

BFA Gas Balloon Division Bylaws

Revised July 10, 2020

ARTICLE I NAME AND OFFICES

Section 1. NAME. The name of the division shall be the **Gas Balloon Division** under the authority of the Balloon Federation of America.

Section 2. OFFICES. The Gas Balloon Division will not maintain an office.

ARTICLE II PURPOSE

Section 1. The Gas Balloon Division shall promote the growth, accessibility, and safety of sport gas ballooning via educational events such as safety seminars, enhancing access to affordable gas sources proximal to suitable balloon launch sites (balloon ports) within the United States, promoting gas balloon clubs, promoting non-competitive “Fun Fly” style gas balloon flight events or rallies to improve camaraderie and access to the sport of gas ballooning, promoting competitive “Long Jump” style gas balloon flights, and establishing outreach for competitive & non-competitive gas balloon flights & events (such as media & social media outreach).

Section 2. The Gas Balloon Division has the authority on behalf of the BFA to sanction local, regional and national gas balloon competition under the sanctioning rules and procedures established by this Division.

Section 3 The Gas Balloon Division shall maintain a national ranking of BFA gas pilot members who compete in gas balloon sanctioned or qualifying competition. This ranking shall be used for an eligibility listing of pilots eligible to compete in the World Championships and other international events. The eligibility listing shall be used in conjunction with the overall selection procedures which the Division sets for such events.

Section 4. The Gas Balloon Division shall approve the championship director, officials, host organization and location of any national or international gas balloon championship held in the United States, subject to the of the procedures established by the Gas Balloon Division.

ARTICLE III MEMBERSHIP

Section 1. ACTIVE MEMBERSHIP. Membership to the Gas Balloon Division is open to any BFA pilot member in good standing with a gas balloon rating acceptable to this Division and will be a voting member. Other BFA members interested in gas ballooning may also join the Gas Balloon Division as associate members without voting privileges. The Board of Directors reserves the

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right to review new member application 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.

Section 2. LIFE MEMBERSHIP. Life membership may be granted upon application to the Board of Directors and payment of required fees. Life members shall have such rights and privileges as the Board of Directors, from time to time, may determine. Honorary life membership may be granted to qualified individuals upon recommendation and a majority vote of the entire Board of Directors.

Section 3. DURATION OF MEMBERSHIP AND RESIGNATION. Any member can give written notice of their intention to withdraw their membership at any time. All rights and privileges of a member shall cease upon termination of membership. Failure to pay dues in a timely manner as determined by the Board of Directors will be interpreted as member's resignation in accordance with Article IV, Section 2 of this document.

Section 4. SUSPENSION AND EXPULSION. Membership in the Gas Balloon Division may be suspended or terminated with or without cause. Cause shall include a violation of these Bylaws, or any conduct detrimental to the best interests of the Gas Balloon Division. Complaints against members shall be in writing with sufficient documentation to support the complaint. Suspension or expulsion shall be by two-thirds majority 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 thirty days before final action is to be taken by the Board of Directors. The member shall have the opportunity to 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.

Section 5. VOTING. Voting rights in this Division shall be held by gas balloon pilot members in good standing. Each voting member shall have one vote.

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 Gas Balloon Division shall be determined from time to time by the Board of Directors.

Section 2. DUES AND FEES ARREARAGES Members who fail to pay their dues within the time they become due shall be so notified by the BFA and if payment is not then made as directed, such membership will be terminated.

ARTICLE V MEETINGS

Section 1. ANNUAL & REGULAR. No annual or regular meeting of the Gas Balloon Division members shall be required.

Section 2. SPECIAL. Special meetings of the Gas Balloon Division members may be called by the Chair or by a two-thirds majority vote of the entire Board of Directors, and must be called by the Chair upon written request of one-third of the active voting members of the Division.

Section 3. QUORUM. Ten percent of the Gas Balloon Division voting membership being present at a meeting of the Gas Balloon Division members shall constitute a quorum.

ARTICLE VI ELECTION PROCEDURES

Section 1. ANNUAL ELECTION NOMINATIONS. The Chair shall appoint two voting members of the Gas Balloon Division to the nominating committee. The committee shall provide to BFA nomination committee the names of members for elections. There shall be at least one nominee for each vacancy on the Board. All nominees shall be current voting members of the Gas Balloon Division. Additionally, any current voting member of the Gas Balloon Division can become a nominee by petition of at least 20% of the active voting members. Petitions must be received by the Gas Balloon Division Secretary on or before June 1. Each voting member may sign only one petition for a Gas Balloon Division board nominee. Nominees by petition shall be included as part of the minimum number of the candidates which must be nominated. Nominees of a nominating committee shall be so designated on the ballot.

Section 2. ANNUAL ELECTIONS. All voting members of the Gas Balloon Division shall be eligible to vote for Directors of the Gas Balloon Division in accordance with BFA published voting procedures.

ARTICLE VII BOARD OF DIRECTORS

Section 1. COMPOSITION The Gas Balloon Division Board of Directors shall consist of six members elected by the Gas Balloon Division voting members and one member of the BFA

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Board of Directors, appointed annually by the BFA President, subject to the ratification of the BFA Board. The Gas Balloon Division Board of Directors shall elect its Chair and officers.

Section 2. TERM OF THE BOARD The Gas Balloon Division Board members shall serve for terms of three years with two of the members elected each year.

Section 3. POWER OF BOARD. The Board of Directors of the Gas Balloon Division shall have supervision, control and direction of the affairs of the Gas Balloon Division, shall determine its policies or changes therein within the limits of these Bylaws.

Section 4 MEETINGS The Board of Directors shall have an annual meeting shortly after elections. Meetings of the Board may be held through the use of any means of communication through which all participating may simultaneously hear each other during the meeting.

Section 5 QUORUM A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

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 Gas Balloon Division. Nothing herein shall preclude a director from serving the Gas Balloon Division in another capacity and receiving compensation for such services.

Section 7. RESIGNATION OR REMOVAL Any director may resign at any time by giving written notice to any other member of 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 Chair, Vice Chair or the Board of Directors. Any director may be removed with or without cause by unanimous vote of the other members of the Board of Directors. Consistent actions which are a detriment to the Division including illegal activity shall constitute cause for removal.

Section 8 ABSENCE Any member of the Board of Directors unable to attend a meeting shall notify the Chair, and state the reason for the absence. If a director is absent from two consecutive meetings or more 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 / she may be removed from the Board by a unanimous vote of the other Board members.

Section 9 VACANCIES Any vacancies occurring on the Board of Directors by reason of death, resignation or otherwise may be filled by majority vote of the remaining members of the Board for the remainder of the unexpired term, except that a special membership election shall be

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held within sixty days whenever a Board member is removed for cause other than a failure to attend meetings and the newly elected board member 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.

ARTICLE VIII OFFICERS

SECTION 1. ELECTIVE OFFICERS. The elective officers of the Gas Balloon Division shall be the Chair, Vice Chair, Secretary, and Treasurer 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. The elective Officers must be members of the Board of Directors.

SECTION 2. CHAIR. The Chair shall be the chief administrative officer of the Gas Balloon Division and shall preside at meetings of the Gas Balloon Division and of the Board of Directors. The Chair shall also, at such times as deemed proper communicate to the Gas Balloon Division 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 Gas Balloon Division, shall perform such other duties as are necessarily incident to the office of the Chair or as may be prescribed by the Board of Directors.

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

SECTION 4. SECRETARY. The Secretary shall maintain a complete and accurate record of all Gas Balloon Division meetings, give notice of Gas Balloon Division meetings, attest documents, supervise all elections, undertake correspondence and publishing as directed by the Chair, publish annual reports and perform such other duties as are usual for such an official or as may be assigned by the Chair or Board of Directors.

SECTION 5. TREASURER. The Gas Balloon Division Treasurer shall liaise with the BFA office and Treasurer to ensure that all receipts and disbursements are made appropriately on behalf of the Gas Balloon Division. The Treasurer shall gather and provide such financial reports to the Gas Balloon Division Board as may be necessary.

SECTION 6. 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.

ARTICLE IX COMMITTEES

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SECTION 1. APPOINTMENT. The Chair, 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 Gas Balloon Division.

SECTION 2. COMMITTEE REPORTS. All committee chairs 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, 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 Gas Balloon Division, or if there is no recorded electronic address, the ballots will be mailed to each member of the Gas Balloon Division at the last recorded address. The Board shall then, take such action in accordance with the two thirds of the voting membership as may be required or permitted by law. Votes on questions presented to the membership must be received within thirty days after submission to the membership.

SECTION 2. FISCAL YEAR. The Gas Balloon Division shall adopt the same fiscal year as the Balloon Federation of America.

SECTION 3. PROCEDURES. All meetings of the Gas Balloon Division 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 Gas Balloon Division 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 Gas Balloon Division, except that the Gas Balloon Division shall be authorized and empowered to pay reasonable compensation for services rendered. On dissolution of the Gas Balloon Division, any funds remaining shall be the sole possession of the BFA.

ARTICLE XI AMENDMENTS

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Section 1 PROCEDURE. These Bylaws may be amended by an affirmative vote of two-thirds of the voting members of the Gas Balloon Division voting, provided that any such amendment(s) has/have been approved by a majority of the Board of Directors of the Gas Balloon Division prior to this vote. All amendments must also receive the ratification of the BFA Board of Directors prior to taking effect. All amendments will take effect thirty days after voting, if they were approved.

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.