



## Jeppesen Employees Flying Association, Inc. (JEFA)

### JEFA Bylaws

#### Approved by

Jeremy Burke – President

Audrey Fishback – Treasurer

Robert Henry – Secretary

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Tom Letts – Director of Safety

Erik Soderquist – Director of Asset Management

Tim Grafton – Director of Membership

Mark Smith – Director of Training

Robert Greenlee – Director of Communication

Approved on: 1 January 2014

Revision Date	Revision Highlights	Revision Approved by
May 31, 2006	<ul style="list-style-type: none"> <li>- Updated the JEFA Board of Directors list</li> <li>- Removed the Program Management sections</li> <li>- Updated various sections of by-laws</li> </ul>	JEFA Board of Directors
August 7, 2008	<ul style="list-style-type: none"> <li>- Updated the JEFA Board of Directors list</li> <li>- Fixed formatting and page numbering issues</li> <li>- Updated various sections of by-laws</li> <li>- Red highlighted text indicates content that should be deleted</li> <li>- Yellow highlighted text indicates new content or content that was edited</li> </ul>	Not yet reviewed or approved by all Board members
February 25, 2008	Review one final time before sending to JEFA's new "Documentation Committee"	Not ready for review or approval by all Board members; this version is submitted to the Documentation Committee for review
October 11, 2009	Final version reviewed and approved by the Board of Directors and Documentation Committee	Ready to JEFA membership
May 1, 2013	<ul style="list-style-type: none"> <li>- Updated the JEFA Board of Directors list</li> <li>- Revised Article III – Governance, Section 1: Decision Making</li> </ul>	JEFA Board of Directors
December 30, 2013	<ul style="list-style-type: none"> <li>-Table of Contents Renumbered</li> <li>-Revised Article II - Membership Section 2 Eligibility and Types of Membership</li> <li>-Revised and renumbered Article II - Membership, Section 3 Fees and Dues</li> </ul>	JEFA Board of Directors
1 January 2014	Board members updated. No other changes made.	JEFA Board of Directors

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## **Article I - Name, Purpose, Goals, and Place of Business**

### **Section 1: Name**

The name of this organization shall be Jeppesen Employees Flying Association, Inc. (JEFA).

### **Section 2: Purpose**

JEFA is formed exclusively for pleasure, recreation, and other non-profit purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code, specifically to foster, promote, engage in, and conduct all phases of flying and flying-related activities in a manner to promote personal contacts and fellowship among its members including the providing of education about flying.

### **Section 3: Place of Business**

12830 East Control Tower Road #J4  
Englewood, CO 80112

## **Article II - Membership**

### **Section 1: Application**

Application for membership shall be made by applicants completing the JEFA Membership Application form and forwarding the completed application to the Director of Membership.

### **Section 2: Eligibility and Types of Membership**

Members shall consist of the following individuals interested in the purpose and goals of JEFA regardless of race, creed, gender, or national origin:

- Jeppesen employee
- Jeppesen retiree
- Jeppesen employee relative – This shall include the spouse, life partner, children, stepchildren, grandchildren, parents, stepparents and siblings of the Jeppesen employee or Jeppesen retiree. The supporting Jeppesen employee or Jeppesen retiree must declare the family membership on the JEFA Membership Application.
- Boeing employee
- Employee of a Boeing subsidiary
- Boeing or Boeing subsidiary employee relative – This shall include the spouse, life partner, children, stepchildren, grandchildren, parents, stepparents and siblings of the Jeppesen employee or Jeppesen retiree. The supporting Jeppesen employee or Jeppesen retiree must declare the family membership on the JEFA Membership Application.
- Jeppesen independent contractor
- Other individuals approved by a majority vote of the JEFA Board of Directors

A JEFA member is either a “Voting Member” or “Non-voting Member.”

- Voting Members – Voting Members are active members eligible to cast a vote concerning JEFA matters and to serve on the JEFA Board of Directors. A voting member shall be an individual that is a:
  - Jeppesen employee
  - Jeppesen independent contractor
  - Jeppesen retiree
  - Boeing employee that possesses a Jeppesen badge
  - Former Jeppesen employee that retains voting rights if approved by a majority vote by the JEFA Board of Directors. (Former Jeppesen employees must request, in writing, to the JEFA Board of Directors to retain their JEFA membership and voting rights. The JEFA Board of Directors will approve or disapprove the request at their sole discretion. There will be no appeal of the Board’s decision.)
  - Former non-voting member approved by a majority vote by the JEFA Board of Directors. (Non-voting members in good standing with two consecutive years of membership may apply to the JEFA Board for voting membership status. The JEFA Board of Directors will approve or disapprove the request at their sole discretion. There will be no appeal of the Board’s decision.)
- Non-voting Members – Non-voting Members are not eligible to vote concerning JEFA matters and/or to serve on the JEFA Board of Directors. A non-voting member shall be any active or inactive member or other individual that is not a voting member.

A JEFA member is either Active or Inactive.

- Active - Active members are allowed to reserve and fly JEFA aircraft and shall be individuals that:
  - Have his/her account in good standing and paid in full according to JEFA Payment Policies
  - Maintain their membership currency by flying aircraft at least one hour every three months or renewing their currency by flying with a JEFA certified flight instructor (CFI); CFI cost is incurred by the member
- Inactive - A member will be placed in inactive status and will lose his/her right to reserve or fly JEFA aircraft at any time if one or more of the following conditions are met, as determined by the JEFA Board of Directors:
  - His/her account is delinquent according to JEFA Payment Policies
  - He/she has not maintained membership currency as defined above
  - He/she has violated the JEFA rules of operation as stated in the JEFA Membership Guide
  - He/she fails to attend at least two (2) member meetings a year.



- Subject to Board approval, members may request to become inactive and take a Leave of Absence from Active Flying status for various reasons and duration. The request to become inactive must be in writing.

### **Section 3: Fees & Dues**

All voting and non-voting JEFA members shall pay JEFA an initiation fee upon joining JEFA and monthly membership dues as described in the JEFA Payment Policies except for the following:

- JEFA Board of Director members during their term of service
- Former JEFA Board of Director members who have served a minimum of two terms on the JEFA Board will be exempt from future dues equal to the number of years served on the JEFA Board
- JEFA CFIs
- JEFA A & P mechanics
- Others voted exempt from paying dues by a two-thirds majority of the JEFA Board of Directors and officially recorded by the Secretary of JEFA

## **Article III – Governance**

### **Section 1: Decision Making**

JEFA shall be governed by a Board of Directors, each of whom shall have one equal vote in all decision making matters. A quorum for conducting all Board business is at least 60 percent of all eligible Board members present either in person or by telephone.

In the event a Board position is vacant or a Board member is otherwise unable to execute the duties of the position, the remaining board members shall execute the duties of the vacant Board position until the vacancy can be filled.

If a Board position becomes vacant before the elected term is complete, the remaining Board members will act to fill the vacant position immediately.

### **Section 2: Directors & Duties**

*President* – the following duties shall apply:

- (a) Attend all meetings that require JEFA management representation or nominate a delegate
- (b) Preside at all Board and membership meetings or nominate a delegate from the other Board members
- (c) Act as Chair of the Incident/Accident Committee
- (d) Contribute to the JEFA newsletter
- (e) Delegate responsibilities as required

*Treasurer* – the following duties shall apply:



- (a) Responsible for accurate accounting of all JEFA financial transactions
- (b) Responsible for receipt and disbursement of all JEFA funds in accordance with the bylaws and policies
- (c) Responsible for financial reports
- (d) Responsible for the filing of taxes
- (e) Responsible for all required financial audits
- (f) Contribute to the JEFA newsletter
- (g) Delegate responsibilities as required
- (h) Attend JEFA membership meetings

*Secretary* – the following duties shall apply:

- (a) Keep the minutes of all meetings
- (b) Prepare and distribute meeting agendas
- (c) Handle all JEFA correspondence
- (d) Coordinate and distribute a regular JEFA newsletter
- (e) Responsible for all aspects of voting on governing documents
- (f) Records and announces election results
- (g) Responsible for maintaining club records in accordance with Article IX
- (h) Attend JEFA membership meetings
- (i) Delegate responsibilities as required

*Director of Operations* – the following duties shall apply:

- (a) Supervise and arrange for all JEFA flight activities, and maintain an operations schedule
- (b) Responsible for use of aircraft in accordance with established JEFA rules
- (c) Ensure proper maintenance of JEFA aircraft
- (d) Contribute to the JEFA newsletter
- (e) Delegate responsibilities as required
- (f) Attend JEFA membership meetings

*Director of Safety* – the following duties shall apply:

- (a) Establish and publish guidelines pertaining to safe operation practices

- (b) Coordinate with the Director of Operations and Director of Training requirements and curriculum for all check rides, cross-country qualifications, and operations
- (c) Reviews records of check-rides, licenses, and medical examinations for all members
- (d) Review Qualifications and recommendations and submit names of prospective flight instructors and check pilots for Board approval
- (e) Coordinate with Director of Training on all activities of JEFA-approved flight instructors and check pilots
- (f) Help establish the Incident and Accident Review Board (as required)
- (g) Contribute to the JEFA newsletter
- (h) Delegate responsibilities as required
- (i) Attend JEFA membership meetings

*Director of Asset Management* – the following duties shall apply:

- (a) Responsible for procuring and maintaining JEFA aircraft
- (b) Responsible for all JEFA assets (facilities, tools and software)
- (c) Assist the treasurer in rendering financial reports
- (d) Contribute to the JEFA newsletter
- (e) Delegate responsibilities as required
- (f) Attend JEFA membership meetings

*Director of Membership* – the following duties shall apply:

- (a) Recruit, retain, and grow a healthy JEFA membership
- (b) Manage an up-to-date membership roster and membership report
- (c) Ensure that all new JEFA members sign the JEFA Membership Application, Safety Agreement, and JEFA Membership Guide Rules of Operations Acceptance sheet
- (d) Coordinate appropriate aircraft checkout flights for all new JEFA members with the Director of Training or JEFA's Chief Flight Instructor
- (e) Contribute to the JEFA website
- (f) Resolve all membership issues
- (g) Contribute to the JEFA newsletter
- (h) Delegate responsibilities as required
- (i) Attend JEFA membership meetings

*Director of Training* – the following duties shall apply:



- (a) Select flight and ground instructors, as well as the JEFA Chief Instructor
- (b) Recommend a comprehensive training program for pilots and non-pilots that meets the needs of JEFA members
- (c) Assist Director of Safety in establishing requirements and curriculum for all check rides, cross-country qualifications, and operations
- (d) Coordinate with flight instructors and check pilots to ensure a high level of pilot proficiency is attained and maintained by all JEFA members
- (e) Serve as liaison to the Director of Operations and the Director of Safety to ensure compliance with safety and operational rules
- (f) Contribute to the JEFA newsletter
- (g) Delegate responsibilities as required
- (h) Attend JEFA membership meetings

*Director of Communications* – the following duties shall apply:

- (a) Communicate JEFA affairs to the membership
- (b) Create the JEFA newsletter
- (c) Maintain JEFA Website
- (d) Delegate responsibilities as required
- (e) Attend JEFA membership meetings

### **Section 3: Elections of Board Members**

#### **Rules**

Director positions shall be filled by secret ballot during the final meeting of the year for the term beginning January 1<sup>st</sup> of the following year.

The term for each Director shall be two years. Should a Director resign or become ineligible to serve on the Board during his or her term (in which case the ineligible member shall immediately resign), the vacated position shall be filled by a majority vote of a quorum of the remaining Board members.

A candidate is selected to be a Director by a plurality of ballots cast by Voting Members for each Director position. In case of a tie vote, the Board shall determine the elected Director by a majority vote of a quorum of the remaining Board members.

The following positions shall be filled for terms starting with even numbered years:

- Treasurer
- Director of Asset Management
- Director of Safety
- Director of Communications



- Secretary

The following positions shall be filled for terms starting with odd numbered years:

- President
- Director of Operations
- Director of Membership
- Director of Training

### **Board Member Eligibility**

All Voting Members in good standing are eligible to serve on the Board of Directors.

The Board positions below are required to be filled by either a Jeppesen employee or a Jeppesen-badged Boeing employee:

- President
- Treasurer
- Director of Operations
- Director of Safety
- Director of Membership

The following Board positions may be filled by any JEFA voting member:

- Director of Training
- Director of Asset Management
- Director of Communications
- Secretary

If any Board member that occupies the above positions leaves Jeppesen during the middle of their term, based upon the remaining Board members approval, that board member may fulfill the remainder of their term.

### **Board of Directors Election Process**

- 1) Six weeks prior to the election, all Board positions for which elections will be held shall be announced to the JEFA membership by the Secretary.
- 2) Four weeks prior to the election, all interested, eligible JEFA members shall indicate interest in running for a position on the Board by submitting to the Secretary his/her biography explaining qualifications and position for which he/she is running.
- 3) Two weeks prior to elections, the Secretary shall distribute to all voting members the names of Board candidates, their biographies, and the positions for which the candidates are running.
- 4) Voting takes place during the final membership meeting of the year. At this meeting, additional candidates may be accepted. Only voting members may participate in the elections.
  - The Board counts and tabulates ballots at the meeting.
  - The Secretary announces election results to the entire JEFA membership.

### **Recall**

A recall election shall be held upon a voting member's presentation of a petition to the Board. The petition of recall must be signed by at least 20% of the voting members. The Board shall verify the validity of the petition signatures and then call a recall election. Two-thirds of the voting members must vote for recall for it to take effect. If a recall is approved, the incumbent Director shall immediately resign and the position shall be filled by a majority vote of a quorum of the remaining Board members.

### **Conflict of Interest**

No member shall serve as a Board member if a Conflict of Interest exists with respect to the management or operation of JEFA. Such a Conflict of Interest shall be defined as follows:

- Employment by a firm or organization, corporation, partnership, or enterprise with which JEFA conducts business.
- Direct or indirect interest in a firm or organization, corporation, partnership, or enterprise with which JEFA conducts business.
- Any active Board member involved in ownership of an aircraft leased back to JEFA.

### **Section 4: Decision Making Process**

Decisions shall be made by a majority vote of a quorum of the Board of Directors.

## **Article IV – Finances**

### **Section 1: Funds**

JEFA funds shall be generated through the membership fees, aircraft rental fees, donations, fund raising, training courses, and other means as needed.

### **Section 2: Fiscal Year**

JEFA's fiscal year shall start on November 1 and will end on October 31 of the following year.

### **Section 3: Authority**

The Board shall have authority to appropriate funds.

### **Section 4: Accounts**

The Board shall maintain unique business checking and savings accounts.

### **Section 5: Disbursements**

The Board shall approve all disbursements exceeding \$1,000. The President or the Treasurer shall approve all disbursements equal to or less than \$1,000.

Recurring payments of \$1000 or more shall be approved only once.

### **Section 6: Budget**

The Board shall approve an annual budget prior to the start of the fiscal year that shall meet JEFA's goals and maintain JEFA's non-profit status.



## **Article V – Meetings**

### **Section 1: Board Meetings**

Board meetings shall be held regularly as required. The President or majority vote of the Board members shall call meetings at least five (5) days prior to the proposed meeting date. A quorum for Board meetings shall be at least 60 percent of the Board membership present in person or by telephone.

### **Section 2: Membership Meetings**

Membership meetings shall be held at times and places designated by the Board at a frequency no less than once per quarter per year. Written notice of times and places of the meetings shall be made available to each voting and non-voting member not less than five days prior to the meeting date

### **Section 3: Instructor Meetings**

Instructor meetings shall be held at times and places designated by the Chief Instructor and/or Director of Training.

### **Section 4: Parliamentary Authority**

The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern JEFA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order JEFA may adopt.

### **Section 5: Proxies**

Voting members may exercise the right of proxy representation at any meetings for which the membership is asked to vote on an issue. Any voting member may exercise their right to vote by proxy by submitting the signed JEFA Proxy Vote document to the Board via mail, email, or through another voting member.

## **Article VI – Committees**

JEFA committees shall be formed by the Board as required.

## **Article VII – JEFA Property**

JEFA shall procure and own property as approved by the Board. Property holdings purchased by JEFA with JEFA funds shall be considered JEFA property and not the property of any individual member or group of members.

## **Article VIII – Rules of Fleet Operation**

For details on fleet operation, which includes flying charges, operation of aircraft, aircraft rates, and incident management, see JEFA documents: [JEFA Rules of Fleet Operation](#) and [JEFA Safety Handbook](#). Only active members as defined in Article 2 or authorized service providers may operate JEFA aircraft.



## **Article IX – Records and Accounts**

### **Section 1: Records**

A permanent file of correspondence, reports, and publications of JEFA shall be maintained by the Secretary. The following records are required under these Bylaws:

- Minutes of the Board and membership meetings.
- Such other records as the Board may direct.

### **Section 2: Accounts**

Separate budgets shall be maintained for the general business operations, and for each airplane operated by JEFA.

## **Article X – Services and Supplies**

Services and supplies provided by JEFA to its members and charges for same shall be approved by the Board prior to the announcement of the service. The Board shall adjust the charges as necessary to maintain JEFA a sound financial basis.

No member, other than Directors or Board-authorized representatives shall use stationery bearing the letterhead or logo of JEFA

## **Article XI – Publications**

JEFA shall issue such publications as the Board may direct.

## **Article XII – Logo**

The Board shall approve the logo of JEFA and its usage.

## **Article XIII – Amendments**

These Bylaws may be altered, amended, or replaced by the affirmative vote of two-thirds of the Board of Directors. Board members must be notified not less than five days in advance, indicating a vote will be taken and the general subject.

## **Article XV – Dissolution**

JEFA may be dissolved through the procedure specified in the JEFA Articles of Incorporation, Article III, C.3.