

**BYLAWS**  
**MALIBU/MIRAGE OWNERS & PILOTS ASSOCIATION, INC.**  
**A NEW JERSEY NOT-FOR-PROFIT CORPORATION**

**ARTICLE I: CORPORATE NAME, OFFICES, PURPOSE AND SEAL**

**Section 1. Name.** The name of the Association is:

MALIBU/MIRAGE OWNERS & PILOTS ASSOCIATION, INC. with a formal assumed name of MALIBU M-CLASS OWNERS & PILOTS ASSOCIATION, INC.

**Section 2. Offices.** The Association shall maintain its principal place of business at the office of its Executive Director which is presently 18149 Goddard Street, Overland Park, Kansas, 66013, but it shall maintain its registered agent's office at the same address as the executive director and the Association's registered agent at that address shall be Dianne White.

**Section 3. Purpose.** The Association may engage in any lawful activity that a not-for-profit corporation organized under the laws of the State of New Jersey may pursue, but it shall be the Association's principal purpose to educate, train and keep the owners and operators of Piper Malibu and M-Class series aircraft (hereinafter referred to as PA-46 aircraft, meaning all models and engines within the PA-46 airframe) informed as to all issues relating to the safety and operation of these aircraft. With this purpose the Association shall also educate and inform owners and operators as to all rules and regulations promulgated by the Federal Aviation Administration, warnings and findings issued by the National Transportation Safety Board and other governmental authorities that regulate the operation of small aircraft. The Association shall represent and advocate for the collective benefit of its members in matters of common interest, including but not limited to government agencies, trade associations, and manufacturers of aircraft, engines, and aviation component parts. Notwithstanding the foregoing, the Association shall not engage in any activity that will jeopardize its status as a not-for-profit and tax-exempt organization.

**Section 4. Seal.** The official seal of the Association shall be in the form below or otherwise adopted by the Board from time to time. The seal/insignia/logo of the Association, or variations thereof, may only be used for Association business unless specifically authorized in writing by the Board.



## **ARTICLE II: MEMBERSHIP**

**Section 1. Qualifications.** The members of this Association shall consist of any individual or firm who owns or operates a PA-46 aircraft or has an interest in the ownership or operation of PA-46 aircraft. The Board of Directors (hereinafter referred to as the "Board") may grant membership status to other individuals based upon such criteria and the payment of such fees as it shall from time to time determine, provided, however, that no such criteria shall illegally discriminate against any individual or class or violate any State or Federal laws.

Two classes of membership shall be recognized:

- 1) **Owner/Pilots** – consisting of individuals, families, aircraft ownership partnerships, or companies that own, operate, or have an interest in PA46-derived aircraft;
- 2) **Vendors** – consisting of those individuals or firms that market products and/or services to the PA46 community, including, but not limited to, manufacturers, aircraft dealers/brokers, STC developers and modifiers, instructors, consultants, and service providers.

**Section 2. Registration for Membership.** Any person or firm who meets the qualification for membership may submit an online or written and signed application, on a form approved by the Board, to the Executive Director of the Association via the MMOPA website or by US Mail. Applicants whose registrations are approved by the Executive Director, or his/her agent, shall become members upon the payment of the required fees and dues.

**Section 3. Voting Rights.** Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Vendors are limited to one vote per company.

**Section 4. Proxies.** Every member entitled to vote may do so either in person or by written proxy filed with the Secretary of the Association.

**Section 5. Member Standing.** A member shall be in good standing if his or her application or member profile information is complete, accurate and all dues and fees are timely paid. No individual who is not a member in good standing shall be permitted to be present at, to discuss or to vote upon any business transacted at any regular or special meeting of the members unless extended an invitation to appear at, make a presentation to or observe the proceedings.

**Section 6. Termination of Membership.** The Board by an affirmative vote of two-thirds of the directors, may suspend or expel a member for actions, speech or behavior that in the sole discretion of the Board do not represent the best interests of the association, promote disharmony within the membership, bring dishonor upon the association, or damage its influence and reputation. A prorated portion of the member's unused annual dues or event registrations shall be refunded in the case of membership suspension or termination.

**Section 7. Resignation.** Any member may resign his or her membership in the Association by filing a written resignation with the Executive Director of the Association. Such resignation shall not relieve the resigning member of the obligation to pay any debt due and owing the Association.

**Section 8. Transfer of Membership.** Membership in the Association is not transferable or assignable.

### **ARTICLE III: MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.** An annual meeting of the members shall be held at such time and place as the Board shall determine for the purpose of electing directors, aviation education, discussing issues relating to safety and operation of the PA-46 aircraft, and for the transaction of such other business as the Board shall decide.

**Section 2. Special Meetings.** Special meetings of the members may be called by the President, the Board, or by no less than one-fourth (25%) of the members having voting rights. If no designation is made, the place of the meeting shall be the principal office of the Association, which location shall be that geographic location of either the then duly elected President or the Executive Director.

**Section 3. Notice.** Notice of a meeting shall be mailed or emailed to members no less than ten (10) days before the date on which the meeting is to be held. Notices shall be sent to the members' last known address as they appear on the membership list of the Association. Such notices may be inserted into or printed within Association publications mailed to the members. All notices shall state the date, time and place of the meeting and shall also state the general nature of the business to be transacted.

**Section 4. Quorum.** A quorum shall consist of five (5%) percent of the voting eligible membership, who may be present in person, or represented by proxy. A quorum must be present for the conduct of Association business.

### **ARTICLE IV: BOARD OF DIRECTORS**

**Section 1. General Powers.** The Board of Directors shall manage the affairs of the organization.

**Section 2. Number, Tenure and Qualification.** The Board shall consist of no less than three (3) nor more than eleven (11) members. Directors shall be elected or re-elected, as their terms expire, by the members at the annual meeting of members. The term of service for a Director shall be two years. Directors may be nominated and re-elected by the members to serve up to four consecutive two-year terms, or 8 years, subject to a Director being named an officer, which could result in a longer term of service as Director if the Director's service resulted in election as an officer to the Corporation. The immediate Past President automatically becomes a director for one additional two-year term following completion of his/her term of office. All directors must be members of the Association, however to avoid any appearance of conflict of interest, the President or Vice President should not be a vendor member. The four two-year term limits for Directors shall take effect in 2013 for each then serving Director which limit shall be the addition of the then serving Director's prior service subtracted from the term limits of 8 years, subject to reelection as provided herein.

**Section 3. Organizational Meeting.** The annual organizational meeting of the Board shall be held at a time and place designated by the Board.

**Section 4. Regular Meetings.** In addition to the annual organizational meeting of the Board, the Board may, by resolution, establish the time and place for holding additional regular

meetings. Further notice of such meetings shall not be required. Otherwise, all regular meetings of the Board shall be held at the geographic location designated by the President.

**Section 5. Special Meetings.** Special meetings of the Board may be called by or at the request of the President or any two (2) directors. Such meetings shall be held at such place as the directors may determine. A telephone or internet conference call can serve as a Special Meeting under this Section. A director shall receive no less than five (5) days advance notice of a special meeting, which shall state the time, date and place of the meeting and the business to be transacted.

**Section 6. Quorum.** A quorum shall consist of a simple majority of the Board. A quorum shall be required for the transaction of any business of the Association.

**Section 7. Waiver of Notice.** The attendance of a director at a meeting shall constitute a waiver of notice of such meeting.

**Section 8. Board Decisions, Proxies.** The act of a simple majority of the directors present at a meeting at which a quorum is present shall constitute a valid and binding act of the Association. A director may vote in person or by proxy.

**Section 9. Vacancies.** Any vacancy may be filled by the Board until the next Annual Meeting election.

## ARTICLE V: OFFICERS

**Section 1. Officers.** The officers of the Association shall be a President, a Vice-President (President Elect), a Secretary and a Treasurer (or an individual serving as both secretary and treasurer). Each officer shall be nominated from the then slate of Directors and elected by the Board at the annual organizational meeting of the Board and shall hold office for two (2) years or until his or her successor is elected and installed. The Board may appoint such other officers as it may from time to time determine to be advisable or desirable. The Board shall assure a succession of officers as needed to achieve the goals of the Association. The elected officers shall remain Directors of the corporation so long as the officer is progressing through the Vice-President (President Elect)/ President/Past President track.

**Section 2. Powers and Duties.** The officers shall have such powers and shall perform such duties as may from time to time be delegated by a resolution of the Board as well as those traditionally performed by officers of not-for-profit corporations.

**Section 3. Removal.** Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Association would be served.

**Section 4. Vacancy.** A vacancy in any office, arising for any reason, whatsoever, shall be filled by the Board.

## ARTICLE VI: EXECUTIVE DIRECTOR

**Section 1. Independent Contractor.** The Association, through its Board, shall enter into an independent contractor agreement with an individual who shall serve as the Association's Executive Director. The duties and responsibilities of the Executive Director shall be detailed in

the independent contractor agreement with the Executive Director.

**Section 2. Duration.** The Executive Director for the Association shall serve year to year to be renewed by the Board annually at the annual convention Board meeting and work closely with the President as well as the Board to advance the objectives of this non-profit corporation.

## **ARTICLE VII: COMMITTEES**

The Board may form any committee the Board deems necessary or advisable, consisting of such number of members and with such powers as the Board shall designate. Such committee shall continue in existence until the Board-decides otherwise. The President shall appoint the members of each committee and shall serve as an ex-officio member of each committee.

## **ARTICLE VIII: CONTRACTS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** The Board may authorize any officer(s), Executive Director or agent(s) of the Association to enter into any contract and to execute and deliver any instrument in the name of and on behalf of the Association. Such grant(s) of authority may be general or may be limited to a specific circumstance

(a) Every contract entered into exceeding \$5,000 in value, and any loans or other evidence of indebtedness, issued in the name of or on behalf of the Corporation must be authorized or ratified by a resolution of the Board of Directors.

(b) Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness issued in the name of the Corporation and all contracts, deeds, mortgages, and other instruments executed in the name of and on behalf of the Corporation must be executed and attested by such Officer or Officers, or agent or agents, of the Corporation and in such manner as shall periodically be determined by resolution of the Board of Directors.

**Section 2. Checks.** All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation must be signed by the Executive Director who has been given signatory authority by the Board of Directors for all amounts that do not exceed \$5,000. For all checks, drafts of other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the Corporation that exceed \$5,000 must be signed by the Executive Director and countersigned by the President or by the Treasurer of the corporation.

**Section 3. Deposits.** All the funds of the Association shall be deposited in Association accounts in such banks, brokerage firms or, other depositories, as the Board shall from time to time select.

**Section 4. Distribution upon Liquidation.** Upon liquidation of the Association, for any reason whatsoever, all assets of the Association shall be distributed to a qualified 501(c)(3) or (c)(6) organization having a similar purpose.

### **ARTICLE IX: BOOKS AND RECORDS**

The Association shall keep books and records of account and shall also keep Minutes of the proceedings of its members, Board and committees. All such records, including a list of its members, shall be kept at its principal office. The Associations books and records, in the broadest sense, shall be open to inspection by any member entitled to vote, or his duly authorized agent or attorney, for any proper purpose during normal business hours, upon 30 days' notice and subject to non-interference with the Association's business.

### **ARTICLE X: DUES**

**Section 1. Annual Dues.** The Board shall determine the amount of annual dues payable by members and shall give appropriate notice to the members.

**Section 2. Payment of Dues.** Dues will be assessed annually on the month the completed application is accepted. Dues will be payable each subsequent year in advance of the first day of the same month. A member whose dues are three months in arrears shall no longer be a member in good standing.

### **ARTICLE XI: FISCAL YEAR**

The fiscal year of the Association shall commence on January 1 of each year, except in the year of incorporation, in which case it shall commence on the date the Association's Certificate of Incorporation was filed.

### **ARTICLE XII: UNAUTHORIZED USE**

Unless authorized by the Board, no person, group, entity or association shall utilize, display or in any manner capitalize upon the Association's reputation, name, insignia or any abbreviation or simulation thereof.

### **ARTICLE XII: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each Director, Officer, and Executive Director of the Association shall be indemnified and held harmless against any and all claims and liabilities to which he shall become subject, to the extent permitted by law, by reason of serving or having served as an officer or director, whether such claim arises from an assertion that said officer or director acted, failed to act or acted negligently. The Association shall reimburse each officer and director for all legal expenses reasonably incurred in connection with any such claim or liability. An officer or director shall not, however, be indemnified or held harmless and shall not receive reimbursement for legal expenses arising out of his or her own willful misconduct, gross negligence or intentional tort.

**ARTICLE XIII: COMPENSATION**

No member of the Board or officer shall be paid a salary for his or her service in such capacity. The Board may authorize the reimbursement of reasonable expenses incurred by an officer or director in furtherance of the Association's business. The Board may waive the dues and/or fees of members or Directors in exchange for volunteer services rendered to the Association. If the Board retains an Executive Director to manage the affairs of the Association, such individual shall be hired as an independent contractor. The amount paid such individual shall be negotiated by the President and approved by the Board.

**ARTICLE XIV: AMENDMENT OF BYLAWS**

These Bylaws may be amended, repealed or re-stated, in full or in part, by a majority vote of the Board.

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