

# Bylaws of the Cirrus Owners and Pilots Association

Restated September 4, 2017

As amended July 19, 2020 (most recently amended text in red)

## Article I - Definitions

- "COPA" shall mean the Cirrus Owners and Pilots Association a 501(c)(7) not-for-profit corporation pursuant to the IRC.
- "Bylaws" shall mean the current Bylaws of COPA, as amended.
- "Cirrus" (independent of the words "...Owners and Pilots Association") shall mean Cirrus Design Corporation dba Cirrus Aircraft, the aircraft manufacturer.
- "Member" is someone who meets the qualifications for membership in Section 3.1.
- The "Board" shall mean the Board of Directors of COPA.
- "Director" shall mean any individual serving on the Board, in any capacity, whether by election or appointment.
- "Executive Committee" shall mean those Officers serving in those positions designated by these Bylaws, or as modified by the Board.
- "Executive Director" shall mean the Executive Director of COPA, if and when such a position is created and filled by the Board.
- "Foundation" shall mean the COPA Safety & Education Foundation, a 501(c)(3) non-profit corporation pursuant to the IRC.
- "IRC" shall mean the United States Internal Revenue Code of 1986, as amended.
- "Honorary Member" shall mean any person or entity designated by the Board as having a ceremonial, non-voting membership in COPA without the need to pay any dues.
- "Officer" is defined in Section 5.1.
- "Statutes" shall mean the statutes which govern corporations in the state where COPA is legally domiciled. As of the time of these Bylaws, COPA is domiciled in Minnesota, and "Statutes" shall mean Chapter 317A, Minnesota Nonprofit Corporation Act, as amended.
- "Training LLC" shall mean the COPA Training Foundation, LLC (a wholly owned entity of the Foundation).
- "Trustee" shall mean any individual serving as a Trustee of the Foundation, whether by election or appointment.

## **Article II - Mission Statement**

The mission of COPA is to educate, promote the safety of, and support the owners, pilots, and those interested in aircraft manufactured by Cirrus, to encourage ownership of the same, to promote goodwill toward the general aviation community, and to provide social activities for its Members.

### **Article III – Membership and Member Meetings**

**3.1 Qualifications.** Any natural person who agrees to abide by the policies of COPA and pays the required dues can become a Member. Membership shall be for a specific period of time as established by the Board, after which it expires and requires a renewal to maintain membership. The Board may amend new Member and renewal process, as well as membership policies, from time to time.

**3.2 Dues.** The Board shall establish membership dues for Members, which may, at the Board's discretion, include discounts for referrals, pre-payment of multiple years, or for lifetime membership. The Board may also create special categories of Members, such as Honorary Members, who do not pay dues.

**3.3 Good Standing.** A Member is in good standing provided that:

- a. They have not resigned; and
- b. Their membership has not been terminated, suspended, or revoked.

**3.4 Termination.** Any Member who fails to renew their membership within 30 days after its expiration, or fails to agree to abide by COPA policies at the time of renewal, shall have their membership terminated. Terminated Members may have their membership reinstated retroactive to their renewal date if they pay their dues and agree to abide by the policies of COPA less than one year after their latest renewal date.

**3.5 Suspension.** The Board or the Executive Committee may suspend, for a period not to exceed 90 days, any or all of a Member's privileges except their subscription to COPA publications. Grounds for suspension are limited to:

- a) non-compliance with COPA policies; and/or
- b) improper conduct so severe that it threatens the integrity of COPA or the wellbeing of its Members.

Suspensions may be lifted by the suspending authority if the conduct is corrected prior to the expiration of the suspension period. No member may be suspended more than once per 12-month period nor more than twice in a 36-month period. Pending a vote of the Board or Executive Committee, the President may restrict a Member's access to COPA's online forums if urgent circumstances exist. If suspended, that Member shall be notified of the reasons with reasonable detail.

**3.6 Revocation.** A Membership may be permanently revoked by the Board for the same grounds as a Suspension, under the following procedures:

- a. Prior to being considered for Revocation, the Member must have first received a Suspension and been provided the opportunity to correct their conduct. This requirement is waived if the Member has already received a Suspension for other conduct so as to make them ineligible for a new Suspension.
- b. Any two Board members may jointly request the President to consider a Revocation, which shall state in reasonable detail the grounds for such Revocation.
- c. The President placed the matter on the agenda of the first Board meeting that is at least 60 days after the request.
- d. The Member who is the subject of the potential Revocation shall be notified of the stated reasons for the matter not less than 30 days prior to the Board meeting, and may submit written arguments against such a Revocation within 10 days of the notice.
- e. A vote of at least two-thirds of the Directors present and voting are required to Revoke a person's membership.
- f. If revoked, that Member may not reapply for membership unless revocation is lifted by the Board.

3.7 Annual Meeting. At least once per calendar year on a date and at a location specified by the Board, there shall be a single Annual Meeting open to all Members. The Secretary shall give notice of the Annual Meeting shall be given at least 90 days prior to the date held, which may be provided by any of the following means: electronic mail; first-class mail; publication in Cirrus Pilot magazine; or posting on the COPA website. The Notice shall state: a) the date, time, and location of the meeting; b) procedures for placing any new business on the agenda; c) procedures for nominations of Director candidates by Members; and d) a sample proxy. A quorum of an Annual Meeting shall be 50 Members in good standing, either in person or by proxy. In the event a quorum is not met, no new business may be voted upon except the election of Directors, should such an election be held pursuant to Section 4.16. Meetings shall be conducted according to Robert's Rules of Order unless superseded by these Bylaws or the Statutes.

3.8 Business at the Annual Meeting. The Annual Meeting shall conduct any unfinished business from the prior Annual Meeting, in addition to new business introduced under the following procedure:

- a. The Board may place any item on the Annual Meeting agenda.
- b. Additionally, a petition by at least 10 Members in good standing may place any item on the Annual Meeting agenda, provided such a

petition is submitted to the President at least 30 days in advance of the Annual Meeting.

- c. Any new business items on the Annual Meeting agenda shall either be included in the Annual Meeting notice, or if such notice has already been given, those items shall be posted on the COPA website for viewing by Members, not less than 10 days prior to the meeting.

3.9 Voting at Annual Meeting. Any votes required at the Annual Meeting shall be made either by the Members present or by proxy, using a form adopted by the Board. All proxies must designate a specific Member who will vote the proxy (and may list an alternate). No Member may cast more than five (5) votes at the meeting (their own vote plus up to four (4) proxies held by them).

3.10 Authority of Members at Annual Meeting. The Members shall have no more and no less authority than is granted to them under the Statutes in effect at that time. Any new business must be on matters permitted within the Members' authority under those Statutes.

3.11 Special Meetings. A Special Meeting of the Members may be called by the Board, or upon the Petition of at least 2% of the Members. Any voting at a Special Meeting shall be conducted in accordance with that at an Annual Meeting, and pursuant to the Statutes.

## **Article IV – Directors, Nominations, and Elections**

**4.1 Directors and Authority.** COPA shall be governed by a Board of Directors, which shall have the full authority to manage COPA and to take any actions which are not otherwise expressly reserved for the Members under the Statutes or these Bylaws. The Board may delegate any duties unless they are designated as non-delegable by the Statutes.

**4.2 Qualifications.** Any Member in good standing is eligible to serve on the Board, except that those who served on the Nominating Committee may not seek election as a Director in the same year.

**4.3. Board Meetings.** The Board shall meet, in person or via real-time audio/video conference, at least 4 times per year. Meetings may be called by the President or by 40% of the Directors. At least 10 days' notice shall be given for any meeting, which may be electronic means reasonably assured to reach all Directors, unless such notice is subsequently waived. A quorum of the Board shall consist of at least 2/3 of the Directors positions filled. Meetings shall be conducted according to Robert's Rules of Order unless superseded by these Bylaws or the Statutes.

**4.4 Action without Meeting.** Any action by the Board of Directors without a meeting may be approved by a majority of the Directors then on the Board by electronic means, provided that: 1) The text of the motion or resolution for adoption is distributed to all Directors by electronic means at least seven (7) days before the end of the tabulation of voting; and 2) No more than one (1) Director votes to oppose said motion or resolution.

**4.5 Compensation and Expenses.** Directors shall not be compensated for their services on the Board. If a Director performs services to COPA that COPA would otherwise pay non-Directors to perform, that Director may be compensated at a rate that is intrinsically fair to COPA as determined by the Board. Directors may be reimbursed for out-of-pocket expenses incurred in direct performance of their duties, in accordance with the Board's reimbursement policy in effect at that time.

**4.6 Conflicts of Interest.** The Board shall develop and periodically review a Conflict of Interest Policy that is consistent with similar 501(c)7 organizations. All Directors, Officers, and staff must agree to adhere by such policy, as revised.

4.7 Size and Composition. There shall be 10 Directors on the Board, which may be reduced to not less than 7 or expanded to not more than 15 Directors by a 2/3 vote of the Board. Any reductions shall take place by normal expiration of terms unless any Director(s) are removed pursuant to these Bylaws. At least 1 Director ~~must reside outside of North America, and~~ shall be referred to as an International Director(s).

4.8 Term, Term Limits, and Overlap. Directors shall be elected for a 2-year term, and may serve for up to 3 consecutive terms. If a Director has been elected to the office of President or President-elect, they may serve 1 additional term for a total of 4 consecutive terms. A Director who is appointed to serve out the remaining term of another Director shall be considered as having served the other's "term" if the appointment is more than 1 year from its expiration. Director terms shall be staggered so that no more than 60% of the Directors will be up for election each year.

4.9 Removal. A Director may be removed for any reason, with or without cause, by either a:

- a. 2/3 vote of the Board; or
- b. 2/3 vote of Members present and voting at any Annual or Special Meeting.

4.10 Vacancy. If one or more vacancies occur on the Board any reason other than the expiration of a Director's term, the Board shall appoint replacement Director(s) to fill those unexpired term(s).

4.11 Nominating Committee. Not less than 150 days before the Annual Meeting, the President shall appoint a Nominating Committee who shall recruit prospective Directors and review their skills and attributes. If the President fails to make this appointment, the Vice President shall do so not less than 140 days before the Annual Meeting. The Nominating Committee shall consist of at least 5 Members, none of whom are current Directors. No more than 3 of the Members of the Nominating Committee shall have served on the preceding year's committee. The Nominating Committee shall select its own Chairman, who reports to the Board. The Chairman, upon being selected, shall announce the search for Director candidates on the COPA website.

4.12 Nominations by Nominating Committee. Within 45 days after being appointed, the Nominating Committee shall nominate a slate of Director candidates equal to the number of expiring terms on the Board. If the term for one or more

International Directors is expiring, those nomination(s) shall be made separately from all others. The report of those nominated shall be delivered to the Board in alphabetical order, with no distinction for incumbent Directors seeking re-election. The Chairman of the Nominating Committee shall post this report on the COPA website the not less than 90 days prior to the Annual Meeting.

4.13 Nominations by Members. At least 60 days prior to the Annual Meeting, any Member in good standing may submit a Petition to nominate themselves as a candidate for the Board. The Petition must be endorsed by at least 10 Members in good standing, and shall include the endorsees' name, COPA username, and signature (which may be electronic). No endorsee may endorse more than one candidate in any given election cycle. Petition(s) may be posted on the COPA website or submitted to the Chairman of the Nominating Committee, who shall coordinate with COPA staff to verify the Petition(s).

4.14 Elections. If no Petitions for Nomination are received 60 days before the Annual Meeting, the candidates submitted by the Nominating Committee are deemed elected. If at least one Petition is verified, and if those Petition(s) cause the number of candidates for either the International Director(s) or all other Directors to exceed those whose terms are expiring, then the Nominating Committee shall then function as the Election Committee and hold elections for Directors pursuant to the provisions below.



4.15 Balloting and Results. The Election Committee shall contract with an outside company experienced in association elections, which shall be conducted by electronic secret balloting. Balloting shall be by a secure method that ensures all Members are provided at least a 10-day period in which to cast a single ballot. The ballot shall not permit write-in candidates. Each ballot shall allow for cumulative voting, meaning that each Member shall be entitled to cast the exact number of votes as the number of Director terms expiring. Votes may be cast all for one candidate or among more than one candidate. If necessary, a separate election on the ballot shall be held for the International Director candidates and those votes calculated separately. Those candidates receiving the highest number of votes, equal to the number of expiring terms, shall be elected. The Election Committee shall ensure that all balloting is completed not later than 15 days prior to the Annual Meeting. The Chairman of the Election Committee shall certify the election results and provide them to the Board and post the results on the COPA website forthwith.

4.16 Director Elections at Annual Meeting. If the Nominating Committee fails to: a) submit its report at least 75 days prior to the Annual Meeting; or b) nominate a number of candidates equal to the number of expiring Director terms, then the Nominating Committee shall be suspended for that year and all Director elections shall take place at the Annual Meeting. If elections are held at the Annual Meeting, any Member in good standing may nominate themselves as a candidate. Secret paper balloting shall be used in accordance with the same procedures and vote calculations as would have been used in electronic balloting.

4.17 Commencement of Term and Transition. All Directors duly elected shall commence their term immediately following the Annual Meeting. The first Board meeting following the Annual Meeting shall request in attendance the former Directors whose terms have just expired, but those former Directors shall be non-voting.

## **Article V – Officers and Management**

**5.1 Officers.** The Board shall elect Officers to carry out certain duties. The following Officers shall be elected:

**a) President.**

- Serves as the Chief Executive Officer of COPA, and shall have the general authority to conduct business, supervise staff, and manage COPA's affairs as is usually vested in the office of President of other similarly-sized 501(c)7 associations;
- Ensure that the orders, resolutions, and directives of the Board are carried into effect;
- Execute contracts on behalf of COPA;
- Is the official spokesperson of COPA;
- Presides at all Executive Committee, Board, and Member meetings, and may cast a vote at the same;
- Serve as a non-voting, ex-officio member of all COPA committees (except the Nominating Committee);
- Authorize expenditures in an amount determined by the Board;
- Determines which functions should be delegated to be performed by others.
- Give a reasonably detailed report to the Members at the Annual Meeting of COPA's activities over the past year, including significant decisions of the Board, which shall be included in the minutes and posted on the COPA website;
- Additional duties as designated by the Board.

**b) Vice President.**

- Perform the duties of the President during any period of incapacity, unavailability via phone and email for more than 72 hours, or vacancy;
- Additional duties as designated by the President or the Board.

**c) Secretary.**

- Records minutes of all Executive Committee, Board, and Member meetings;
- Give official notice of COPA meetings;
- Perform the duties of the President during any period of incapacity, unavailability via phone and email for more than 72 hours, or vacancy of the President and Vice President;
- Additional duties as designated by the President or the Board.

**d) Treasurer.**

- Shall have primary custody of COPA's funds and securities;
- Maintain or oversee a full and accurate accounting of all COPA financial accounts, including receipts and disbursements;
- Prepare or oversee annual budgets and tax returns;  
*Note: The above duties may be carried out by staff or outside professionals provided the Treasurer exercises reasonable supervision over their activities*
- Report to the Board on a quarterly basis the financial status of COPA including significant activities.
- Give a reasonably detailed report to the Members at the Annual Meeting of COPA's financial operations and condition over the past year, which shall be included in the minutes and posted on the COPA website;
- Authorize expenditures in an amount determined by the Board
- Perform the duties of the President during any period of incapacity, unavailability via phone and email for more than 72 hours, or vacancy of the President, Vice President, and Secretary;
- Additional duties as designated by the President or the Board.

**e) Immediate Past President.**

- Serves as a non-voting, ex-officio member of the Board of Directors and the Executive Committee, but shall not count for purposes of a quorum;
- Perform the duties of the President during any period of incapacity, unavailability via phone and email for more than 72 hours, or vacancy of the President, Vice President, Secretary and Treasurer.

**f) Other Officers.** The Board may create or eliminate other Officer positions, and define their duties, from time to time as the need arises.

5.2 Qualifications. All Officers shall be Members in good standing. The President and President-elect shall also be current Directors.

5.3 Officer Terms. All Officers except the President shall be elected to serve a term of 1 year. The President shall be elected for a term not to exceed the shorter of: a) 3 years; or b) the time remaining on their term(s) as a Director, assuming they were subsequently elected to all eligible consecutive terms permitted under Article IV.

5.4 Continuity and President-elect. One year prior to the expiration of the President's current term, the Board shall elect a President-elect so as to promote continuity and orderly succession planning of the office. The President-elect shall automatically assume the office of President upon the expiration of the current President's term. The newly installed President shall then serve the same length of term as outlined in Section 5.3 above. The office of President-elect has no specific authority or duties other than transitional planning, and to serve on the Executive Committee. The President-elect may not serve in any other office at that time.

5.4 Removal. Any Officer may be removed from office by a majority vote of the Board, for any reason with or without cause. Removal as an Officer does not remove that person as Director, which requires a separate action pursuant to Section 4.9 above.

5.5 Vacancy. In the event of a vacancy in any Office for any reason, the Board shall elect a replacement at the earliest possible opportunity.

5.6 Executive Committee. So long as Board has at least 7 members, the Offices listed in Section 5.1 a) through e) (plus the President-elect, if that position is currently filled) shall constitute the Executive Committee of COPA. The Executive Committee shall have all the powers of the Board of Directors necessary to transact business in between meetings, except those specifically prohibited in Section 5.7. Actions taken by the Executive Committee shall be promptly reported to the Board. The Board may expand or contract the duties of the Executive Committee, and may overrule any of their actions. A quorum of the Executive Committee shall be 75% and any action requires a majority of those present.

5.7 Limitations of the Executive Committee. The Executive Committee has no authority to:

- Amend the Bylaws;
- Pledge or convey any funds or asset of COPA which exceed 2.5% of COPA's annual budget;
- Elect, appoint, or remove Directors or Officers;
- Change the number of Directors;
- Revoke a Member's membership;
- Alter their own limitations of authority under this Section.

## **Article VI – Committees**

**6.1 Committees in General.** The Board has the authority to create or eliminate one or more temporary or Standing Committees to facilitate certain goals and/or activities. Committee members shall be appointed by the President, except for the Chairmen of Standing Committees in Section 6.3, which shall be appointed by the Board.

**6.2 Budgets.** Those Committees requesting funds from COPA which exceed a pre-determined amount designated by the Board should prepare and submit to the Board for approval their best good faith estimates of income and expenses as soon as possible after formation, or in the case of Standing Committees, no less frequently than annually. If at any time any Committee reasonably expects to be over budget by more than 10% of their original estimates, they shall seek further guidance and approval from the Board.

**6.3 Standing Committees.** As of the time adoption of these Bylaws, the following are Standing Committees which are intended to remain in place until further action by the Board:

- a) **Information Technology Committee.** The Information Technology Committee shall manage the COPA website, electronic Member communications, and COPA's social media presence. They shall continuously reevaluate COPA's IT structure and recommend improvements to the Board as needed.
- b) **Migration Committee.** The Migration Committee shall plan and promote COPA's annual gathering of its Members, including but not limited to coordination with host facilities, airports, and transportation between the two.
- c) **Migration Site Selection Committee.** The Migration Site Selection Committee shall recommend to the Board for approval the locations and facilities for COPA's future annual gatherings. As soon as practical, they shall strive to designate the Migration sites at least two years in advance.
- d) **Nominating Committee.** As specified in Section 4.11.

## **Article VII – Employees and Paid Consultants**

**7.1 Authority in General.** The Board shall hire and retain employees and consultants as needed to implement the directives of the Board and the day-to-day activities of COPA. Compensation shall be reasonable for those in similar positions with other aviation type clubs and other employers in the local area where they are hired. No employee shall be a current Officer or Director of COPA. Employees and paid consultants shall report to the President for routine supervision of their duties, unless delegated otherwise.

**7.2 Executive Director.** If the Board votes to hire an Executive Director of COPA, that person shall supervise all other COPA employees and paid consultants, and implement the directives of the Board consistent with other similarly sized 501(c)7 organizations. The Executive Director shall be a non-voting, ex-officio member of the Board and all committees (except the Nominating Committee), and shall participate in all matters not related to their own employment by COPA.

## **Article VIII – Regions and Regional Governors**

**8.1 Regions.** The Board may establish and revise certain geographic areas into Regions for the purpose of establishing Regional events that benefit Members.

**8.2 Regional Governors.** In consultation with the Board, President shall appoint a Regional Governor to organize and oversee events in their respective Regions. Regional Governors shall serve an indefinite term until a replacement is appointed at the discretion of the President.

**8.3 Regional Support Volunteers.** Regional Governors may designate a team of volunteers to assist them in creating Regional events, including but not limited to Lieutenant Governors and Webmasters. The Board reserves the right to disapprove of any such volunteer designees. Volunteers do not have any authority to spend COPA funds or execute any contracts on behalf of COPA without express authorization of their Regional Governor, whose authority is limited in Section 8.4.

**8.4 Budgets.** Regional events are intended to be revenue-neutral events, supported by fees paid by attendees and/or any sponsorships, with no net expenditure of COPA funds. Should any advance funding be necessary to organize an event, it shall be submitted to either the President or Treasurer for approval, if within their financial authorization limits set by the Board. Any COPA event with an estimated budget exceeding an amount designated by the Board shall be submitted to the Treasurer for pre-approval. As used herein, “budget” shall exclude money paid directly by attendees to third parties, such as hotel rooms, provided COPA is not obligated by such contracts.



## **Article XI – Miscellaneous Provisions**

**9.1 Headquarters and Domicile.** The Board may designate and change its principal executive office, as well as its corporation's state of domicile, from time to time.

**9.2 Restrictions regarding Cirrus Design.** No current Officer, Director or employee (including any independent contractor for longer than one year) of Cirrus Design dba Cirrus Aircraft (including its subsidiaries) shall serve as an Officer, Director, or employee of COPA.

**9.3 Funds and Budgeting.** The Board shall establish limitations of financial expenditure authority for the President, Treasurer, Committees, Regional Governors, and any paid staff, and shall review them annually. No other Directors or Officers are authorized by virtue of those positions to create or approve expenditures, except as expressly delegated by the President, the Treasurer, the Board, or in their capacity as members of committees with approved budgets.

**8.4 Insurance.** COPA shall maintain all forms of insurance required by law, as well as those insurance policies with reasonable limits normally held by similarly sized 501(c)7 organizations. Those insurance policies shall specifically include, but not be limited to:

- a) Directors and Officers Liability Insurance;
- b) General Commercial Liability Insurance;
- c) Fidelity & Crime Insurance; and
- d) Non-owned Aircraft insurance.

**8.5 Indemnification.** COPA shall indemnify its Directors, Officers, and committee members for any liability that arises from the performance of their duties to COPA, with the exclusion of any indemnified parties' actions as an operator of a motor vehicle or crew member of an aircraft.

**8.6 Expense and Revenue Sharing with the Foundation.** If it is cost effective to do so, COPA may share certain expenses (such as staff and insurance coverage) with the Foundation. The Board shall devise a method of allocating shared expenses between the entities on terms intrinsically fair to both entities, and shall coordinate with the Foundation for approval of the same. If any revenue producing activities are conducted jointly by COPA and the Foundation, the same procedure shall be followed.

8.7 Bylaw Amendments. These Bylaws may be amended or restated by either a: a) 2/3 vote of the Board; or b) 3/4 vote of the Members present and voting at any Annual or Special Meeting.