

# **Bylaws of the San Francisco Bay Area Chapter of the American Helicopter Society**

Originated July 1995

Revised April 3, 2013

## **Article I Name**

This organization is named AHS International (AHS) San Francisco Bay Area Chapter (SFBAC).

## **Article II Purpose**

The purpose of AHS International is to engage in educational and scientific activities, consistent with the non-profit requirements of section 501(c)(3) of the U.S. Internal Revenue Code, that advance the theory and practices of the science of vertical flight aircraft.

The AHS SFBAC seeks to support this by promoting vertical flight technology within its geographic area through:

- A. Sponsor events to provide the local members with an opportunity to listen to speakers on a variety of topics in the field of vertical flight and to meet and interact with fellow AHS members.
- B. Join together members of diverse backgrounds, including engineers, pilots, technicians, educators, students, and operators who all have a common interest in rotorcraft and VSTOL technology.
- C. Provide the Lichten technical paper competition as a means for younger members to gain experience and visibility in the field.
- D. Provide an Awards Program to recognize local members for their achievements in the field of vertical flight.

## **Article III Membership**

A. Any individual residing in California (93900-96099), Oregon, Nevada (89400-89899), Colorado, or Washington is eligible for membership in the AHS SFBAC.

B. No membership fees or dues shall be assessed by the Chapter. Members are responsible for fees and dues as required by AHS International.

C. Both members and nonmembers are welcome at events sponsored by the AHS SFBAC; however, cost of participation may depend on membership status, as dictated by AHS International.

#### **Article IV President and Vice President**

A. The President of the AHS SFBAC represents the local chapter in all official activities. He or she calls for and presides at Board Meetings and general meetings.

B. In the event that the President is absent, the Vice President shall assume the President's responsibilities. If the Vice President is also absent, then another Board member shall be appointed to assume the president's responsibilities.

#### **Article V Board of Directors**

A. The Board of Directors is elected from membership of the SFBAC. (Terms of office and elections are described in Articles VII and IX respectively)

B. The positions on the Board of Directors are recommended to include: - President – Vice President - Secretary/Treasurer – Arrangements Chair - Technical Chair - Publicity Chair - Membership Chair - Community Outreach Chair – Member-at-Large. The duties of each of the member of the Board of Directors are described in Attachment A.

C. The Board of Directors may form committees which may include individuals not on the Board. Examples are - Awards Committee - Technical Specialists' Meeting Coordinators – Community Outreach Committee - Bylaws Amendment Committee.

#### **Article VI Board Meetings**

A. Board Meetings are generally called by the President; however, any member of the Board may call a Board Meeting.

B. Board Meetings shall be presided over by the President or the Vice President in the President's absence. If the President and the Vice President are not present another board member shall be appointed to preside.

C. Minutes from the Board Meetings shall be prepared by the Secretary/ Treasurer and then distributed to the Board. If the Secretary/Treasurer is absent, then another Board Member should assume these responsibilities.

## **Article VII Terms of Office**

A. Each member of the Board of Directors is elected for a one year term beginning approximately August 1<sup>st</sup>.

B. In the event that a position is vacated mid-term, the Board must either a) reassign the duties to other Board Members who are willing and able to do them, or b) nominate a replacement from the general membership who will be confirmed by a vote of the Board.

## **Article VIII Advisory Board**

A. The Advisory Board serves to provide counsel to the President and Board of Directors as required.

B. The members of the Advisory Board are chosen by the Advisory Board Chair. It is recommended that 3-6 individuals from the local membership be chosen with representation from the Army, NASA and industry, if possible.

C. The Advisory Board reviews the nominations for the local chapter Awards Program and provides recommendations to the Board of Directors for the recipients of those awards.

D. The Chair of the Advisory Board is the President from the previous year's Board of Directors.

E. If the Previous President is not willing or able to serve in this position, then the Board of Directors must choose another Chair.

F. The Advisory Board meets with the President mid-year to form the Nominating Committee for the next year's board as described below.

## **Article IX Elections**

A. The Nominating Committee consists of the Advisory Board and the current President. It is recommended that they convene in Spring to nominate individuals from the SFBAC for positions on the Board of Directors for the next year. The committee should strive to nominate members with varied backgrounds and interests in the field of rotorcraft so as to represent the diversity of the local chapter. It is recommended that members from NASA, Army, and industry are represented.

B. The Nominating Committee may solicit nominations from the general membership or handselect the nominees.

C. The Nominating Committee shall provide AHS Headquarters a ballot listing the nominations for distribution to the chapter members. The Western Region Vice President receives the completed ballots from the members and reports the election results to AHS Headquarters.

## **Article X Technical Specialists' Meetings**

A. It is recommended that the chapter host a Technical Specialists' Meeting periodically to provide a technical interchange for AHS members, to provide visibility for the chapter and to raise funds to cover chapter operating costs.

B. The Board shall decide upon the topic of the meeting and select the Conference General Chair. An Administrative Chair, a Technical Chair and an Arrangements Chair shall be chosen jointly by the General Chair and the Board. A conference Treasurer may also be appointed unless the financial duties are managed by the General or Administrative Chair.

C. The Board shall specify to the Conference Chairs the reporting requirements of the planning and financial management of the conference.

D. The Board shall maintain a separate bank account with advance funds provided from the general account for the use by the Conference Planning Committee. This account will be managed by the conference chairs and the Board Secretary/Treasurer.

## **Article XI Quorum**

A. The members present at any general meeting shall constitute a quorum.

B. A majority of the members of the Board of Directors represents a quorum of the Board.

C. The members present at any subcommittee meeting shall constitute a quoru.

## **Article XII: Limitations**

A. The SFBAC will conduct all operations in keeping with the AHS International bylaws.

1. The Chapter may not engage in any activities that offer goods, facilities or services that do not further its tax-exempt purposes.

2. AHS International headquarters has the right to veto changes to the SFBAC bylaws if it deems that the Chapter is operating outside the bounds of the AHS International bylaws.

3. If the Chapter is non-compliant with the requirements set forth in this Article, AHS International headquarters may revoke the charter for the Chapter.

B. The SFBAC will conduct all operations in keeping with requirements of section 501(c)(3) of the IRS Code.

1. No Chapter Directors, Trustees or Officers may receive compensation for discharging their Chapter duties. No part of the earnings of the SFBAC shall inure to the benefit of, or be distributable to, any of its Directors, Trustees or Officers. Payments to other entities of reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax-exempt purposes is allowable.

2. The SFBAC shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. No contributions to political activities are permissible.

3. Notwithstanding any other provision of these articles, the SFBAC shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **Article XIII: Fiscal Year**

The Chapter's fiscal year shall be from January 1 to December 31. The end of the fiscal year report must be submitted to AHS headquarters no later than March 31 each year.

## **Article XII Amendments to the Bylaws**

A. The Board may amend the bylaws by a 2/3 majority vote. Amendments may be based on inputs from the membership or from a Bylaws Amendment Committee.

B. No vote by the general membership is required.

## **ATTACHMENT A**

### Description of the Duties of the Board of Directors

- President
- Vice-President
- Technical Chair
- Secretary/Treasurer
- Arrangements Chair
- Community Outreach Chair
- Membership Chair
- Publicity Chair
- Member at Large

### **President**

#### **Primary Duties**

- I. Hold monthly Board Meetings to coordinate local activities.
- II. Direct the Board members and assist where appropriate to
  - I. a. hold chapter meetings approximately once per month with guest speakers in a lunch, dinner, or seminar format
  - II. b. carry out a local Lichten competition
  - III. c. carry out the local Awards Program and Banquet
  - IV. d. increase membership through local and national drives including special outreach to nongovernment and student members
  - V. e. nominate local members for national awards
  - VI. f. periodically (every 2-3 years) sponsor technical specialists' meetings
  - VII. g. provide community outreach in the local area
  - VIII. h. provide support to the local student chapter
- III. Ensure that chapter objectives are met as outlined in the AHS Strategic Plan and Bylaws through continuation of effective AHS traditional operating procedure and through the introduction of new, innovative means.
- IV. Interface with the Advisory Board for guidance.
- V. Effectively balance the local budget. Offset proceeds from conferences with spending in the following areas:
  - a. \$1000 yearly donation to the Vertical Flight Foundation
  - b. subsidize lunch and dinner meetings and offer student price
  - c. money or supplies contribution to student chapter including seed money for new chapters

- d. membership drives
- e. community outreach
- f. slush fund for coffee and donuts at non-AHS rotorcraft functions
- g. funds for Lichten-related travel
- h. funds for AHS membership meeting travel
- i. give AHS HQ a portion of conference proceeds

### **Secondary Duties**

1. Write a chapter activities report for the Western Region Vice-President upon request in the Fall and Spring
2. Review the AHS SFBAC bylaws and suggest changes as required
3. Assist in the general activities of the chapter
4. Serve on the Nominating Committee to choose the following years' board

### **Dates of Key Events**

August - Organize the first board meeting

Sept. - Ask the Advisory Board Chair to choose members for the Advisory Board per the bylaws.

Sept-Oct: Hold first chapter event, traditionally the Wine Tasting/Eastside School Fundraiser at the Cooper-Garrod Winery in Saratoga

Oct: Have Lichten Chair begin Lichten Competition planning activities, recruiting, flyers (see Technical Director description for key dates)

Mar/April: Join the Advisory Board in determining the following years' board and provide a list of candidates

May: If possible, send one of the membership chairs to the Forum to attend the membership meeting

June: Awards Banquet which is the formal event for the year.

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## **Vice-President**

### **Primary Duties**

- I. Manage the Local Chapter Awards with the assistance of the Awards Nominating Committee (VP, Technical Director, and the Membership Chair):
  - I. recruit nominations for awards
  - II. advertise for awards
  - III. organize and distribute nominations to the AHS Advisory Board for review
  - IV. send acknowledgment mail/email
  - V. present AHS Advisory Board's Award recommendations to the AHS Officer Board for approval
  - VI. inform award winners of their selection
  - VII. manage preparation of framed certificates for the winners, engraving of perpetual plaques, and construction of a lifetime achievement plaque (should that award be given)
  - VIII. manage the awards banquet by selecting site and coordinating award dispersal (with the assistance of the Arrangements Chair)
- II. Assist the President and the Board Members in any of the activities of the chapter

#### **Recommended Dates of Key Events**

Jan. (mid to late): award nominations due to award nominating committee

Feb.: award nominations due to Advisory Committee

March: voting completed and award winners approved by full chapter officer board

June: awards banquet

## **Technical Chair**

### **Primary Duties**

- I. Coordinate activities for Robert L. Lichten Award Competition.
  - I. Encourage SFBAC Chapter Members to participate in competition
  - II. Provide three judges for local/regional event
  - III. Coordinate flyers announcing Lichten activities with Publicity Chair
  - IV. Conduct SFBAC competition in accordance with guidelines in AHS Officers Guide.
  - V. Coordinate with Los Angeles and Arizona Chapters; alternate as hosts of regional competition.

### **Lichten Schedule**

Sept. – Oct.: Call for papers

Nov. – Dec.: Conduct local chapter competition

Dec. – Jan.: Conduct regional competition

Feb.: Regional winner submits paper for national competition (Date determined by AHS headquarters)

- I. Serve on San Francisco Chapter Awards Committee.
  - I. Participate in Awards Program as defined by Awards Committee Guidelines
  - II. Actively encourage members of the rotorcraft community to submit nominations
  - III. Assist in writing letters of notification to all award nominees, their immediate supervisors and the nominators.
  - IV. Assist in writing letters of congratulations to award winners with copies to their first and second levels supervisors
  - V. Update Awards Program as required.

**Recommended Awards Program Schedule:**

Nov. – Dec.: Actively see nominations from members of rotorcraft community.

Jan. (mid to late): All nominations due.

Feb.: Notifications to nominees, supervisors, and nominators.

Feb.: SFBAC Advisory Board makes recommendations.

Mar.: SFBAC Board of Directors votes on Advisory Board recommendations.

Apr. – May: Award winners and two levels of supervisors notified.

May: Award winners and Award's Banquet announced; plaques/certificates printed.

June: Awards Banquet

**Secondary Duties**

- I. Suggest technical presentations, seminars, or round table discussions of interest to Chapter Members and identify potential speakers for lunch or dinner meetings
- II. Assist fellow SFBAC Board Members with general, technical, and membership events.

**Secretary/Treasurer**

**Primary Duties**

- I. Maintain records for the four SFBAC accounts
  - I. a.general checking
  - II. b.general savings
  - III. c.technical checking
  - IV. d.technical savings
- II. Cover costs of SFBAC
  - I. a.reimburse board members for expenses
  - II. b.pay for events
- III. Prepare yearly tax statement per AHS HQ instructions
- IV. Record minutes at board meetings

#### **Secondary Duties**

1. Collect funds at events
2. Assist at events, as necessary

#### **Dates of Key Events**

February - Prepare yearly tax statement and send to AHS Headquarters

July - Transfer signature authority to new officers

### **Arrangements Chair**

#### **Primary Duties**

- I. Make arrangements for events:
  - I. Procure food, beverages and supplies for events run by the Board
  - II. Negotiate with restaurant or other meeting facility - date, time, approximate number of people, and room for event ; menu, table setting, and cost, audio/visual, equipment (including cost).
  - III. Maintain supply of miscellaneous items, including table cloths, serving utensils, bowls and containers, ice buckets, plates, cups, plastic utensils, napkins, paper towels and trash bags.
- II. Provide event details to Publicity Chair so he/she can develop the meeting announcements.
- III. Receive reservations and provide final head count to meeting facility and Treasurer. Collect money for events if collected a week or so before the event. (Otherwise, the Treasurer will collect the money immediately prior to the event at the reservations table.)
- IV. Lead setup and cleanup for events.
- V. Seek reimbursement from Treasurer (or have Treasurer pay restaurant at event).

#### **Secondary Duties**

1. Collect funds at event if Treasurer is not available.

2. If desired, keep information on local restaurants, including phone number, address, conference room sizes, food quality, service, prices, etc..

## **Community Outreach Chair**

### **Primary Duties**

- I. Provide leadership as Chair of the Outreach Program Committee, which consists of the Publicity Chair and the Membership Chair, to achieve the following objectives:
  - I. Promote community awareness, understanding, and appreciation of the benefits of vertical flight.
    1. Speaker's Bureau
    2. National Engineer's Week
  - II. Strive to make positive contributions to the San Francisco Bay Area Community.
    1. Teacher Grants, Student Essay Contest
    2. Ames Aerospace Encounter
  - III. Serve as a means by which interaction with the San Francisco Bay Area community can take place for mutual benefit.
    1. Silicon Valley Engineering Council (SVEC)
    2. Provide Curriculum Supplements to the Teacher Resource Center
    3. Eastside College Prep

### **Secondary Duties**

1. Draft articles for Vertiflite, Astrogram on Local Chapter Events
2. Assist in the general activities of the chapter

### **Dates of Key Events**

August to December - Develop a proposal for at least one significant contribution to the San Francisco Bay Area Community that promotes community awareness, understanding, and appreciation of the benefits of vertical flight. Have proposal ratified by the entire board, along with estimated costs to the local chapter.

January to March - Implement the ratified proposal.

April to June - Encourage appropriate publicity of the contributions, including drafting articles for Vertiflite and the Astrogram.

## **Membership Chair**

## **Primary Duties**

- I. Provide leadership as Chair of the Outreach Program Committee, which consists of the Publicity Chair and the Membership Chair, to achieve the following objectives:
  - I. Promote community awareness, understanding, and appreciation of the benefits of vertical flight.
    1. Speaker's Bureau
    2. National Engineer's Week
  - II. Strive to make positive contributions to the San Francisco Bay Area Community.
    1. Teacher Grants, Student Essay Contest
    2. Ames Aerospace Encounter
  - III. Serve as a means by which interaction with the San Francisco Bay Area community can take place for mutual benefit.
    1. Silicon Valley Engineering Council (SVEC)
    2. Provide Curriculum Supplements to the Teacher Resource Center
    3. Eastside College Prep

## **Secondary Duties**

1. Draft articles for Vertiflite, Astrogram on Local Chapter Events
2. Assist in the general activities of the chapter

## **Dates of Key Events**

August to December - Develop a proposal for at least one significant contribution to the San Francisco Bay Area Community that promotes community awareness, understanding, and appreciation of the benefits of vertical flight. Have proposal ratified by the entire board, along with estimated costs to the local chapter.

January to March - Implement the ratified proposal.

April to June - Encourage appropriate publicity of the contributions, including drafting articles for Vertiflite and the Astrogram.

## **Publicity Chair**

### **Primary Duties**

- I. Inform Members of all upcoming activities:
  - I. Work with other board members (usually the Arrangements Chair) to prepare flyers.
  - II. Send flyers to AHS HQ and Chapter members.
  - III. Email final event announcement to membership approximately one week prior to reservation deadline (or event date if no reservation is required).
- II. Maintain chapter e-mail list.
- III. Arrange gifts for speakers and other worthies.

## **Secondary Duties**

1. Maintain supplies of gifts, pamphlets, stationery, etc.
2. Assist in the general activities of the chapter.

## **Member at Large**

## **Primary Duties**

- I. Inform members of all upcoming activities.
- II. Assist in the general activities of the chapter.

## **ATTACHMENT B**

General calendar of events

August - First board meeting

September - Form Advisory Board

- Initiate Lichten Award Call for Papers

September/October - Hold new board year chapter event, traditionally the Wine Tasting/Eastside School Fundraiser at the Cooper-Garrod Winery in Saratoga

November/December - Conduct local Lichten award competition - Call for nominations for Chapter Awards (deadline in mid to late January)

December/January - Arrange and conduct Lichten Award regional competition (with Arizona and L.A. chapters)

February - Lichten Award regional winner paper submitted by Regional V.P.; date determined by AHS Headquarters

- Notifications of chapter award nominations sent to nominees and supervisors

- SFBAC Awards Committee (Advisory board and president) meet and make recommendations

- Prepare yearly tax statement and send to AHS Headquarters

March - SFBAC Board makes final awards decisions

March/April - Seek nominations for next year's board members

April/May - Chapter award winners and two levels of supervisors notified

May - Chapter award winners and banquet announced

- Plaques/certificates printed

- AHS Forum – if possible, send one board member to the AHS Forum to attend membership meeting

June - Chapter Awards Banquet held

July - Transfer signature authority for Chapter bank accounts to incoming Secretary/Treasurer and President

## **ATTACHMENT C**

### Suggestions

- 1) Upon taking office, the Advisory Board and Board should consider nominating a local chapter member for the Nikolsky Honorary Lectureship. Applications are due each year on September 15.
- 2) The Membership Chair should begin a membership drive in the Fall in order to be competitive with the national membership drive which runs from April 1 to March 30 of the following year. They should use innovative strategies and enlist the help of the whole Board to recruit new members. Special effort should be made to seek out off base membership, both individual and corporate.
- 3) Survey the membership for their ideas and inputs on the activities they would like to have.
- 4) Donate \$1000 annually to the Vertical Flight Foundation.
- 5) If a conference is held during the year, contribute a portion of the proceeds to AHS Headquarters.
- 6) Consider having a panel discussion as one event during the year.
- 7) Have periodic seminars (such as bi-monthly) of rotorcraft activities at Ames to complement the normal lunch and dinner meetings.
- 8) Provide a complimentary membership to the NASA Ames Center Director or send him/her flyers for the local events.
- 9) Consider making a small amount of money (i.e. \$100/year) available to supply refreshments for rotorcraft meetings at Ames. This sponsorship by the AHS local chapter shows good will toward visitors, provides publicity, and fosters an integrated rotorcraft community.
- 10) Consider opening the nomination process for the next year's Board to the general membership to reflect a more democratic process. A flyer would need to be sent out at the beginning of the calendar year in which people can nominate themselves or others for a position on the Board. The Advisory Board would then review the nominations, suggest Board positions if required, and create the ballot.
- 11) Donate \$500 annually to the Hiller Aviation Museum or the American Helicopter Museum and Education Center.