

BYLAWS
of the
WINGTIP-TO-WINGTIP
ASSOCIATION

ARTICLE I - NAME

The name of this Corporation shall be The WINGTIP-TO-WINGTIP ASSOCIATION, (hereinafter "The Association"), a Texas Non-Profit Corporation organized with primary offices located in Denton, Texas.

ARTICLE II - MEMBERSHIP

Section 1. Qualifications. The qualifications for membership are laid out in the Articles of Organization, and consist of three Classes of Membership, generally, Class One: WASP and WASP Trainees, Class Two: WASP Family Members, and Class Three: Nominated Individuals accepted for their service and commitment to the purposes of the Association. A membership application form shall be made available on the Association's website and to any person who should so request.

Section 2. Membership by Right. Persons become members through the written acceptance of the purposes of the Association delivered to the Secretary of the Association at the registered address of the Association.

Section 3. Membership by Nomination. Persons become members through Nomination upon written acceptance by the Board of Directors of their nomination by any two members of the Association. The acceptance of the Board of Directors shall be indicated by certification by the President and Secretary, provided notice of the nomination is delivered to all Directors seven days prior to said certification, and no two Directors object to the certification. Once accepted, a nominated member shall be permanently eligible for membership. If rejected for membership, a nominated individual may be re-nominated following a period of six months.

Section 4. Membership Dues. For all members other than Class One shall pay annual dues of \$25 due on June 1 of each year, provided that no one shall be suspended from membership for non-payment of dues, but rather shall be ineligible to vote or receive paid mailings of the Association.

Section 5. Removal from Membership. Should any two Directors believe that the membership of any person is not in the best interests of the purposes of the Association, they may request the President or Vice President to convene a Board Meeting to consider and approve the removal of such member. Once removed, a member must be readmitted in accordance with the procedures for Membership by Nomination.

ARTICLE III - GENERAL MEETINGS

Section 1. When Held. Regular meetings of the Association shall be held at each publicly advertised event attended by more than 10% of the members of the Association, or at such time as scheduled by the Board of Directors.

Section 2. Notice of Meetings. The notice for any meeting need not be delivered to each member of the Association, provided that reasonable notice shall be provided by electronic means, telephone calls, through email, newsletter notice, or posting on the Association website at least 30 days prior to such meeting.

It shall be the responsibility of Members to notify the Secretary of any change in mailing address. Absent such notice of change of address, official notices will be sent to the Members' last known address.

Section 3. Quorum. Ten percent (10%) of the Members shall constitute a quorum for any Corporate meeting. Written proxies may be used for all meetings and shall be counted in the determination of a quorum.

Section 4. Rules of Order.

1. **Rules.** Corporate meetings shall be conducted in accordance with the latest edition of "Robert's Rules of Order Revised" if requested by any Board member.

2. **Electronic Communications.** To the greatest extent possible, the Association shall conduct its meetings and management affairs to enable participation by all members or Directors by electronic means, including internet communications facilities, telephone, or video conferencing.

3. **Presiding Officer.** The President or Vice President shall preside at all Corporate meetings.

4. **Proxy Voting and Absentee Ballots.** Written proxies may be used for all issues. Absentee ballots may be used in all elections.

ARTICLE IV - ORGANIZATION AND ELECTIONS

Section 1. Officers

A. President / Vice President. The President shall preside at all meetings of the Association and the Board of Directors, and shall perform all functions normally associated with the chief executive office. The Vice President may perform all actions of the President in the absence or unavailability of, or at the direction of, the President.

B. Secretary. The Secretary shall record the proceedings of all meetings of the Association and Board of Directors, issue and sign such documents required by the Recorder of Deeds and similar reports for tax purposes, and report to the Annual Meeting on any actions taken by the Board of the Directors acting on behalf of the Association.

C. Treasurer. The Treasurer shall be responsible for keeping a complete and accurate record with appropriate supporting documents of all receipts and miscellaneous disbursements of monies handled by the Association, maintain accounting records in accordance with generally accepted accounting principles established for non-profit organizations, and prepare an annual report of all financial transactions for audit and prepare such other reports as may be requested by the Board of Directors.

D. Offices Held. Any member of the Board of Directors can hold one or more offices of the Association, except that no one person shall be President and Vice President, nor President and Secretary.

Section 2. Board of Directors.

1. There shall be a Board of Directors of a maximum of fifteen members of the Association, and shall include the President, Vice President, Secretary, and Treasurer.

2. A quorum shall be three (3) members.

3. Directors shall be appointed by consensus of the President and Vice President, and shall serve an indefinite term, provided that any Director may resign by providing written notice to the Secretary of the Association, and that a majority of the Directors may remove any other Director or Officer at any duly called meeting of the Board.

4. The Board may act for the Association between Corporate meetings. If a proposed action is approved or disapproved by a majority of those present and voting, that becomes the action of the Association .

5. Board meetings shall be open to attendance by all members of the Association except when, by vote of three (3) of those Board members present, the Board meets in executive session.

Section 3. Election of Officers.

1. When Held. Whenever three (3) Directors or more than 10% of the active membership of the Association shall request an election, the Association shall conduct a formal election of the officers, either at a general meeting of the Association or a Board of Directors meeting.

2. Eligibility for Office. All persons seeking to hold office as described by these bylaws shall be active Members of the Association.

3. Methods of Election. All elections shall be by ballot. If there is no more than one nomination for each office to be filled, the election may be held by voice vote. When there is a contest which is not clearly won by a majority on the first ballot, the name of the person receiving the smallest vote shall be removed and a second ballot shall be held.

ARTICLE V - FISCAL MATTERS

Section 1. Fiscal Year. The fiscal and administrative year shall begin on January 1st and end of December 31st of each year. Records and annual reports of the Association and its officers shall be maintained on this basis.

Section 2. Not-For-Profit Status. The Board of Directors shall take whatever steps are necessary to secure and maintain the establishment of IRS Section 501(c)(3) status for the Association.

Section 3. Authorized Check Signers. Disbursement of Association funds shall be by authority and signature of the President, Vice President or Treasurer, or such other person who may be specifically authorized by resolution of the Board.

Section 4. Dissolution. Upon dissolution of the Association, the Board of Directors shall disburse or expend such assets of the Association that may remain to such organizations that are qualified under IRS section 501(c)(3) that will best serve the purposes of the Association, or to the benefit of the WASP Collection at Texas Women's University in Denton, Texas.

ARTICLE VI - AMENDMENTS

These bylaws may be amended by three Directors, or ratified by a quorum at a duly called meeting of the Board, or upon motion and vote at any Regular Meeting of the Association.

//END OF BYLAWS