



AWAM Chapter 16 Bay Area CA USA

CONSTITUTION AND BYLAWS

September 26, 2022

President	Vice President	Secretary-Treasurer
Deborah Ward-Crummey	Lillian Crummey	Keri Martin

MISSION STATEMENT

To further AWAM International’s charter to connect, support, and promote local women in aviation maintenance by providing value in the form of: scholarships; training/technical workshops and development; networking opportunities; and community involvement.

ARTICLE I

NAME

The name of this corporation shall be **AWAM Chapter 16 Bay Area CA USA** and it is a chapter of Association for Women in Aviation Maintenance headquartered in Cincinnati, Ohio, USA (“AWAM International”). The Corporation was incorporated in California on June 24th, 2019 with California Corporate number 4291462 from the California Secretary of State.

ARTICLE II

OFFICES

SECTION 2.01 Principal Offices

The principal office for the transaction of the activities and affairs of the corporation (“principal office”) is located at 2883 Doidge Ave, Pinole, Contra Costa County, CA 94564-1018. The Board of Directors (“the Board”) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary in the table below or this section may be amended to state the new location.

Date of Change	Street Address	City	County	State	Zip Code

SECTION 2.02 Other Offices

The board may establish at any time subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III

PURPOSES AND LIMITATIONS

SECTION 3.01 Purposes

AWAM Chapter 16 Bay Area CA USA is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. The specific purposes of the corporation are to further the AWAM International charter to connect, support, and promote local women in aviation maintenance by providing value in the form of scholarships, training/technical workshops and development, networking opportunities, and community involvement.

SECTION 3.02 Nonprofit Status and Exempt Activities Limitation

a) Political Activity.

No part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

b) Powers.

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

c) Nonprofit Legal Status.

AWAM Chapter 16 Bay Area CA USA is a non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

d) Exempt Activities Limitation.

Notwithstanding any other provision of these Constitution and Bylaws, no director, Officer, Employee, Member, or Representative of this corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributed to any Director, Officer, Member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and this Constitution and Bylaws.

e) Distribution upon Dissolution.

Upon termination or dissolution of AWAM Chapter 16 Bay Area CA USA any assets lawfully available for distribution will be distributed to AWAM International and/or any and all of its chapters in good standing, as Qualifying Organizations described in Internal Revenue Code as Organizations having a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

Distribution of the assets will be decided by ballot. Each Member in good standing of AWAM Chapter 16 Bay Area CA USA will be sent a ballot. Each ballot will list AWAM International and all of its chapters that are in good standing. Members will mark a minimum of one and a maximum of all of the listings on their ballot. Ballots returned by the chosen deadline will be counted. Each listing will receive a count for each marking it received on all ballots returned. Each listing will then be assigned a percentage determined by the number of marks it received on all ballots divided by the total number of markings received on all of the ballots multiplied by 100. This will be

the percentage of assets that each listing will be allocated from the distribution of assets during the dissolution of AWAM Chapter 16 Bay Area CA USA.

In the event that distribution of assets may not be decided by ballot, all assets will be distributed to AWAM International, currently headquartered at 2330 Kenlee Drive Cincinnati, OH 45230.

In the event that distribution of assets may not be decided by ballot or distributed to AWAM International, they shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

ARTICLE IV

MEMBERSHIP

SECTION 4.01 Eligibility for Chapter Membership

Eligibility for membership in AWAM Chapter 16 Bay Area CA USA is open to any person who has an interest in aviation maintenance or wishes to support someone with an interest in aviation maintenance and also maintains an AWAM International membership. Members in good standing have the right to vote on Directors and Constitution and Bylaws amendments.

SECTION 4.02 Membership Diversity Goal

The goal of AWAM Chapter 16 Bay Area CA USA is to embrace diversity by seeking a broad membership across the entire field of aviation and beyond, with an abiding desire to have a membership that consists of men, women, families, retirees, maintenance technicians, A&P mechanics, IA mechanics, engineers, teachers, students, administrators, scientists, pilots, flight attendants, aviation enthusiasts, maintenance enthusiasts, any and all airline employees, airlines, schools, repair stations, MRO's, corporate aircraft companies, vendors supporting aviation maintenance, and any other individuals or organizations that desire an avenue to support women in aviation maintenance.

SECTION 4.03 Types of Memberships

The following membership types are available: INDIVIDUAL, STUDENT, INDIVIDUAL LIFETIME or CORPORATE. Other classes of membership shall be determined by the Board of Directors except where stated in the Articles of Incorporation.

SECTION 4.04 Membership Obligations

Membership obligations shall include membership meeting attendance, prompt payment of dues, fines or fees, participation in club activities and conduct reflecting a favorable image of this chapter.

SECTION 4.05 Good Standing

Any Member who fails to pay any indebtedness due this chapter within thirty (30) days after receipt of written notice from the Secretary or Treasurer shall forfeit their good standing and shall so remain until such indebtedness is paid in full. Only Members in good standing may exercise the voting privilege and hold office in this Chapter.

SECTION 4.06 Failure to Pay

The secretary shall submit to the Board of Directors the name of any Member who fails to pay any indebtedness due this Chapter within 60 days after written notice has been emailed to the email address shown in the records of the chapter and if no email address is listed, 60 days after a physical letter was placed in the mail to the physical address shown in the records of the chapter. The Board shall thereafter decide whether the Member shall be dropped from or retained on the roster.

SECTION 4.07 Attendance and Participation

The chapter shall encourage regular participation in club meetings and activities.

SECTION 4.08 Membership Fees and Dues

Chapter fees, annual dues, fines and other fees for Members shall be determined by the Board of Directors. These fees will be utilized for the operating and administrative costs of the chapter.

SECTION 4.09 Membership Meetings

a) Training/Technical Workshops and Development or Work Skills Meetings

With a goal of being held once per quarter these meetings would be a workshop, technical training, or special speaker session to help enhance work skills that will be useful in aviation maintenance. These meetings will generally require additional fees to pay for the instructor and/or supplies.

Suggestions include hands on physical classes, mentoring and being mentored while working as a volunteer brigade restoring an aircraft at an air museum, discussing obstacles we encountered as women in maintenance and “tricks of the trade” that we were shown or developed to compensate, the best way to safety wire in tight spaces, communications training, report writing, safety issues, etc.

b) Networking Opportunities or Social Meetings

With a goal of being held quarterly these meetings will be for Members to come together and spend time with one another in a fun stress-free environment.

Suggestions include bowling in various locations at the same time, Holiday party, Game night, Club night, Speak Easy outing, Concerts, Picnics, Amusement Parks, Day Trips, Napa Wine Tasting, Scandia adventure, Going out for Dinner, etc.

c) Community Involvement or Volunteer Opportunities

With a goal of being held once per quarter these meetings would be outreach meetings to recruit new Members, encourage Women from all backgrounds to enter the field of aviation, or volunteering to give back to our communities.

Suggestions include visiting local elementary, middle, high schools, community colleges, career days, women’s shelters, etc. to discuss the field of aviation maintenance and the various positions that can be found within the field, what the benefits are, and how it has personally benefited the speaker.

Suggestions for volunteering include participating in an Earth Day function, assisting with a “Christmas in April” type of function, working as a volunteer brigade restoring an aircraft at an air museum, volunteering at a Women’s Shelter or other ways to give back to our communities.

ARTICLE V

BOARD OF DIRECTORS

SECTION 5.01 Duties and Powers

All corporate powers shall be exercised by or under the authority of the Board, and the affairs of AWAM Chapter 16 Bay Area CA USA shall be managed under the direction of the Board, except as otherwise provided by law.

In addition to those duties and powers, express and implied, set forth elsewhere in this Constitution and Bylaws, the Board of Directors shall have the following duties and powers:

- a) It shall constitute the executive Board of this chapter and be responsible for the execution of the policies approved by the chapter. All new business and policy of this chapter shall first be considered by the Board of Directors. If the Board approves of the new business or policy it will present it at a membership meeting for chapter approval.
- b) It shall submit all matters of new business and policy approved by the membership to the respective permanent or special chapter committee for study and recommendation to the Board.
- c) It shall authorize all disbursement of funds and shall not incur any debt in excess of the current funds and income, nor authorize payments of chapter funds for purposes inconsistent with business and policy authorized by the membership.
- d) It shall have the power to modify, override or rescind the action of any Officer of this chapter.
- e) It shall have the books, accounts and operations of this chapter audited annually or, in its discretion, more frequently and may require an accounting or have an audit made of the handling of any chapter funds by any Officer, committee or Member of this chapter. Any Member in good standing may inspect any such audit or accounting upon request at a reasonable time and place.

- f) It shall select, from a list provided by the finance committee, one or more financial institution(s) for depositing funds and one or more electronic commerce programs (PayPal), Mobile Payment Services (Venmo, Cash App), Payment Processing Solution Programs (Square, PayPal Here) or other such programs, apps, or services that will aid in accepting Member payments of dues, fines, fees, etc. and aid in accepting donations from the public in a safe and secure manner complying with all PCI Security Standards or other such standards established in the future.
- g) It shall maintain a general liability insurance coverage with minimum limits. (As required when the membership is in full operating capacity, with a meeting place and funds available for this expenditure.)
- h) It shall arrange for a surety bond or equivalent protection for chapter funds.
- i) It shall not authorize, utilize, or approve the expenditure of any funds raised from the public for chapter administrative or operating costs. Except, in the event that chapter fees, annual dues, fines and other fees for Members are not sufficient to cover the operating and administrative costs of the chapter (refer to section 4.08); the Board of Directors will be allowed to cast a vote to utilize other funds received to cover the exact amount of the shortage. Every Director must cast a vote and it must be unanimously agreed to allow the transfer of funds to cover the shortfall. If any Director abstains or disagrees the transfer of funds will not be approved. The vote must be recorded in detail by the Secretary.
- j) It shall maintain at least two (2) separate funds governed by generally accepted accounting practices.
 - a. The first fund to record administrative and operating monies such as dues, fines and other internally raised chapter funds.
 - b. A second fund shall be established to record activity of public funds raised by asking support from the public. Disbursement from such funds shall be in strict compliance with Section (i) of this article.

SECTION 5.02 Board Members

AWAM Chapter 16 Bay Area CA USA shall have a Board of Directors comprised of Chapter Officers, Permanent Committee Chairs, Prop Puller (optional), Prop Wash Maestra (Optional), Safety Officer (Optional) and all other elected Directors.

SECTION 5.03 Board Member Diversity

It is desired that the Membership Diversity Goal of our Chapter be reflected in the make up of our Board of Directors. When possible, it is encouraged that the Board Members consist of Directors that span the entire aviation industry, from different Airlines, Schools, MRO's, other Organizations, and Individuals from various aviation career paths or outside of aviation, all with the shared passion of supporting women in aviation maintenance.

SECTION 5.04 Terms

- a) Directors shall be elected by the membership to serve a two-year term.
- b) One-half of the Directors shall be elected annually to provide continuity for the chapter.
- c) The term may be extended until such time as a successor has been elected.
- d) Directors may serve terms in succession.
- e) There is no limit to the number of successive terms a Director may serve.
- f) The term of office shall be considered to begin and end 2 months after the start and end of the adopted fiscal year.
 - a. At time of adoption the Fiscal Year is July 1st through June 30th; therefore, the term shall be September 1st through August 30th.
 - b. This will enable the current Board Members to ensure the end of year financial paperwork with the Federal and State Governments have been filed successfully on behalf of the corporation.

SECTION 5.05 Qualification of Directors

In order to be eligible to serve as a director on the Board, the individual must be 18 years of age, be a Member in good standing of AWAM Chapter 16 Bay Area CA USA and maintain an AWAM International membership.

SECTION 5.06 Election of Directors

Any Member that is interested in assuming a Director Position must provide the Secretary a brief description of themselves and how they are suited for the position the first day of the month one month before the start of our Fiscal Year. (At the time of adoption – June 1st).

Within 10 days all candidate descriptions will be emailed to each Member at the email address shown in the records of the corporation. If an email address is not shown in the records of the corporation the descriptions must be mailed to the physical address shown in the records of the corporation for that Member. (At the time of adoption – June 10th).

Members will then email, text, fax, mail, or hand deliver their vote to the Chapter Secretary no later than the 5th of the following month, the month of start of our fiscal year. (At the time of adoption – July 5th).

The Chapter Secretary will then tally the votes by the 15th of fiscal year start month and present the results to the Board and Membership no later than the 25th of the fiscal year start month. (At the time of adoption – July 15th and July 25th respectively).

The outgoing Directors will then have a time frame of just over one month to train the incoming Directors by showing them how they performed their role during their term. (At time of adoption July 25th through August 31st).

The incoming Director will assume their duties the first day of 2nd month after the start of our fiscal year. (At the time of adoption – September 1st).

SECTION 5.07 Vacancies

In the case of any vacancy on the Board of Directors through death, resignation, disqualification, or other cause, the remaining Directors, by an affirmative vote of majority thereof, may elect a successor to hold office for the balance of the term of the Director being replaced.

SECTION 5.08 Removal of Directors

A director may be removed by majority vote of the Board then in office, if:

- a) The director is absent and unexcused from two consecutive meetings of the Board in a two-year period. The Board president is empowered to excuse Directors from attendance for a reason deemed adequate by the Board president. The president shall not have the power to excuse themselves from the Board meeting attendance and in that case, the Board vice president shall excuse the president.
- b) For cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question shall be given electronic or written notification of the Board's intention to discuss their case and is given the opportunity to be heard at that meeting of the Board.

SECTION 5.09 Board of Directors Meetings

a) Regular Meetings

The Board shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Notice of meeting shall be given at least thirty (30) days in advance to each director by email, text or regular mail to the email address, mobile number, or physical address shown in the records of the corporation. The notice shall include time, date, location or method (telephone conference, skype, gotowebinar, etc.). The purpose of the meeting need not be specified. Notice of the meeting can be waived in writing by the person or persons entitled to such notice either before or after the time of the meeting.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope with postage prepaid.

b) Special Meetings

The President, Vice President, Secretary, Treasurer, or any two (2) other Directors of the Board may call a special meeting. Notice of meeting shall be given at least forty-eight (48) hours in advance to each director by email or text to the email address or mobile number shown in the records of the corporation. The notice shall include time, date, location or method (telephone conference, skype, gotowebinar, etc.) and the topic(s) to be discussed during the meeting. No business shall be transacted at a special meeting of the Corporation except that business which

was described in the notice of the meeting. Notice of the meeting can be waived in writing by the person or persons entitled to such notice either before or after the time of the meeting.

SECTION 5.10 Manner of Acting

a) Quorum

A majority of Directors in office immediately before a meeting shall constitute a quorum for the transaction of business. No business shall be considered by the Board at any meeting at which a quorum is not present.

b) Majority Vote

Except as otherwise required by law or by the articles of incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

c) Unanimous Written Consent

If all of the Board Members entitled to vote upon an action consent in writing, via email, fax or other agreed upon electronic method (texting, gotowebinar, etc.) to such action being taken; such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors and the written comments shall be filed with the minutes of the proceedings of the Board of Directors.

a. The request for unanimous written consent should clearly explain:

- What action consent is being requested for.
- That the Board Member's formal consent is being requested.
- That their reply should unequivocally indicate their consent or lack of consent.
- That the action will not be carried out unless all Board Members consent.

b. Once all replies have been received the secretary should send a follow up communication indicating if consent was unanimous.

c. All responses and communications must be printed and saved with the meeting minutes for the next Board of Directors Regular Meeting.

d) Hung Board Decisions

On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the president or treasurer in the order present shall have the power to swing the vote based on their discretion.

e) Participation

Except as required otherwise by law, the Articles of Incorporation, or these Constitution and Bylaws, Directors may participate in regular or special meetings through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, via telephone, or via technological mediums such as Skype, GoTo Meeting, or other medium as deemed appropriate.

f) Waiver of Notice

A director may waive any notice required by statute, the Certificate of Incorporation or these Bylaws before or after the date and time stated in the notice. Except as set forth below, the waiver must be in writing, signed by the director entitled to the notice, or made by electronic transmission by the director entitled to the notice, and delivered to the Corporation for inclusion in the minute book.

A director may also indicate their waiver of notice by approving the meeting minutes in writing, which may be done by signing the meeting minutes in the minute book.

A waiver by the Director with respect to a specific meeting and specific subjects to be reviewed or acted upon at that meeting or a specific agenda for that meeting will also constitute a waiver of the quorum requirement as to Board action taken at that meeting with respect to the matters identified in the waiver.

Notwithstanding the foregoing, a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

g) Control of Meetings

The Director or Individual in charge of any chapter meeting may provide written guidelines to the members in attendance to help maintain control of the meeting, such as Parliamentary Procedures or Robert’s Rules of Order.

SECTION 5.11 Compensation for Board Services

Directors shall receive no compensation for carrying out their duties as Directors.

SECTION 5.12 Compensation for Professional Services

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

ARTICLE VI

CHAPTER FINANCIAL / LEGAL DOCUMENTATION AND REQUIRED FILINGS

The Corporation shall keep accurate and complete records of all financial dealings. These records will be periodically examined and audited by a person or persons besides the treasurer at least once per fiscal year. Any Member in good standing may view the financial records or audit results upon request at a reasonable time and location.

The Corporation shall keep meeting minutes of the proceedings of its Board of Directors and Committees.

The Corporation shall keep a record of all Membership Votes.

The Board of Directors will be responsible for ensuring that all of the chapter filings remain current and up to date. If additional paperwork or filings are required, they shall be noted by the Secretary and Treasurer in the table below or this section may be amended to include them.

- a) Within 2.5 months after close of fiscal year (At time of adoption July 1st through September 15th).
 - a. Federal Tax Filing (Department of the Treasury Internal Revenue Service form 990, 990N or other applicable forms)
 - b. State Tax Filing (California Franchise Tax Board form 199, 199N or other applicable forms)
 - c. State Charities Registry (California Office of the Attorney General form RRF-1 or other applicable forms)
- b) January to June of Odd Years (by the end of the original month of Incorporation or the 5 preceding months).
 - a. State Corporate Statement of Information Filing (California Secretary of State form SI-100 or other applicable forms)
- c) AWAM Chapter filings – if you have questions please call AWAM International HQ (386) 416-0248
 - a. Feb – AWAM Annual Report
 - b. May, Aug, Nov – AWAM Chapter Activity Report
 - c. Reports are to be emailed to _ or mailed to 2330 Kenlee Dr Cincinnati, OH 45230.

ARTICLE VII

OFFICERS

SECTION 7.01 Officers

The minimum requirement of Officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by one person.

SECTION 7.02 Term of Office

The term of office for all Officers shall commence upon their election for a period of two years or for the those elected due to vacancy for the balance of term of the Officer being replaced, after which they may be re-elected. An Officer may resign by written notice to the Corporation. The Directors shall have the power to fill any vacancies in any offices occurring for whatever reason.

SECTION 7.03 Compensation for Holding an Office

Officers shall receive no compensation for carrying out their duties as Officers.

SECTION 7.04 Compensation for Professional Services

Officers are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

SECTION 7.05 Removal

Any Officer elected may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 7.06 President

The President shall be the principal executive Officer of the Corporation. Subject to the direction and control of the Board of Directors, they shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which the responsibility is assigned to some other person by the Board of Directors.

SECTION 7.07 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 of Directors shall prescribe.

SECTION 7.08 Secretary

The Secretary shall attend all meetings of the Members and the Board of Directors and record all votes and minutes of all the proceedings in a book, electronically or hard copy, to be kept for that purpose. If kept electronically, backup of all proceedings is required. They shall give, or cause to be given, notice of all meetings of the Members and the Board of Directors for which notice may be required, and shall perform all duties as may be prescribed by the Board, under whose supervision they will act.

SECTION 7.09 Treasurer

The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Directors.

SECTION 7.10 Web Master

The Web Master shall be responsible for the creation and maintenance of the AWAM Chapter 16 Bay Area CA USA digital presence via website content and implementation of marketing campaigns through utilization of digital networking tools such as FaceBook, Instagram, LinkedIn, EventBrite, or other networking tools as deemed appropriate.

SECTION 7.10 Prop Puller(s) (Optional)

Just as a Prop Puller prepared an engine in WWII for startup by pulling the propeller through multiple rotations, cycling the pistons to disburse the oil that had seeped past the rings to prevent hydraulic lock; our Prop Puller will be preparing our meeting locations for our Membership Meetings.

A Prop Puller shall have custody of chapter belongings such as flags, banners, tablecloths, flyers, gavel, bell, podium and any other items deemed necessary or desired for Membership Meetings and will be responsible for transporting, erecting, placement, removal, safekeeping and storage of all chapter belongings.

If the Prop Puller must be absent from a meeting, they must make arrangements with another Officer or Member in good standing to assume their duties for that meeting.

If the chapter decides to have membership meetings held concurrently in multiple locations the Board of Directors will request that the elected Prop Puller create a permanent committee of Prop Pullers and assign them to attend the various locations to perform Prop Puller duties.

SECTION 7.11 Prop Wash Maestra (Optional)

Just as Senior Mechanics find it humorous to play harmless tricks on New Mechanics, such as requesting that they bring them 100 feet of flight line or a bucket of prop wash; our Prop Wash Maestra will bring humor and fun to our meetings.

A Prop Wash Maestra shall orchestrate the vibrant fun filled atmosphere of our membership Meetings with antics, stunts, games, jokes, funny fines (not to exceed a pre-determined amount set by the Board of Directors and only up to twice per Member per meeting), magic tricks, balloon animals, funny hats, ice breaker questions or activities, or any other antic(s) they can perform for the amusement and fun of our Membership Meetings.

A Prop Wash Maestra may also move members around the room to ensure that all members get the opportunity to meet and mingle with new members or those that they don't spend as much time with.

If the chapter decides to have Membership meetings held concurrently in multiple locations the Board of Directors will request that the elected Prop Wash Maestra create a permanent committee of Prop Wash Maestra's and assign them to attend the various locations to perform Prop Wash Maestra duties.

SECTION 7.12 Safety Officer (Optional)

The Safety Officer shall be responsible for obtaining the insurance for the chapter and reviewing all planned events and activities, including their locations, for possible hazards or safety issues. If any safety hazards or issues are identified they will take all reasonable steps to correct them prior to the event or activity.

In the event of an incident during a planned event or activity they will immediately take steps to ensure the safety of the Membership, including but not limited to calling 911 if deemed necessary; followed by encouraging the Members to remain calm and write down what they observed during the incident; taking the time within 2 hours of the incident to write down their observations of the overall situation including a recounting of what, if anything, the injured party or parties reported to them and any items of note they feel may be or become relevant moving forward.

Before leaving the location of the event or activity they will call the appropriate number to report the incident to the insurance company if necessary.

Within 24 hours they will review their notes for accuracy and completeness and create an incident file (physical and/or electronic) to retain all records concerning the incident.

Within 24-48 hours they will communicate with the Members that provided their observations to request that they review their notes for accuracy and completeness, including the injured party if possible.

They will act as the main contact for the insurance company in the event of any future requests or complications.

All incident files will be held by the role of Security Officer and retained indefinitely.

If the chapter decides to have Membership meetings held concurrently in multiple locations the Board of Directors will request that the elected Safety Officer create a permanent committee of Safety Officers and assign them to attend the various locations to perform Safety Officer duties.

SECTION 7.13 Permanent Committee Chair

Any person or person(s) assuming the role of a Permanent Committee Chair will be automatically designated as a Board Member and subject the applicable guidelines found within this Constitution and Bylaws.

ARTICLE VIII

COMMITTEES

- a) The Board may establish permanent or special committees to accomplish specific work authorized by the Board.
 - a. A Permanent Committee may be established by the Board if they believe that it will provide greater long-term cohesion and continuity by assisting the chapter to reach their mission, vision, purposes or goals.

Possible permanent committee suggestions at the time of adoption include finance, Membership, scholarships, training/technical workshops and development, networking opportunities and community involvement which could include GIAD (Girls in Aviation Day).
 - b. A Special Committee may be established for a short-term goal, usually up to six (6) months, but never to exceed two (2) years,

Possible special committee suggestions at time of adoption include studying new business or policy that was approved by the membership, research, investigations, planning a specific trip or special function, or any other short-term goal as the board determines or the membership approves.
- b) The Chair of each committee shall be elected by majority vote of the Membership from a list of volunteers of Members in good standing.
- c) It is recommended that each committee shall establish a mission/vision statement.
- d) The Chair of each committee shall attend all meetings of their committee and ensure that a record of all votes and minutes of the proceedings are taken, either by doing it themselves or asking another committee member to do volunteer to do so. A copy of these records must be provided to the Secretary before each regular Board Meeting.
- e) Each committee will provide status reports to the Board before or during regular Board meetings.
- f) Committees may not incur expenses for their activities or representatives without specific pre-approval by the Board.

ARTICLE IX

CONFLICT OF INTEREST POLICY

A conflict of interest is any situation or activity that involves or appears to involve a conflict between any member's personal or financial interests and the interests of the corporation.

Disclosure of a conflict of interest, a possible conflict of interest, or the outward appearance/perception of a conflict of interest is vital to successfully managing the issue before it escalates and possibly causes the corporation to have to pay significant penalties.

All members, especially Board members and Officers, should be mindful of situations and activities that might result in a conflict of interest and take appropriate action to address the circumstances giving rise to the conflict, including disclosing any situations or activities that might be perceived as a conflict of interest to an Officer or the Board of Directors.

Anytime there is an actual conflict of interest existing between the corporation's interest and any member's interest, that member should immediately recuse themselves from the situation. The act of removing themselves from participating in whatever the situation is, whether it be holding a particular position, hiring a particular person/company, voting on a particular item, rule or contract or any other situation will help protect the reputation and financial status of the corporation.

If the Board becomes or is aware of any outward appearance/perception of, the possibility of, or an actual conflict of interest their duty is to interview and investigate the validity of the conflict of interest and if they believe it is in the best interest of the corporation, they must request that the member remove themselves from the situation.

If the member refuses to recuse themselves the Board will take steps to prevent the conflict of interest by immediately withdrawing the vote, not hiring the particular person/company, altering the situation in some fashion that removes the conflict of interest if possible. If these steps are not available for this particular situation, and the Member is an elected Officer they will have to remove the Officer in the best interests of the Corporation.

ARTICLE X

INDEMNIFICATION

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Director, Officer, employee, or agent of the Corporation, or who was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of no contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

ARTICLE XI

AMENDMENTS

The power to alter, amend or repeal the Articles of Incorporation or the Constitution and Bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Constitution and Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Law or Articles of Incorporation.



AWAM Chapter 16 Bay Area CA USA

CONSTITUTION AND BYLAWS

September 26, 2022

President Deborah Ward-Crummey	Vice President Lillian Crummey	Secretary-Treasurer Keri Martin
-----------------------------------	-----------------------------------	------------------------------------

CERTIFICATE OF ADOPTION OF CONSTITUTION AND BYLAWS

We, the undersigned, are all the Directors of this corporation, and we consent to, and hereby do, adopt the foregoing Constitution and Bylaws, consisting of the twelve (12) preceding pages, as the Constitution and Bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this 26th day of September 2022.

Deborah Ward-Crummey




 President – AWAM Chapter 16 Bay Area CA USA

Lillian Crummey



 Vice President – AWAM Chapter 16 Bay Area CA USA

Keri Martin



 Secretary/Treasurer – AWAM Chapter 16 Bay Area CA USA