

# Arctic Air Walkers Standard Operating Procedures



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# BYLAWS OF THE ARCTIC AIR WALKERS, INC

*Last amended: 01 November 2015*

## ARTICLE I. - NAME AND PURPOSE

**Section 1. Name.** The name of the corporation shall be the Arctic Air Walkers, Inc., hereafter referred to as the "Corporation". The Corporation shall be a non-profit organization dedicated to the development of foot launched flight.

**Section 2. Purpose.** The primary purpose of the corporation shall be to educate the public and its members in methods, locations, and environments which maximize safe participation in foot launched flight. The Corporation shall provide information to and facilitate requests by landowners and public agencies to obtain and preserve flying sites. The Corporation shall act as an intermediary between local and federal regulatory agencies to insure that participation occurs within these confines. The Corporation shall promote a positive public image for the activities of foot launched flight.

## ARTICLE II - SEAL AND FISCAL YEAR

**Section 1. Seal.** The Seal of the Corporation shall have inscribed on it the corporate name and the words "Arctic Air Walkers - Corporate Seal".

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall be from January 1 through December 31. New officers commence serving in January.

## ARTICLE III - AFFILIATIONS

**Section 1. Affiliations.** The Corporation will be affiliated with the United States Hang Gliding & Paragliding Association (USHPA) and other organizations of like purpose or nature in a manner to be determined by the Board of Directors.

## ARTICLE IV - MEMBERSHIP

**Section 1. Requirements.** Membership in the Corporation shall require the following:

- a. An interest in foot launched flight and its promotion in the State of Alaska.
- b. Safe conduct during all activities.
- c. Payment of annual dues as prescribed by the Board of Directors and approved by a vote of the Members.
- d. Current membership in the United States Hang Gliding & Paragliding Association (USHPA). Any individual or group who meets the above requirements shall be eligible

for membership, except in the instance where the Board of Directors has declared them ineligible for causes of censure, suspension, or expulsion according to Article IV Section 6.

**Section 2. Dues.** All members shall pay a membership fee annually, in advance. That fee schedule, terms and conditions shall be determined by the members at the Annual Meeting, and may be set no lower than an amount which will yield enough income to pay for newsletter publication costs and other recurring corporate expenses.

**Section 3. Voting Powers.** Voting powers shall be vested solely in Members present at any given corporate Meeting, except the election of officers and amendments to the Constitution and By-Laws shall be according to Article IV provided such absentee votes are cast in a timely manner.

**Section 4. Delinquencies.** Notification of failure to pay dues, prove current USHPA membership, or other indebtedness to the Corporation when due shall be sent to the delinquent Member within thirty (30) days following the delinquency. If said dues or other indebtedness is not paid within twenty (20) days after mailing of the notice, membership shall be terminated.

**Section 5. Reinstatement.** Any individual whose membership has been terminated may reapply for membership in the same manner as new members after payment of dues, proof of current USHPA membership and resolution of any other indebtedness to the Corporation.

**Section 6. Disciplinary Action.** Any Member may be censured, suspended or expelled by the Board of Directors for causes including but not limited to transgression of the basic purposes of the Corporation as detailed in the Constitution, By-Laws, or policies of the Corporation.

## ARTICLE V - MEETINGS

**Section 1. Time and Location.** Meetings for the Corporation shall be held on a quarterly basis unless otherwise determined by the Board of Directors.

**Section 2. Conduct.** Meetings shall be conducted in accordance with the current provisions of Robert's Rules of Order.

**Section 3. Annual Meeting.** The annual Meeting of Members shall be held in December. Such Meeting shall be held for the purpose of electing a Board of Directors and transacting such other business as may be properly brought before the Meeting, except as otherwise provided by law or these Bylaws. If an Annual Meeting has not been called and held within six (6) months after the time designated for it, any Member may call such a Meeting in accordance with the provisions of these Bylaws.

**Section 4. Special Meetings.** A Special Meeting of the Members may be called by the President or by a majority of the Board of Directors, and must be called if requested by at least 10% of the Members. Only such business shall be transacted at a Special Meeting as was stated or indicated in the Notice or call of such Notice.

**Section 5. Notice of Meeting.** A written or e-mailed Notice stating the place, day, and hour of each Meeting of the Members, and in the case of a Special Meeting, the purpose or purposes for which such Meeting is called, shall be delivered to each Member of record. Notice of Meetings shall not be less than 5 days before a monthly or special Meeting, or 30 days before an Annual Meeting.

**Section 6. Waiver of Notice.** A Member, either before or during a Member's Meeting, may waive Notice of the Meeting, and his waiver shall be deemed the equivalent of giving Notice. Attendance at the Member's Meeting, either in person or by proxy, of a person entitled to Notice of the Meeting shall constitute a waiver of Notice of the Meeting unless he attends for the express purpose of objecting to the transaction of business on the grounds that the Meeting was not lawfully called or convened.

**Section 7. Voting Rights and Cumulative Voting.** Subject to the provisions of the laws of the State of Alaska and the Articles of this Corporation, each Member shall be entitled at each Member's Meeting to one (1) vote. At an election for Directors, every Member is entitled to one (1) vote per elected position and may vote in person or by proxy.

**Section 8. Proxies.** A Member entitled to vote may vote in person or by proxy executed in writing by the Member, or by his attorney-in-fact, provided that such proxy shall bear a date not more than eleven (11) months prior to said Meeting. Each Member is entitled to one (1) vote on each matter submitted to a vote at a Meeting of the Members.

**Section 9. Majority Vote.** The affirmative vote of the majority of the Members represented at any Meeting and entitled to vote on the subject matter before the body shall be the act of the Members unless otherwise required by law.

**Section 10. Officers.** The President, or in his absence, the Vice President, shall preside at each Meeting of the Members, and the Secretary shall keep the records of each Meeting of the Members. In the absence of either the President or Vice President, or the Secretary, their duties shall be performed by a person or persons appointed at the Meeting.

**Section 11. Action With Written Consent.** Any action that may be taken at a Meeting of Members may be taken without a Meeting, if consent in writing setting forth the actions to be taken is signed by all of the Members entitled to vote on the action and filed with the Secretary of the Corporation. This consent shall have the same force and effect as a unanimous vote at a Members Meeting.

## **ARTICLE VI - PUBLICATIONS**

The newsletter published by the Corporation shall be designed to foster the aims and interests of the Corporation and its Members.

**Section 1. Editor.** The editor of the Corporation newsletter shall be appointed by the Board of Directors and shall publish and distribute said newsletter to Members and out of state subscription-only-Members who have paid their dues.

**Section 2. Special Publications.** The Board of Directors may publish, from time to time, special papers/publications other than the corporate newsletter as deemed necessary.

## **ARTICLE VII - CORPORATION RECORDS**

**Section 1. Record Documents.** The following Corporation records shall be maintained on a permanent basis:

- a. Constitution and By-Laws of the USHPA.
- b. Constitution and By-Laws of the Corporation.
- c. Minutes of the Corporation general membership Meetings.
- d. Roster of names, addresses, USHPA numbers of all Members for the current year. This directory shall be revised upon any changes.

**Section 2. Bank Records.** The Corporation's books of account and checkbooks shall be retained for periods required by applicable laws, statutes, and regulations.

## **ARTICLE VIII - BOARD OF DIRECTORS**

**Section 1. Number.** The Corporation shall be governed by the Board of Directors consisting of a President, a Vice President, a Secretary, and a Treasurer.

**Section 2. Term of Office.** Each of the Directors shall be elected to a one year term of office at the Annual Meeting. Directors shall hold office until their successor has been elected and qualified for the office.

**Section 3. Responsibilities.** The Board of Directors shall be responsible for the administration of the Corporation and will take all necessary actions to assure the growth and success of the Corporation within the provisions of the constitution, by-laws, and policies of the Corporation, and USHPA. Specifically, the Board of Directors shall:

- a. Approve all expenditures less than \$100.00. Expenditures of \$100.00 or more shall be approved by vote of the general membership. Funds shall only be used for those purposes set forth in Article I, Section II.
- b. Discharge matters of routine business subject to the ratification of the General membership.

**Section 4. Duties.** The duties of the Board of Directors shall be as follows:

a. President - The President shall be the chief executive of the Corporation and shall preside at Meetings of the general membership and the Board of Directors. Specifically the President shall:

1. Appoint such committees as may be necessary.

2. Officiate or delegate officiating responsibilities over the Corporation.
  3. Execute such papers as may be required.
  4. Enforce the Constitution and By-laws, contracts, policies, and directives of the Corporation and USHPA.
- b. Vice President - The Vice President shall be designated special duties and authorities as required by the President, and shall preside over all Meetings during the absence of the President.
- c. Secretary- The duties of the Secretary shall be:
1. Record the proceedings of Corporation Meetings of the general membership and the Board of Directors.
  2. Keep an exact roster of the membership.
  3. Be the custodian of the laws, documents, and permanent papers of the Corporation.
  4. Oversee the editing, publication, and distribution of the Corporation Newsletter in the absence of an appointed editor.
- d. Treasurer- The duties of the Treasurer shall be:
1. Receive and deposit all monies of the Corporation, including but not limited to Corporation dues, newsletter subscriptions, and donations to the Corporation.
  2. Pay Corporation bills.
  3. Maintain Corporation books and accounts.
  4. Make appropriate financial reports to the Board of Directors upon request.
  5. Issue membership cards.
  6. Notify, by way of a general list, members who are thirty days or more delinquent in USHPA or The corporate membership.

**Section 5. Resignation.** The resignation of any officer shall be tendered to the President.

**Section 6. Impeachment.** Any officer may be removed for cause by a 2/3 vote of the Members present at any Meeting provided such action was proposed at the preceding Meeting.

**Section 7. Vacancy.** Any vacancy in the Board of Directors may be filled for the unexpired term by the remaining Members of the Board of Directors.

## **ARTICLE IX - RATIFICATION, AMENDMENTS AND BY-LAWS**

**Section 1. Ratification.** The ratification of the Corporate Constitution and By-Laws by 2/3 of the membership present at a previously announced monthly Meeting shall be sufficient for establishment of said Constitution and By-Laws. Absentee votes shall be counted as "membership present" votes.

**Section 2. Amendments.** Amendments shall require the concurrence of 2/3 of the Members present at a regular Meeting. The Secretary shall notify the general membership of proposed amendments to the Constitution or By-Laws not later than thirty (30) days prior to that Meeting.

## **ARTICLE X. APPOINTMENTS**

**Section 1. Appointments.** Persons or committees may be appointed by the President as he/she deems necessary for landowner liaison, special events, site maintenance or other corporate business. The general corporate membership may also, with newsletter announcement prior to any regular, annual or special meeting and 2/3 majority of those voting, appoint persons or committees. These persons/committee members shall be responsible for executing policy as set by the Board of Directors.

## **ARTICLE XI. MISCELLANEOUS**

**Section 1. Letterhead.** Use of Corporation's letterhead or corporate name shall be restricted to the Corporation President, Committee Chairpersons, and members of the Corporation's Board of Directors. Rank and File corporate members may also use letterhead and/or corporate name when acting on delegated special projects with permission of the Corporation President or Board of Directors.

**Section 2. Federal Aviation Agency regulations.** It is the responsibility of each member to adhere to current USHPA Regulations and Federal Aviation Agency regulations. (FAR 103 and other ultralight related FARs).



## NON-BOARD MEMBER APPOINTMENTS

### **Safety Coordinator Appointment**

The Board of Directors shall appoint a Safety Coordinator. This appointment is defined in USHPA SOP 06-01.03 part E. The Safety Coordinator appointment will last for the duration of the Corporation fiscal year as defined in Article 2, Section 2 of the bylaws. The Board of Directors may transfer the appointment at their discretion.

### **Site Administrator Appointments**

The Board of Directors shall appoint a Site Administrator (SA) for all the major USHPA insured Corporation flying sites. Duties common to all sites include:

1. Site maintenance
  - Keep the site safe. Update windsocks, remove rocks from launch/LZ, etc.
  - Coordinate improvement and/or maintenance projects; organize support as needed.
  - Keep the site clean. Strive for leave no trace when applicable.
2. Risk management/site safety
  - Be available for site orientations or make arrangements for a delegate
  - Confront pilots that are not flying in a safe manner. Attempt to resolve the safety issue.
  - Work with the Safety Coordinator to evaluate current site safety policies/rules and advise on revisions to the risk management plan and site rules.
  - Investigate site accidents; work with the accident pilot and the Safety Coordinator in an attempt to identify what went wrong and how the accident could have been avoided. When appropriate and feasible, make modifications to the site to resolve a hazard that may have contributed to the accident.
  - Report accidents to USHPA as appropriate.
3. Promote a positive free flight image
  - Appear at relevant community meetings to represent assigned site, the Corporation, and free flight.
  - Support good relations with landowners and the community.
  - Look for opportunities to build good will within the community through activities such as organized volunteer work, active support of other user groups, etc.
  - Contact pilots that have allegedly acted in an inappropriate manner (any behavior that could leave a negative impression of the Corporation/free flight); work with the offending pilot(s) to address any issues.
4. Financial authority
  - Each site will have a yearly operating budget of \$100.00 for simple maintenance items (windsocks, etc). Improvements and/or maintenance projects that exceed this budget must receive a 2/3 majority vote at a member

meeting. Prior to the meeting, it is the responsibility of the SA to put together a proposal that encompasses the legal aspects of a proposed project, and labor and material estimates.

- Each use of funds should be recorded with an email to the AAW Treasurer and the AAW President.

Site Administrator appointments will last for the duration of the Corporation fiscal year as defined in Article 2, Section 2. The Board of Directors may transfer the appointment at their discretion.

**Mentor Coordinator Appointment.** The Board of Directors shall appoint a Mentor Coordinator (MC). The MC shall maintain a list of member pilots who are USHPA mentors and/or USHPA instructors. The MC will be responsible for assigning a mentor from the list to a member requesting mentorship. The MC will periodically set up group flights where lower hour pilots will have the opportunity to fly with experienced pilots. The Mentor Coordinator appointment will last for the duration of the Corporation fiscal year as defined in Article 2, Section 2. The Board of Directors may transfer the appointment at their discretion.