYLAWS *****

AMENDED and RESTATED

Members Annual Voting, August 2004

Further Amended in 2005, 2007, 2009, 2011, 2013, and Again in 2016

ARTICLE I - MISSION AND VISION

Section 1. Mission. The International Comanche Society exists to serve its membership by supplying information and know-how to support good maintenance, safety, and affordable flying of Comanche type aircraft. It serves as a knowledge bank and forum for technical and operational issues; and promotes and encourages social activities among its members.

Section 2. Vision. The goal of the International Comanche Society is to become an outstanding type club with maximum coverage of the Comanche population worldwide. Its members will be well served and take pride in their ICS affiliation. ICS will have strong representation with organizations like the FAA, AOPA, and EAA. Interaction and cooperation with other type clubs in pursuit of common goals is encouraged. Each member should be inspired with the feeling that belonging to the ICS is an integral part of owning and flying a Comanche, and that there are abundant benefits.

Section 3. Conduct and Ethics. ICS Members:

- A. Are encouraged to participate in ICS activities and committees.
- B. Should encourage both ICS and non ICS members to associate with ICS.
- C. Shall refuse to knowingly provide or pass on false information.
- D. Shall give thoughtful consideration to the comments of other members.
- E. Shall conduct themselves with proper decorum as emissaries of ICS.

ARTICLE II - MANAGEMENT

Section 1. The Society shall be governed and all its offices, business and property shall be managed between its business meetings by the ICS Board of Directors (Board) subject to the direction of the Society. The Board shall consist of the four current elected officers, the Tribe Representatives of the various Tribes, the Immediate Past President except in years when the current President is elected to a second consecutive term, and the President of the Comanche Flyer Foundation, Inc. as an ex officio member with seat and voice but no vote and whose presence or absence does not affect the determination of the presence of a quorum or the number of votes required for passage of a vote. The newly elected officers of the Society shall take office as of the adjournment date and time of the Annual General Meeting (AGM) that next follows the Annual Voting of Members at which they are elected. All Directors and Officers shall be members in good standing of the Society.

Section 2. The authorized ICS Website shall be the official means of communication to the membership on all voting questions, notices and matters of government pertaining to the operation of the society.

Section 3. The Board shall meet at the call of the President or at the call of any three of its members. The Board may meet electronically, but it shall meet at least once annually by physical presence in addition to the meetings at the annual convention. Written and ICS web page notice of each meeting of the Board shall be given by the Secretary to all members thereof at least 30 days prior to a physical meeting (at least 10 days prior for an electronic meeting), and the Secretary shall record all votes including those taken electronically. A quorum for conducting business at any Board meeting shall be the presence of seven Board members. All significant or financial matters of the Society shall be put to formal Board vote.

Section 4. The members of the Board as such shall not receive any salary for their services.

Section 5. The Board may authorize the hiring of staff responsible to the Board through the President.

Section 6.

A. No officer or member of the Board shall be an employee or agent, directly or indirectly, of an entity conducting the business of manufacturing aircraft sold to the general aviation trade.

B. All members of the Board shall individually disclose to the Board any potential conflict of interest, of themselves and of other Board members, as is reasonably determinable according to rules of the Internal Revenue Service.

Section 7. The Board may establish or abolish committees of members, as required, which committees shall advise and assist the Board in their respective areas of responsibility.

Section 8. No resolution of the Board shall be effective beyond the close of the next following Annual Meeting unless within the body of the resolution is stated: (1) that the resolution will cease to be effective as of a stated date or event certain, or (2) that the resolution is to rescind or modify a stated existing Standing Rule, or (3) that the resolution is to be effective until rescinded or modified by further action of the Board.

Section 9. The Board shall present the annual budget to the Membership for approval. The Board is authorized to expend funds up to the amounts authorized by such an approved budget.

Section 10. Honorary membership is to be recommended by the Board of Directors and granted by a vote of the membership at the Annual Voting of Members.

ARTICLE III - OFFICERS

Section 1. The officers of the Society shall be a President, a Vice President, a Secretary and a Treasurer.

A. The President shall be elected at the Annual Voting of Members for a two-year term or until a successor is elected and shall be eligible for re-election to the same office for two consecutive two-year terms or until a successor is elected.

B. The Vice President, Secretary and Treasurer shall be elected at the Annual Voting of Members for a two-year term or until a successor is elected and shall be eligible for re-election to the same office for two consecutive two-year terms or until a successor is elected.

C. If the office of the President becomes vacant during a year, the Vice President shall become President. When any office other than the President becomes vacant during a year, the Board shall appoint a replacement to fill the same for the unexpired term.

Section 2. The duties of the Officers of the Society shall be:

A. **PRESIDENT:** The President shall preside at all meetings. The President shall execute contracts on behalf of the Society and shall see that all orders and resolutions of the Board are carried into effect. The President shall be an ex officio member of all standing committees with the exception of the nominating committee and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation. The President may appoint a Credentialed Parliamentarian who is not a member of ICS to attend all meetings of the Board and General Membership. The President shall prepare and present the agenda of each meeting of the Board, and of the Society.

B. **VICE PRESIDENT:** The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board shall prescribe.

C. **SECRETARY:** The Secretary shall be present at all meetings of the Board to take accurate minutes and record votes, and shall have charge of all records of the Society. If the Secretary is not present at a meeting, the Board may by majority vote appoint a substitute to take accurate minutes and record votes. Minutes, including voting records, must be published to the members within 90 days of all meetings. The Secretary shall give notice of all meetings and shall be in charge of the membership lists for use in determining voting rights of each member at the Annual Voting of Members and shall have such other duties as may be designated by the Board.

D. **TREASURER:** The Treasurer shall be responsible for the organization, implementation and accuracy of the Society's accounting system. The Treasurer shall be responsible for all receivable/payable accounts, taxes, invoices, vouchers and payroll data. The Treasurer shall establish and implement a check and balance system within the ledger program. The Treasurer shall approve and review on a monthly basis all expenditures, invoices, checks, deposits and other documents pertaining to the financial dealings of the Society. The Treasurer shall confirm and sign all financial statements rendered to the President or Board. The Society's accounting books shall be open at all reasonable and convenient times for inspection by members as requested. Financial statements approved by both the President and Treasurer shall be published to the members at least quarterly.

Section 3. The Board shall require bonding of the Treasurer. Such bond shall be in a sum and be with a surety satisfactory to the Board. Bond acquisition is the responsibility of the Treasurer and the President.

Section 4. In case of death, resignation, retirement, or removal from office of any officer, all books, papers, vouchers, money and other property belonging to the Society and in possession or under control of such officer shall be forwarded to the Board through the President of the Society.

Section 5. The Board may remove any ICS Officer, for cause and by a recorded 60% majority vote, if the Board deems it best for the well being of ICS.

ARTICLE IV - FUNDS

Section 1. The President shall retain appropriate firms as necessary to perform accounting services, and to advise the President, Treasurer, and the Board on all financial matters. The Treasurer, subject to the policies and procedures of the Board, shall authorize the placement and investment of all funds of the Society.

Section 2. Except for a petty cash fund for office use, the amount of which shall be established by the Board, disbursement of funds shall be made by check.

Section 3. The Treasurer's signature alone shall be valid for checks to pay invoices of up to \$5,000.00, or such lesser amount as may be set from time to time by the Board. The Treasurer may also be sole signatory for checks payable to Village Press, or its successors, in payment of monthly invoices billed for contracted services, provided that said payments are approved in writing by at least one other Society Officer.

Section 4. All other checks shall be signed by any two of the following: President, Vice President, Secretary, or Treasurer.

Section 5. No person shall authorize a disbursement of funds for his or her own benefit.

ARTICLE V - REPORTS OF OFFICERS

Section 1. All officers shall submit to the President, ten days prior to the AGM, written reports of business of each office transacted by them. The Treasurer's report shall be in sufficient detail to present a full and accurate accounting of the financial operations and status of the Society.

ARTICLE VI - MEMBERSHIP

Section 1. All persons supporting the mission and vision of the Society shall be eligible for membership. The membership of the Society shall consist of those persons who have been received into membership upon making application therefore and who have paid dues for the current year. Only one person per membership may vote or hold office. Spousal membership is permitted for those married to a member in good standing, and spousal dues shall be 50% of normal US dues.

Section 2. The Board shall review the annual dues of the Society each year and determine the dues required to insure the continued viability of the Society. The Board shall be authorized to adjust the annual dues of the Society as required subject to the following limitation: Any dues increase recommended by the Board in excess of a 5% increase per year shall be submitted to the membership for approval.

Section 3. After each member's initial payment of dues and admission to membership, dues for each subsequent year are payable during the month corresponding to the month in which he or she became a member. Dues become delinquent after the last day of that month. Any member who fails to pay delinquent dues within sixty days after notice shall forfeit his or her membership.

Section 4. The Australian Tribe, with the approval of its membership, may elect to collect and submit ICS and Tribe dues on an annual single date basis.

ARTICLE VII - LIMITATION OF LIABILITY

Section 1. Any "hold harmless" clauses written into ICS Rules of Order, and/or Standing Rules will comply with Kansas law and thus be limited to covering a Director's or Officer's legal expenses from nuisance suits where the defendant is found to be innocent. No workers, contractors, or agents will be held harmless for their actions.

ARTICLE VIII - NOMINATIONS AND VOTING

Section 1. On all questions brought before the Members of the Society, each member in good standing as of the closing date of the membership rolls for that vote shall be entitled to one vote. A member in good standing is a member whose dues are currently paid according to the Pathfinder on the last day immediately preceding the beginning of any voting period.

Section 2. During the Fall Board Meeting the Board shall select a Nominating Committee of three or more persons to nominate candidates for officers to be voted upon at the next Annual Voting of Members. Not more than one member of the Nominating Committee shall be a member of the Board, and the President may not appoint to nor serve on the Nominating Committee. No Board member may nominate more than one person to the Nominating Committee, and no Tribe shall be represented on the committee by more than one Tribe member. The Nominating Committee is to nominate one or more members in good standing for each office, and no member of the Nominating Committee may be nominated by the committee for any of the offices to be filled at the succeeding election.

Section 3. The names and contact information for the Chairperson and members of the Nominating Committee, and a call for nominations, shall be published on the ICS website within 30 days from the appointment of the committee until nominations are closed.

Section 4. In addition to candidates proposed by the Nominating Committee, any member in good standing of the Society shall be a candidate if he or she submits to the Chairperson of the Nominating Committee a letter agreeing to serve if elected and letters from three other members in good standing, not more than one of whom is from the same Tribe as the potential candidate, nominating the potential candidate and attesting to the potential candidate's fitness for the position sought. The Chairperson shall immediately acknowledge each communication received from a member wishing to be a candidate or nominating and attesting to another member's fitness to serve.

Section 5. Nominations for the election of officers and the closing time for placing on the ballot for all questions to be brought before the membership in a Voting of Members shall end no sooner than 2000 ZULU at the address of the Society Secretary 45 days prior to the beginning of the voting period.

Section 6. The voting time for the Annual Voting of Members shall be open for a period of not less than 30 days preceding the date of the Annual General Meeting, as set annually by the Board. The Board, by a majority vote of those present and voting, may call for a Special Vote of Members. Notice to members is required at least 20 days in advance of any Special Voting of Members.

Section 7. Except as provided in Section 9 below, all voting on all questions to be brought before the membership shall be by electronic voting on the ICS website, and shall be open to all members in good standing of the Society. Notice of the nominees for election and all ballot issues shall be prominently and continuously posted in the voting section of ICS website for a period of not less than thirty (30) days preceding the start of the voting period, and shall continue throughout that period.

Section 8. All items not delivered by 2000 ZULU on the respective closing dates (including ballots, letters of candidacy or nomination and attestation, and requests for other items to be included on the ballot) are not valid.

Section 9. Use of other electronic or traditional means to accomplish the intent of this Article is expressly permitted, but only within and after the adoption of guidelines and rules by the Board to govern the usage of such means.

Section 10. The Board shall institute such procedures and policies as are necessary to insure the integrity and effectiveness of the voting process. Votes and their results collected will be sealed and safely archived for at least six months to allow review and recounts by the Election Committee, and a tally kept of all votes deemed not valid. If more than 10% of votes received are deemed not valid, or a total of three Tribe Chiefs or Board members complain of voting irregularities, the Board must address this issue and initiate corrective action immediately. Such corrective action may extend to invalidating the election and to re-voting.

Section 11. For the purpose of the Annual Voting of Members or Special Voting of Members, a quorum shall be that the smaller number of one hundred fifty or one twentieth of the members in good standing at the closing of the membership rolls for that vote are deemed present by having cast valid ballots as determined by the then current elections procedures.

Section 12. Should any Voting of Members to elect ICS officers fail because of voting irregularities or lack of a quorum, a Special Voting to re-vote that ballot shall be held on an emergency basis no later than 90 days after the close of the failed election. All practical means to quickly inform the members shall be employed so that members get at least 20 days written notice of this emergency Special Voting.

ARTICLE IX - MEETING OF MEMBERS

Section 1. The Annual General Meeting of Members shall be held annually at a time and place to be specified by the Board. Written notice of the place, date and hour of the Annual General Meeting shall be given to each member by notice on the ICS Website, not less than 60 days before the meeting.

Section 2. The Board upon 60 days written notice to the members may call special meetings of the Society. The notices of such meetings shall, in addition to the items specified in paragraph 1 above, specify the objectives thereof and no business shall be transacted thereat except as designated in the notice.

Section 3. At all meetings of the Society, those members present and in good standing shall constitute a quorum for the transaction of business.

ARTICLE X - TRIBES

Section 1. FORMATION: Branches of the Society are hereby authorized and may be known as "Tribes." They may be formed at the pleasure and vote of members in various designated areas with the approval of the Board.

Section 2. TRIBE REPRESENTATIVES: Each Tribe shall have a Tribe Representative to serve on the ICS Board of Directors. The Tribe Chief shall serve as the Tribe Representative, unless the Tribe chooses to elect a different Tribe member as Tribe Representative. Such election shall become effective upon written notice of same from the Tribe Secretary to the ICS Secretary.

Section 3. OFFICERS: There shall be a chief officer elected who shall be known as the Tribe Chief. An Assistant Tribe Chief shall also be elected who shall, in the absence of the Tribe Chief, perform the duties and exercise the powers of the Tribe Chief, except for the duties of Tribe Representative, unless so elected. Additional offices may be designated, and those officers elected, by each Tribe. Tribe Officers may be elected to and serve multiple Tribe offices.

Section 4. CONDITION FOR MEMBERSHIP: All voting tribe members shall be members in good standing of the Society.

Section 5. ELECTIONS: The election of each Tribe Chief, other officers of the Tribe, and the Tribe Representative will be conducted annually preceding the ICS AGM. The term of these elected positions shall commence immediately following the ICS AGM and end at the close of the subsequent ICS AGM, or until a successor is elected.

Section 6. PURPOSE: It shall be the responsibility of the Tribe Officers to promote membership and fly-in activities.

Section 7. VACANCIES: Upon any vacancy for any reason of any Tribe Officer position, the remaining term of that office shall be filled by election of the Tribe Council. A vacant Tribe Representative position shall be filled by a Tribe membership election, and such election shall become effective upon written notice of same from the Tribe Secretary to the ICS Secretary.

ARTICLE XI - AMENDMENTS

Section 1. The Board may by a two-thirds majority vote correct spelling, grammar, conflict and other errors in the Bylaws provided that the original intent is preserved.

Section 2. Proposed amendments to these Bylaws may be submitted to the members by the Board or by member initiative in accord with the following methods:

Method One: Any five members, including one Board member, can petition the Board to add initiatives or recalls to the annual ballot for members' voting. Board must act in a timely manner, and report their vote to the membership. If petition is refused, the reasons must be stated. If petition is granted, the ICS "member's only website forum" and the Flyer will be made available to inform members and allow discussion.

Method Two: Any twenty-five members from at least three tribes, including one Board member, can directly have candidates or initiatives or recalls added to the annual ballot upon submission of a written petition to the ICS President. If circumstances warrant, a Special Voting may be called to do this on an emergency basis, but this shall require a total of at least fifty members, from at least four tribes, including at least two Board members, and this voting must occur within 60 days of ICS receipt of the request.

Section 3. These Bylaws may be amended by a 60% vote of the members voting at Annual or Special Voting of Members of the Society.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order the Society may adopt.

END

ATTEST: Scott Meyers, Bylaws Committee Chair.

Committee Members: Hank Spellman & Dave Fitzgerald Date: 03/25/2016

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