

# **BYLAWS**

## **ARTICLE I**

### **GENERAL (Revised 2024)**

- A. The name of this organization is the Delta Disabled Pilots Association (DDPA); however, the organization is doing business as the Delta Disabled Pilots and Survivors Association (DDPSA). DDPA and DDPSA are collectively referred to as the “Association.”
- B. The Association shall not be affiliated with any other retirement organization.
- C. The Association was established as a Mutual Benefit Association. Subsequently, it received 501(c) (3) status as a non-profit organization and has been designated as a public charity. The By-Laws have been amended to reflect that designation.
- D. The Association has the purpose of:
  - 1. Functioning as a non-profit Mutual Benefit Association and public charity under the laws of the State of California.
  - 2. Communicating items of interest regarding the Delta Pilots Disability and Survivorship (D&S) Plan and the D&S Trust.
  - 3. Pursuing actions in an attempt to preserve the D&S Plan.
  - 4. The Association, or any entity under which it is doing business under a fictitious name, shall not advocate a reduction or termination of the benefits under the D&S Plan of any group of participants or beneficiaries. Amendment to this provision shall require approval of eighty percent (80%) of the members of the Board of Directors.
- E. The principal office of the Association is the residence of the Chairman of the Board of Directors unless otherwise determined by the Board of Directors.

## **ARTICLE II**

### **MEMBERSHIP (Revised 2024)**

- A. Members are not “members” of the Corporation as defined in Section 5056 of California Nonprofit Corporation Law.
- B. There shall be three categories of non-voting membership:
  - 1. Long-term disabled pilots who are on or previously were on the Delta

Air Lines pilots' seniority list.

2. Survivors: Eligible family members of deceased Delta pilots who are receiving survivors' benefits under the D&S Plan.

3. Retired Pilots and Future Survivors: Living retired Delta pilots whose survivors may be eligible for benefits under the Delta Pilots Disability and Survivorship Plan and eligible family members of retired Delta pilots who may be entitled to future benefits under the Delta Pilots Disability and Survivorship Plan.

## **ARTICLE III**

### **REQUIREMENTS FOR MEMBERSHIP** (Revised 2024)

- A. **ELGIBILITY**: To be eligible to be a member, a person must be either a participant or an eligible family member as defined in the Delta Pilots Disability and Survivorship Plan.
- B. Members whose actions are deemed to be detrimental to the Association and its members shall, upon two-thirds (2/3) approval of the Board of Directors, have their membership revoked. Detrimental acts will consist of, but not be limited to: besmirching another member and willful violation of Federal, State and local laws (or their equivalent outside of the U.S.A.).
- C. The process for a member to withdraw membership from the Association will consist of sending a letter of resignation to the Chairman of DDPSA.
- D. Although the Association has been able to assist individuals in obtaining D&S Plan benefits by giving advice and/or communicating with ALPA and/or Delta, the Association does not have a fiduciary duty to members or non-members relating to their benefits under the D&S Plan. D&S Plan benefits are determined by Delta Air Lines and paid by the D&S Plan.
- E. The Association, from time to time, may suggest a level of contributions from members.

## **ARTICLE IV**

### **MEETINGS** (Revised 2024)

- A. "ROBERT'S RULES OF ORDER, NEWLY REVISED" shall

- govern the conduct of all meetings where the By-laws are silent.
- B. A majority of the members of the Board of Directors shall represent a quorum at a Board Meeting.
  - C. Board of Directors meetings may be held in person or via telephone or video conference.
  - D. Meeting times will be announced as far in advance as possible, but no later than 48 hours prior to the meeting unless an emergency meeting is called by the Chairman.
  - E. Two-thirds (2/3) of the Board of Directors can request a meeting by notifying the Chairman of the Board and the Chairman of the Board must call the meeting provided a reasonable amount of time for preparation and travel time exists (if applicable) for all Board of Directors members to attend.
  - F. Board of Directors meetings shall occur at least once per calendar year. These meetings will be called by the Chairman of the Board, who will inform all members of the Board, in writing, approximately fourteen (14) days in advance. The Agenda for Board of Directors meetings shall be given to the board members as far in advance as possible.

## **ARTICLE V**

### **THE BOARD OF DIRECTORS AND THEIR DUTIES** (Revised 2024)

- A. To be eligible for the Board of Directors, a member must be a participant as defined in the Delta Pilots Disability and Survivorship Plan. The Board of Directors shall consist of the following members: Chairman of the Board, Vice Chairman of the Board and up to six Members at Large.
- B. The Board shall be elected in accordance with ARTICLE VII of these By-laws.
- C. **THE CHAIRMAN OF THE BOARD** shall: Preside over all meetings; appoint all Board of Directors Committees; call all meetings as required by the By-laws and assign special tasks.
- D. **THE VICE CHAIR OF THE BOARD** shall: Attend Board of Directors' meeting and preside over Board meetings as directed by the Chairman of the Board. In the event the office of Chairman becomes vacant, the Vice Chairman shall appoint Board of Directors

Committees, call meetings as required by these by-laws, and assign special tasks until a successor Chairman is elected.

- E. **THE CORPORATION SECRETARY** shall: Attend Board of Directors meetings, keep all records other than financial, and shall produce all meeting correspondence as required by the by-laws or as directed by the Chairman of the Board. The Corporation Secretary need not be a member of DDPSA.
- F. **THE TREASURER** shall: Attend Board of Directors meetings, be responsible for all funds received by the DDPSA, and keep accurate and up to date dues, assessments and fees records which will be reported to the Chairman of the Board and the Secretary. Any Board of Directors member is entitled to review the financial records at any time.
- G. **REPRESENTATIVES AT LARGE** shall: Attend Board of Directors meetings, be primarily responsible for recruiting new members, and provide oversight of all special committees and projects of the Board including liaison with other retirement committees.

## **ARTICLE VI**

### **ELECTION OF THE BOARD OF DIRECTORS** (Revised 2024)

- A. Should a vacancy occur on the Board of Directors, it shall be filled in the following manner:
  - 1. Nominations shall be made by Board of Directors members, and the vacancy will be filled by a majority vote of the Board of Directors members present.
  - 2. Board of Directors members can be removed from office by a 2/3 vote of the Board of Directors.
  - 3. The Chairman of the Board will be elected from the Board of Directors to a two-year term of office commencing on July 1st of years that end in an odd digit and ending every two years thereafter on June 30.

## **ARTICLE VII**

### **OFFICERS' SALARIES, BENEFITS, AND EXPENSES** (Revised 2024)

Only volunteers may serve as officers or Board members. The Association does not pay any salaries or benefits. Reasonable, itemized expenses must be pre-approved by the Chairman. Itemized receipts must be provided to the Treasurer prior to reimbursement.