

BYLAWS OF THE BALLOON FEDERATION OF AMERICA

Updated August 28, 2020

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ARTICLE I

NAME AND OFFICES

SECTION 1. NAME. The name of the Federation shall be the **BALLOON FEDERATION OF AMERICA**, and it shall be the Balloon Division of the National Aeronautic Association.

SECTION 2. OFFICES. The Federation shall maintain an office of record at the offices of the National Aeronautic Association. The Federation may have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE II

PURPOSES

The purposes of this Federation shall be as stated in its Articles of Incorporation.

ARTICLE III

MEMBERSHIP

SECTION 1. ACTIVE MEMBERSHIP. Active Federation membership shall be open to anyone interested in the advancement of ballooning and the Federation. Any individual eligible for active membership under these Bylaws may be accepted for membership upon receipt of written or electronic application. The Board of Directors reserves the right to review new member applications as deemed necessary and to approve or reject such by majority vote in accordance with such rules and regulations as may be adopted from time to time by the Board of Directors. Upon admission to membership, each member shall abide by the Bylaws and such other rules and regulations as may be adopted by the Board of Directors as a condition of membership.

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SECTION 2. LIFE MEMBERSHIP. Life membership may be granted upon application to the Board of Directors and payment of required fees. Honorary life membership may be granted to qualified individuals upon recommendation of the Board of Directors. Any member in good standing may propose one or more names of persons to be so honored to the Board of Directors, all proposals to be accompanied by the reasons for such preference in writing. Life members shall have such rights and privileges as the Board of Directors, from time to time, may determine.

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SECTION 3. DURATION OF MEMBERSHIP AND RESIGNATION.

Membership in this Federation may terminate by voluntary withdrawal as provided in these Bylaws or otherwise pursuant to these Bylaws. All rights, privileges and interests of a member in or to the Federation shall cease upon the termination of membership. Any member, by giving written notice of such intention, may withdraw from membership. Failure to pay dues on or before the due date will be interpreted as member's resignation in accordance with Article IV, Section 2 of this document.

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SECTION 4. SUSPENSION AND EXPULSION. Membership in the Federation may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be a violation of these Bylaws or any lawful rule or regulation duly adopted by the Federation, or any other conduct prejudicial to the best interests of the Federation. Complaints against members shall be received by the Board of Directors, and shall be in writing with sufficient documentation to support the complaint. Suspension or expulsion shall be by two-thirds vote of the entire Board of Directors; provided that a statement of the charges shall have been mailed by certified or registered mail to the last recorded address of the member at least fifteen days before final action is to be taken by the Board of Directors. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered. The member shall have the opportunity to appear be heard in person, orally or in writing, not less than 5 days before the effective date of the proposed action and/or to be represented by counsel to present any defense to such charges.

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SECTION 5. VOTING. Voting rights in the Federation shall be held by those members in good standing. Written proxy voting shall be allowed, provided members' proxies are voted by other members from their Region. Each voting member shall have one vote on all matters submitted to the membership, subject to the length of membership requirement in ARTICLE VI, Section 4 of these Bylaws.

Voting Members are as follows: (one vote)

A. BFA Member



B. BFA Family Member

Non-voting Members

A. Corporate, Associate - balloon clubs, libraries, balloon event organizations and other groups

B. Junior Balloonist (ages 13 through 17.)

SECTION 6. MEMBERSHIP CATEGORIES. Special interest categories of membership within the Federation may be established by the Board of Directors as may be convenient or necessary. In so doing, the Board of Directors shall also determine the dues structure, the voting rights and the extent of services and privileges to be provided to participants in any special interest membership category.

SECTION 7. DIVISIONS OF THE BALLOON FEDERATION. The Board of Directors may establish or dissolve Divisions of the Federation whenever the Board deems such action to be in the interests of the Federation, such Divisions are to be composed of members of the Federation with special or other needs or desires consistent with the purposes of the Federation.

Divisions shall adopt Bylaws, establish membership criteria, elect officers, establish and collect dues and have such other rights or responsibilities as the Federation's Board of Directors may establish from time to time. Divisions shall be a part of the Federation, subject to the jurisdiction of the Federation's Board of Directors, and operate in a manner consistent with these Bylaws. The Federation shall only be responsible for activities of Divisions to the extent those activities have been authorized or pre-approved by the Federation's Board of Directors.

SECTION 8. AFFILIATE ORGANIZATIONS. The Board of Directors may grant affiliate status to those balloon clubs and associations with a membership as specified by the Board. The affiliate organizations shall have such privileges, responsibilities of membership, service, and dues structure as are deemed appropriate by the Board of Directors and as are consistent with the purposes of the Federation and its Bylaws. Affiliate status may be withdrawn by the

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Federation Board of Directors whenever it deems such withdrawal to be in the best interest of the Federation. The Federation shall only be responsible for activities of affiliates to the extent those activities have been authorized or pre-approved by the Federation's Board of Directors.

ARTICLE IV

FEES, DUES AND ASSESSMENTS

SECTION 1. DETERMINATION. The annual dues and any fees or assessments and time of payment for members of the Federation shall be determined from time to time by the Board of Directors.

SECTION 2. DUES AND FEES ARREARAGES. Members who fail to pay their fees, dues or assessments within the time they become due shall be so notified by the Secretary or his designee, and, if payment is not then made as directed, without further notice and without hearing, such members shall be moved to an inactive status and may be dropped from the active membership rolls and shall forfeit all rights and privileges of membership; provided, however, that the Board of Directors may by rule prescribe procedures for extending the time for payment of fees, dues and assessments and continuation of membership privileges upon request of the member and upon the showing of good cause.

ARTICLE V

MEETINGS

SECTION 1. ANNUAL. There shall be an Annual Meeting of the Federation held at such date, time and place (in person or through electronic medium) as may be ordered by the Board of Directors, for the receiving of annual reports and the transaction of other business. Motions for consideration by the members shall be received in writing by the Secretary not less than one hundred days prior to the Annual Meeting. Notice of such meeting specifying the business to be transacted shall be electronically transmitted to the last electronic address of each member of the Federation no less than ten days before the time appointed for that meeting. Only members in good standing may speak or vote at the Annual Meeting.

SECTION 2. REGULAR. Regular meetings of the Federation may be held on the call of the Board of Directors. Notice of the time, place and proposed

agenda of the meeting shall be electronically transmitted to the last electronic address of each member of the Federation at least ten days in advance of each meeting.

SECTION 3. SPECIAL. Special meetings of the Federation may be called by the President or the Board of Directors, and shall be called by the President upon the written request of one-third of the active voting members of the Federation. Notice of any special meeting shall be electronically transmitted to the last electronic address of each member of the Federation at least ten days in advance of the meeting, together with a statement of the time, place and proposed agenda of the meeting.

SECTION 4. QUORUM. Ten percent of the voting membership being present in person or by written proxy including the representation of at least one-percent of the members in each Region shall constitute a quorum at meetings of the Federation. In case there be less then this number, annual reports may be received, but no official action may be taken.

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ARTICLE VI

ELECTION PROCEDURES

SECTION 1. POLITICAL REGIONS. The United States shall be divided into six political regions as determined by the Board of Directors and defined in the Board Policy Book for the purpose of electing six of the nine members of the Board of Directors, provided that the regions shall follow state boundary lines and consist as nearly as possible, of equal voting member population.

SECTION 2. ANNUAL ELECTION NOMINATIONS. The President shall appoint three nominating committees, each having three members who shall be voting members of the Federation, and at least two of these three members being non-directors. These committees shall be appointed on or before the first day of the fifth month preceding the month of the Annual Meeting. One committee shall nominate voting members to be Director-at Large and two committees shall nominate voting members to be Regional Directors. Nominating committees for Regional Directors shall be composed of voting members residing within those respective regions and shall nominate resident voting members for Regional Director positions. The committees shall report to the Board their nominees of voting members to fill the vacancies on the Board, with the report to be presented on or before the tenth day of the fourth month preceding the month of the Annual Meeting. There shall be at least one and no more than three committee nominees for each vacancy on the Board. Besides committee nominations, any voting member shall also become a nominee by petition of at least three percent

of the members eligible to vote for directors in the most recently held Annual Election. Petitions must be filed with the Secretary on or before the tenth day of the third month preceding the month of the Annual Meeting. Each voting member may sign only one petition for a Director At -Large nominee and one for a Regional Director nominee. Nominees by petition shall be included as part of the minimum number of candidates which must be nominated. Nominees of a nominating committee shall be so designated on the ballot.

SECTION 3. ANNUAL ELECTIONS. All voting members shall vote for an At-Large Director and only voting members from a Region shall vote for that particular Regional Director. The Board of Directors may develop a policy to allow electronic voting, said policy to provide for secret ballots and verification of the membership of the voting party. The Secretary shall prepare a ballot showing the names of the nominees and spaces for write-in votes, and shall mail a copy of the ballot to every voting member in good standing at least seventy days prior to the Annual Meeting. If electronic voting is used, a ballot will be electronically transmitted to the last electronic address of each member of the Federation, or if there is no electronic address, the ballots will be mailed to each member of the Federation at the last recorded address. Ballots must be received at the office mailing address designated by the Board of Directors within thirty days of the mailing of the ballots to the membership. A tie vote shall be decided by the flip of a coin by the Secretary at the regular Board of Directors meeting immediately prior to the next Annual Membership Meeting.

SECTION 4. LENGTH OF MEMBERSHIP REQUIREMENT. Only persons who will have been a voting member in good standing of the Federation for ninety days prior to the Annual Meeting shall be entitled to vote for the Board of Directors in the Annual Election.

SECTION 5. VOTING ELIGIBILITY LIST. Ninety days prior to the Annual Meeting, the Secretary of the Board of Directors shall develop a list of eligible voters which shall only include members in good standing on that date. The list shall not include any members who have been dropped from the rolls for non-payment of dues in accordance with Article IV Section 2.

SECTION 6 RESIDENCY. For purposes of this Article a person's residency is defined by the following rules: 1. the residence of a person is that place in which his habitation is fixed, and to which, whenever he is absent, he has the intention to return. 2. A change of residence is made only by the act of removal, joined with the intent to remain in another place. There can be only one residence. For voting purpose the residency of the eligible voting members residence will be established Ninety days prior to the Annual Meeting.

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ARTICLE VII
BOARD OF DIRECTORS

SECTION 1. COMPOSITION. The Board of Directors shall consist of nine voting members elected by the voting members of the Federation. Six members will reside in and represent a region and three will represent the membership at large. The President may appoint, subject to the approval of the Board of Directors, a Treasurer skilled in financial matters, to serve on the Board of Directors. The Treasurer shall be an ex-officio voting member of the Board and shall vote only on financial matters of the Federation. If the National Aeronautic Association appoints a representative to serve on the Board, that representative shall be an ex-officio voting member.

SECTION 2. TERM OF THE BOARD. Each director shall serve for three years, or until his successor is elected. The terms of office shall be staggered so that each year three directors' terms shall expire. Each year, two directors shall be elected as Regional Directors and one director shall be elected as Director-at-Large. Those regions with outgoing Regional Directors shall be the regions from which Regional Directors shall be elected. At the meeting of the Board of Directors immediately preceding the Annual Meeting or at the Annual Meeting if there is no meeting of the Board of Directors immediately preceding the Annual Meeting, the expired terms shall be filled by the nominees who have received the most votes in the annual election. Directors shall take office upon adjournment of that meeting and immediately reconvene for the purpose of electing officers for the coming year. No elected director may serve more than two consecutive terms (six years), but directors may run for election after a one year absence from the Board.

SECTION 3. POWER OF BOARD. The Board of Directors shall have supervision, control and direction of the affairs of the Federation, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. Any decision of the Board of Directors may be overruled by a poll taken of the current members eligible to vote in the most recently held election, provided that at least ten percent of those members including representation of at least one percent of the voting members in each Region cast ballots in that poll.

SECTION 4. MEETINGS.

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The Board of Directors shall have a regular meeting immediately before the Annual Membership Meeting at the place of the Annual Meeting and the Board shall meet at such other times upon call of the President, or shall be called for a meeting by the President upon the written request of three or more directors at such time and place as may be designated. Notice of all meetings of the Board of Directors shall be sent to each member of the Board at the last recorded address or last recorded electronic address at least five days before the time appointed for such meeting. Meetings of the Board may be held through the use of any means of communications which all participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. If a Director is unable to be present at a Board meeting he may request that a Board member be appointed as a proxy for that meeting by notifying the Secretary at least two days before the meeting.

SECTION 5. QUORUM. A majority of the board of Directors shall constitute a quorum at any meeting of the Board. If a quorum is not present, a majority of those directors present may adjourn the meeting from time to time, without further notice, until a quorum is present.

SECTION 6. COMPENSATION. Directors, as such, shall not receive any stated compensation for their services as directors, but the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the organization. Nothing herein shall preclude a director from serving the organization in other capacity and receiving compensation for such services.

SECTION 7. RESIGNATION OR REMOVAL. Any director may resign at any time by giving written notice to the President, Secretary, Treasurer, or the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of the acceptance of the resignation as determined by the President or the Board of Directors. Any director may be removed for cause by unanimous vote of the other members of the Board of Directors. Consistent actions, which are a detriment to the Federation, shall constitute cause for removal. The term of a Regional Director of the Board ends on the date the director no longer maintains his residence in his region and he is deemed to have submitted his resignation effective on that date.

SECTION 8. ABSENCE. Any member of the Board of Directors unable to attend a meeting shall notify the President, and state the reason for the absence. If a director is absent from two consecutive meetings or attends less than 50% of Board Meetings on a running 6-month period of time for reasons, which the Board has failed to declare to be sufficient, he may be removed from the Board by a unanimous vote of the other Board members.

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SECTION 9. VACANCIES. Any vacancies occurring on the Board of Directors by reason of death, resignation or otherwise may be filled by vote of the remaining members of the Board for the remainder of the unexpired term, except that a special membership election shall be held within sixty days whenever a Board member is removed for cause other than a failure to attend meetings and the winner of that election shall serve the remainder of the unexpired term. Rules for such a special election shall be as determined by the Board of Directors.

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ARTICLE VIII

OFFICERS

SECTION 1. ELECTIVE OFFICERS. The elective officers of the Federation shall be the President, Vice President, Secretary, and such other officers as may be deemed necessary, all of whom shall be elected annually by the Board of Directors, and shall serve until their successors are elected. A tie vote for officers shall be decided by the flip of a coin by the Secretary at the regular Board of Directors meeting immediately prior to the next Meeting. The elective Officers must be members of the Board of Directors.

SECTION 2. PRESIDENT. The President shall be the chief administrative officer of the Federation and shall preside at meetings of the Federation and of the Board of Directors. The President shall also, at the Annual Meeting of the Federation, and at such other times as deemed proper communicate to the Federation or to the Board of Directors such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Federation, shall perform such other duties as are necessarily incident to the office of the President or as may be prescribed by the Board of Directors, and shall insure representation of the Federation to the National Aeronautic Association.

SECTION 3. VICE PRESIDENT. The Vice President shall perform the duties of the President in the event of the President's temporary disability or absence from meetings, and shall have such other duties as the President or the Board of Directors may assign.

SECTION 4. SECRETARY. The Secretary shall maintain a complete and accurate record of all Federation meetings, give notice of Federation meetings, attest documents, shall oversee all elections, maintain a roster of members, undertake correspondence and publishing as directed by the President, publish annual reports as directed by these Bylaws, and perform such other duties as are

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usual for such an official or as may be assigned by the President or Board of Directors.

SECTION 5. APPOINTED OFFICER. The duties of the Treasurer may be performed by a person appointed by the President and approved by the Board of Directors each year.

SECTION 6. TREASURER. The Treasurer shall maintain accurate financial records for the Federation, and prepare, or cause to be prepared, a written annual financial report. The Treasurer shall be responsible for all financial transactions of the Federation in accordance with the Bylaws. The Treasurer shall maintain all Federation bank accounts, both checking and savings, and shall issue all drafts or cause them to be issued for the Federation. He shall prepare, or cause to be prepared, all tax and financial statements as required, and perform such other duties as are usual for such an official or as may be assigned by the President or Board of Directors. The Treasurer may invest excess funds as recommended by a majority of the Investment Committee.

SECTION 7. COMPENSATION. Officers, as such, shall not receive any stated compensation for their services as officers, but the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the organization. Nothing herein shall preclude an officer from serving the organization in any other capacity and receiving compensation for such services.

SECTION 8. RESIGNATION OR REMOVAL. Officers may resign or be removed in the same manner as directors and vacancies in office shall be filled, in the same manner as vacancies on the Board, with individuals qualified for office as provided in these Bylaws.

SECTION 9. GENDER. Whenever the context so requires, the masculine shall include the feminine, the feminine shall include the masculine and the neuter and the singular shall include the plural.

ARTICLE IX

COMMITTEES

SECTION 1. APPOINTMENT. The President, at the direction or subject to the approval of the Board of Directors, shall appoint such standing or special committees or subcommittees as may be deemed necessary for the proper functioning of the Federation.

SECTION 2. COMMITTEE REPORTS. All committee chairman shall submit a written report to the Board of Directors upon request.

SECTION 3. RULES. Each committee may adopt rules for its own governance, not inconsistent with these Bylaws or with those rules adopted by the Board of Directors.

ARTICLE X
MISCELLANEOUS

SECTION 1. SPECIAL VOTES. Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the membership or in response to a written request of 10% of the voting membership including at least one percent of the voting membership in each region, the Board of Directors may submit such a matter to the voting membership for vote. A ballot will be electronically transmitted to the last electronic address of each member of the Federation, or if there is no recorded electronic address, the ballots will be mailed to each member of the Federation at the last recorded address. The Board shall then, take such action in accordance with the vote of the membership as may be required or permitted by law. Votes on questions presented to the membership must be received at the office mailing address designated by the Board of Directors within thirty days after submission to the membership.

SECTION 2. FISCAL YEAR. The fiscal year shall be as determined by the Board of Directors.

SECTION 3. PROCEDURES. All meetings of the organization shall be conducted using Robert's Rules of Order (most recent edition) as a guideline when it does not conflict with these Bylaws.

SECTION 4. USE OF FUNDS AND DISSOLUTION. The Federation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of its funds shall inure, or be distributed to the members of the Federation, except that the Federation shall be authorized and empowered to pay reasonable compensation for services rendered. On dissolution of the Federation, any funds remaining shall be distributed to an organization or organizations qualifying as exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) to be selected by the Board of Directors.

SECTION 5. INDEMNIFICATION. The Federation shall have the power and authority to indemnify and hold harmless to the full extent permitted by law any person who is or was a director, officer, employee or agent of the Federation or who is or was serving at the request of the Federation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Federation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Federation, or who is or was serving at the request of the Federation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such status, regardless of whether the Federation would have the power to indemnify such person against such liability.

SECTION 6. BONDING. Any person entrusted with the handling of funds or property of the Federation shall, at the direction of the Board of Directors, furnish, at the expense of the Federation, a fidelity bond approved by the Board and in such sum as the Board shall prescribe.

ARTICLE XI

AMENDMENTS

SECTION 1. PROCEDURE. These Bylaws may be amended, repealed or altered, in whole or part, at any membership meeting by a majority vote of the eligible members voting, provided such amendment has been presented in writing and in compliance with Article V. All amendments to these Bylaws adopted at an annual, regular or special meeting shall be effective on the first day of the month following its adjournment. These Bylaws may also be amended by mail or electronic ballot by an affirmative vote of at least two-thirds of those voting. The Board of Directors shall be empowered to initiate proposals for bylaw amendments by a unanimous vote. Proposals may also be initiated by any member but must bear the signatures of no less than ten percent of the voting membership including at least one percent of the voting members in each Region and must be submitted to the Board of Directors. The Secretary, upon an order from the Board, shall give at least 30 days advance written notice to the voting membership prior to submitting the ballot to the membership. The ballot shall contain a statement setting forth the Board of Directors' approval or disapproval of the proposed amendment or amendments. Ballots must be received at the office address designated by the Board of Directors within thirty days after submission to the membership. The Board shall then, at its next regular or

special meeting, take such action in accordance with the vote of the membership as may be required or permitted by law.

All amendments adopted by referendum ballot shall be effective thirty days after the close of the balloting, and all members shall be duly notified to that effect.

SECTION 2. CHANGES IN LAW. Modification or amendments to these Bylaws, if and as required by federal or state legislation, may be made by the Board of Directors without first submitting such modifications or amendments to the membership for approval.