

# **By-Laws of**

## **The American Kitefliers Association**

As amended October 1, 2014

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The name of this organization shall be the **American Kitefliers Association**.

## **ARTICLE II. PURPOSE**

The overall purpose of the Association shall be to educate the public in the art, history, technology, and practice of building and flying kites; to advance kiting, its joys and its values, in all nations. To that end, the Association shall work to:

1. Share information about kiting and provide avenues of communication among kites.
2. Promote kiting as a rewarding form of art, sport, utility and scientific study for all ages.
3. Facilitate coordination and planning of kiting activities.
4. Provide an international educational resource for the development of kiting.
5. Maintain historic records of kite studies, activities and achievements.
6. Seek interchange with kite associations worldwide.

## **ARTICLE III. MEMBERSHIP**

### ***Section 1. Eligibility***

Membership is open to all persons who favor the purposes of the Association.

### ***Section 2. Classes of Members***

- a. **REGULAR MEMBER** A dues-paying person entitled to all privileges of membership.
- b. **SPONSOR MEMBER** A dues-paying person entitled to all privileges of membership who wishes to make an additional specified financial contribution toward the work of the Association.
- c. **LIFE MEMBER** A person who receives all privileges of membership for life upon payment of a fee as established by the Board of Directors. Availability of this class may be closed and reopened at any time, for any period of time, at the discretion of the Board of Directors.
- d. **HONORARY MEMBER** A person the Association wishes to recognize by conferring membership without requiring the payment of dues. Three-fourths (3/4) or more of the votes cast by the members at the Annual Meeting is necessary to confer honorary status. Nominations for Honorary Membership are to be submitted to the Board of Directors by any Regular, Family, Sponsor, Honorary or Life Member. No person may be named to Honorary status while serving as an officer or Director. Honorary Members are entitled to all privileges of membership. Such membership continues indefinitely unless terms or conditions are specified, or unless rescinded by the Board of Directors.
- e. **FAMILY MEMBER** A person living in the same household as a Regular, Sponsor, or Life Member who agrees to receive one copy per household of the Association's newsletter.
- f. **AFFILIATED CLUB MEMBER** A kite organization which agrees with the purposes of the Association and complies with the standards and requirements established for the Affiliated Club Member.
- g. **MERCHANT-MEMBER** A member of any class "a" through "e" who operates a retail kite or kite-related enterprise and agrees to give a 10% discount on kites and kite-related merchandise to members in good standing. Membership classes "a" through "e" retain all their rights to vote and hold office.
- h. **MANUFACTURER-MEMBER** A member of any class "a" through "e" who manufactures or distributes kite or kite-related products on a wholesale basis and agrees

to include AKA information and membership applications with their products. Membership classes "a" through "e" retain all their rights to vote and hold office.

- i. **AFFILIATED MEMBER** A dues-paying business or organization who agrees with the purpose of the Association and wishes to receive copies the Association's newsletter.

### **Section 3. Privileges of Membership**

- a. Subscription of the Association's publication, *Kiting*, for the membership term.
- b. Card of membership for term prescribed.
- c. Upon request, a copy of the Association's by-laws in effect at time of request. Later revisions, if any, shall be announced and made available to the members upon request.
- d. The right to nominate the President and members to the Board of Directors and to vote in general proceedings of the Association. The right to nominate is extended only to Regular, Sponsor, Life, Honorary, and Family Members at least 18 years of age. The right to vote is extended only to Regular, Sponsor, Life, Honorary, and Family Members at least 12 years of age who are members at least 60 days prior to the annual meeting through the close of balloting.
- e. Friends in the field.
- f. Such other services as may be provided from time to time by the Association.
- g. For each Merchant-Member, the name address and telephone number of one store will be listed in the AKA publication *Kiting*.
- h. Manufacturer-Members will be regularly listed in the AKA publication *Kiting*.

### **Section 4. Dues**

Dues shall be determined by the Board of Directors.

Standards for assessing dues shall be:

- a. Dues shall be no more than is reasonable and necessary for publications of the Association, for support of the Association's functions and for achievement of its goals.
- b. No back assessments will be levied upon former members who reinstate.

### **Section 5. Termination or Withholding of Membership**

The Board of Directors by a three-fourths (3/4) vote of those present at any meeting may terminate or withhold membership in any class for activity which in the judgment of the Directors is prejudicial to the best interests of the Association.

### **Section 6. Transfer of Membership**

In the event of the death of a Regular Member, the remainder of the membership may be transferred to a family member upon approval of the Board of Directors. In all other instances, membership in any class in the Association is not transferable, assignable or negotiable. Regular and Life Memberships may, however, be given as gifts.

### **Section 7. Expiration of Membership**

Regular, Sponsor, and Family Membership shall lapse with the expiration of dues.

## **ARTICLE IV. BOARD OF DIRECTORS**

### ***Section 1. Composition of Board of Directors***

The Association shall be managed by a Board of Directors, consisting of the President, the Regional Directors and the Directors-at-Large, which may exercise all powers of the Corporation as are not specifically reserved to the President or the members by these by-laws or by law.

### ***Section 2. Qualifications of Board of Directors***

All Directors must be members of class a - e of the Association, reside in the regions they represent and be at least twenty-one (21) years of age.

### ***Section 3. Duties of Board of Directors***

- a. The duties of the Board of Directors shall be to set policies and adopt programs.
- b. The Board of Directors shall be authorized to approve minutes from the Annual Meetings of the Association on behalf of the members.
- c. The Board of Directors shall be responsible for the actions of the Association.

### ***Section 4. Size of Board of Directors***

The Board of Directors shall number no less than seven (7) to no more than twenty-one (21).

### ***Section 5. Regions***

- a. There shall be thirteen (13) regions represented on the Board of Directors.
- b. The United States and its territories shall be divided into twelve (12) regions approximately equal in voting member population. These regions may be referred to as Domestic Regions. Each domestic region is represented on the Board of Directors by one (1) director.
- c. All members residing outside of the United States and its territories shall constitute an International Region. This region shall be represented on the Board of Directors by one (1) director.

### ***Section 6. Reapportionment***

- a. Domestic Regions shall be reapportioned by the Board of Directors as deemed necessary, but no more often than every three (3) years. Such reapportionment shall become effective at the next Annual Meeting.
- b. Reapportionment Constraints.
  - (1) Each region should be geographically contiguous.
  - (2) A state should not be divided into more than one region except when the voting member population in a state is of sufficient size that equal representation is not possible without division.
- c. Any region which, upon reapportionment, has either (a) no resident Regional Director, or (b) more than one standing Regional Director, shall be considered vacant, and a new director shall be elected by the members in the region to fill the unexpired term, beginning with the effective date of reapportionment.

### ***Section 7. Terms of Office***

The term of office for a Regional Director shall be three (3) years, beginning fourteen (14) days after the close of the Annual Meeting and continue through to fourteen (14) days after the close of the third (3<sup>rd</sup>) subsequent Annual Meeting. Elections shall be held for Regional Directors from Domestic Regions 1, 2, 3, and 4 in years divisible by 3 with no remainder, from Domestic Regions 5, 6, 7, and 8

in years divisible by 3 with 1 remainder, and from the International Region and Domestic Regions 9, 10, 11, and 12 in years divisible by 3 with 2 remainder. Only members from each region may vote for their Regional Director.

### ***Section 8. Directors-at-Large***

Seven (7) Directors-at-Large shall be nominated and elected for one (1) year by the membership present at the Annual Meeting. Consent of the nominee is required for all nominations. The terms of office shall commence fourteen (14) days after the close of the Annual Meeting and continue through to fourteen (14) days after the close of the next Annual Meeting.

### ***Section 9. Board Vacancies.***

- a. A vacancy of a Director-at-Large may be filled by appointment by the President with confirmation by the Board of Directors.
- b. A vacancy in a Regional Director's seat may be filled until the next Annual Meeting by appointment by the President with confirmation by the Board of Directors. At the election following the vacancy, members of the region affected shall elect a new director to fill the remainder of the unexpired term.

### ***Section 10. Compensation***

All Directors elected to the Board shall serve without compensation. At such time as the Board decides, on the basis of financial feasibility, travel and other Association expenses may be reimbursed by the Association on an equitable basis.

### ***Section 11. Board of Directors Accountability***

The Board of Directors shall be subject to the order of the Association and, insofar as practical, none of the Board's acts shall conflict with the action taken by the Association. If it is impractical for the Board to carry out any action requested by the membership, the Board shall report this to the membership and the subject shall be resolved as expediently as possible. The Board shall report to the members through the Association publications, at the Annual Meeting and by any other such means as is available to them.

### ***Section 12. Duties of Regional Directors***

The Board of Directors may establish duties of Regional Directors, and standards of their performance.

### ***Section 13. Removal of Regional Directors***

- a. By the Membership. A Regional Director may be removed by a three-fourths (3/4) vote of the members voting in the region, for activity which in the judgment of members is prejudicial to the best interests of the Association. More than 90 days in advance of an annual election, a special election may be scheduled upon receipt of a petition to remove the Regional Director, signed by ten (10) percent of the voting members in the region. Written notice of intent to remove a Director must be given no less than thirty (30) days in advance of the special election to the Director to be removed.
- b. By the Board of Directors. The Board of Directors by a three-fourths (3/4) vote of those present at any meeting may remove a Regional or At-Large Director for activity which in the judgment of the Directors is prejudicial to the best interests of the Association. Written notice of intent to remove a Director must be given to the Director no less than thirty (30) days in advance of the meeting.

# **ARTICLE V. MEETINGS AND ELECTIONS OF DIRECTORS**

## ***Section 1. Annual Meeting***

The Annual Meeting and Convention shall be held in September or October and shall be for the purpose of electing officers, receiving and presenting to the membership reports of officers and committees, flying and studying kites, and for any business that may arise. Notice of the Annual Meeting shall be given to the members at least 60 days in advance. The Annual Meeting shall be held during the Convention, and no activity shall be scheduled in conflict with it. An adjourned or recessed meeting may be reconvened during the Convention by the Board of Directors even if not previously scheduled for reconvening. Adjournment sine die shall occur at the scheduled end of the Convention.

## ***Section 2. Board Meetings***

The Board of Directors shall meet during the Convention prior to the Annual Meeting, and at other such times and places as the Directors shall determine. Additionally, the Board shall meet at least three (3) times per year at approximately three (3) month intervals. These meetings may be conducted via electronic means.

## ***Section 3. Board Meeting Attendance***

All Board meetings shall be open, except during Executive Session, to all members of the Association. Only members of the Board of Directors may vote.

## ***Section 4. Special Board Meetings***

Special Board meetings may be called by the President or by request of any three (3) Directors. Notice of the special meetings must be given in writing to all Board members at least fifteen (15) days before the meeting.

## ***Section 5. Quorum Requirements***

Seven (7) of the Regional Directors and four (4) of the Directors-at-Large shall constitute a quorum. A majority of all votes cast is necessary to approve a motion. For the purposes of a quorum, polling by proxy, mail, or electronic means shall be considered as attendance.

## ***Section 6. Proxies***

At all Board of Directors meetings, proxies may be used for balloting. No Director may hold and vote more than one (1) proxy. No more than a total of four (4) proxies may be cast in any balloting. Proxies must be registered with the Secretary, and the first four so registered may vote or abstain. A majority of all votes cast is necessary to approve a motion.

## ***Section 7. President & Regional Director Nominations***

Nominations for the Regional Directors named in Article IV, Section 7, and for the President shall be solicited from the members at least ninety (90) days prior to the Annual Meeting. Announcement in an Association publication may satisfy this requirement of notice. Solicited nominations must be received by the Nominating Committee no less than sixty (60) days before the Annual Meeting.

## ***Section 8. Supplemental Nominations***

Nominations so solicited, if insufficient to fill all positions available with qualified members, shall be supplemented by additional names from the Nominating Committee. Consent of the nominee is required for all nominations. Full qualifications of kiting and other relevant background of nominees may be included with nomination.



## **Section 9. Ballots**

Ballots, addressed as directed by the Chairperson of the Elections Committee, to elect the President and the Regional Directors named in Article IV, Section 7, shall be mailed to each member address at least forty-five (45) days prior to the Annual Meeting. The ballots and counting procedure shall be designed and conducted in such a way as to ensure voter anonymity, and that the member can only cast a vote for Regional Director candidates running from the region in which the voter resides. Completed ballots must be received at the designated address at least seven (7) days prior to the Annual Meeting. Results of the election will be announced during the first session of the Annual Meeting.

## **Section 10. Margin for Election**

A plurality of all votes cast is necessary to elect Regional Directors and the President.

# **ARTICLE VI. OFFICERS**

## **Section 1. Composition, Terms and Requirements**

The Officers of this Association shall be President, First Vice-President, Second Vice-President, Secretary, and Treasurer. The terms of office for all officers shall commence fourteen (14) days after the close of the Annual Meeting and continue through to fourteen (14) days after the close of the next Annual Meeting. All officers of the Association shall be members of class a - e of the Association, twenty-one (21) years of age and shall be bonded.

## **Section 2. Officer Selection**

At the time of the Annual Meeting, the President-elect shall select the Officers from the Regional Directors and Directors-at-Large who will be in office fourteen (14) days after the close of the Annual Meeting, with the approval of the members. A plurality of all votes cast is necessary to select.

## **Section 3. Transition of Office**

- a. The period between the Annual Meeting and fourteen (14) days after shall provide for the orderly transition of all officers' duties, documents, accounts, services, and pertinent information necessary to operate the Association.
- b. During this period, no contracts or services may be entered into without the signatures of the President and the President-elect with approval by the newly elected Officers, and Board of Directors.

## **Section 4. Presidential Limitation**

The President shall not serve as a Regional Director or Director-at-Large.

- a. If the President-Elect at the time of his or her election is a Regional Director or Director-at-Large, then he or she must immediately resign that Director position and that vacancy will be filled as prescribed in these By-laws.
  
- b. If any member becomes President through succession and is a Regional Director or Director-at-Large at that time, then he or she must immediately resign that Director position and that vacancy will be filled as prescribed in these By-laws.

## **Section 5. Duties of Officers**

- a. The President shall preside at all duly called regular and special meetings of the membership, the Board of Directors, and the Executive Committee. The President shall appoint all committee members with the advice of the Directors and/or members, except for the Nominating Committee and Elections Committee. The President may also appoint chairpersons for committees, or at his or her option allow the committees to select their own chairpersons. The President shall serve as an ex-officio member of any committee except the Nominating and Elections Committee. The President shall present an Annual Report at the Annual Meeting. The President or his or her delegated agent shall sign all legal documents on behalf of the Association.
- b. The Vice-Presidents shall assist the President in his or her duties and perform any duties the President is unable to perform.
- c. The Secretary shall prepare minutes of all Board and Annual Meetings, be responsible for membership rolls, and perform such other duties as may be determined to be necessary by the Board of Directors.
- d. The Treasurer shall be responsible for all Association funds and shall see that a full, sound and accurate account is kept of all the Association's monetary activity. The Treasurer shall present a financial report at each Annual Meeting and at other such times as requested by the Board of Directors or the President. The Treasurer shall prepare an annual budget for presentation at the Annual Meeting. Two (2) signatures shall be required of all Association checks, bonds, drafts or financial contracts. At least one (1) of the signatures shall be that of an officer of the Association. The second signature may be either that of the Executive Director, if that position is established by contract, or of another contractor if specifically empowered to do so by the Board of Directors.

## **Section 6. Transfer of Officers' Duties**

It shall be the responsibility of each officer to ensure that his/her duties are properly transferred to the newly elected officers.

## **Section 7. Removal of Officers**

Any officer of the Association may be removed by a three-fourths (3/4) vote of all votes cast at any duly called regular meeting of the Board of Directors, for activity which in the judgment of the Directors or the members is prejudicial to the best interests of the Association. Written notice of intent to remove an officer must be given thirty (30) days in advance to the officer to be so removed.

## **Section 8. Officer Vacancies**

The President shall appoint one of the Board of Directors to any vacant office, with the confirmation of the Board.

## **Section 9. Succession of Officers**

- a. If the office of the President is vacant, then the First Vice-President shall become President. If the office of the First Vice-President is also vacant, then the Second Vice-President shall become President. Additional order of succession shall be the Treasurer and Secretary.
- b. If no Officer of the Association is able or willing to act as President, then the Board of Directors shall meet as soon as possible and elect a President from amongst the Directors at Large and Regional Directors.
- c. Any vacancy created by either of the preceding sections shall be filled as prescribed elsewhere in these By-laws.

## **ARTICLE VII. EXECUTIVE COMMITTEE**

### ***Section 1. Composition***

The Executive Committee shall be composed of the officers of the Association and the remaining Directors-at-Large not serving as Officers.

### ***Section 2. Authority***

The Executive Committee shall have the authority to conduct the affairs of the Association between meetings of the Board of Directors. The Committee shall take no action in conflict with the actions of the Board of Directors or the membership.

### ***Section 3. Meetings***

Meetings of the Executive Committee shall be open to all members and Regional Directors, except in Executive Session, but only Executive Committee members may vote.

### ***Section 4. Consultants***

The Executive Committee may invite persons to serve as non-voting members of the Committee in a consulting capacity for a term of up to one (1) year.

### ***Section 5. Quorum Requirements***

Meetings of the Executive Committee shall be held at the call of the President or upon the request of two (2) members of the Committee. A majority, or four (4) members of the committee constitutes a quorum.

### ***Section 6. Motions***

A quorum being present, a majority of all votes cast is necessary to approve a motion.

### ***Section 7. Meeting Notice***

Notice of any meeting of the Executive Committee shall be given to all members of the Board of Directors at least fifteen (15) days before the meeting; provided, however, that emergency meetings may be held without such notice if five (5) committee members consent to the time, place, and purpose of the meeting.

## **ARTICLE VIII. OTHER COMMITTEES**

### ***Section 1. Committee Appointments***

With the advice of the Directors and/or members, the President shall appoint all committees, standing or special, except for the Nominating Committee, the Elections Committee, and the Executive Committee.

### ***Section 2. Standing Committees***

There shall be seven (7) standing committees, each consisting of at least three (3) members, as follows:

- a. Ways and Means
- b. Promotion and Membership
- c. Safety and Ethics
- d. Festivals and Competitions
- e. Annual Meeting

- f. Archives and Records Documentation
- g. Education and Public Service

### ***Section 3. Special Committees***

Additional special committees may be established at the discretion of the President or by majority vote of the Executive Committee, Board of Directors, or the membership. Such committees are dissolved at the second Annual Meeting following establishment unless re-established.

### ***Section 4. Nominating Committee***

A Nominating Committee of at least three (3) Directors or past Directors shall be elected annually by the membership present at the annual meeting. The Nominating Committee shall make nominations for the next Nominating Committee, for the next Elections Committee, and all positions for which solicited nominations have not been received. It may make nominations to supplement solicited nominations. The President shall select one member of this committee as chairperson. The committee shall be responsible for preparation, verification, and distribution of ballots.

### ***Section 5. Elections Committee***

An Elections Committee composed of at least three (3) Directors or past Directors that are not members of the Nominating Committee shall be elected by the membership present at the annual meeting. The Elections Committee shall be responsible for receiving, verifying, and tallying the ballots. They shall report the results at the first session of the Annual Meeting. The committee will also verify results at the Annual Meeting.

### ***Section 6. Electoral Oversight***

The Elections or the Nominating Committee may note irregularities in the election process. They may recommend alternative solutions of the problem to the members at the Annual Meeting for resolution before the election results are announced.

### ***Section 7. Elections and Nominating Committee Vacancies***

Vacancies on either the Elections or the Nominating Committee may be filled by appointment by the President with confirmation by the Board of Directors.

## **ARTICLE IX. EXECUTIVE DIRECTOR, CONTRACTS, AND SERVICES**

### ***Section 1. Support Services***

The Executive Committee, upon the approval of the Board of Directors, may retain secretarial, financial, logistic, editorial, layout, printing, mailing, managerial, and other services to achieve the Association's objectives. The Board of Directors may contract to employ a qualified Executive Director, who shall be bonded.

### ***Section 2. Executive Director Duties***

The Executive Director, with the direction and approval of the Board of Directors, shall be responsible for the following:

- a. The administration of all policies and programs of the Association.
- b. Presentation of an Annual Report at the Annual Meeting.
- c. Other duties as may be contracted for between the Executive Director and the Association.

### ***Section 3. Exclusion from Offices***

The staff of the Association, including the Executive Director, upon payment of dues, may be members of the Association and shall be entitled to all rights and privileges of membership except that of serving on the Board of Directors or holding an Association office.

### ***Section 4. Executive Director Vacancy***

In the event the position of Executive Director becomes vacant, the Board of Directors may name an acting Executive Director until a qualified successor is hired.

## **ARTICLE X. SEAL AND COLORS**

### ***Section 1. Seal***

The seal of the Association shall have inscribed thereon the name of the Association, the year of incorporation, and the words "Corporate Seal, Maryland". The seal may be used by causing it or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

### ***Section 2. Colors***

The colors of the American Kitefliers Association shall be red, white, and blue; however, only red and white shall be used, because kitefliers already have in the sky all the blue that they require.

## **ARTICLE XI. CHAPTERS**

Chapters of the Association (as distinct from Affiliated Club Members in Article III, Section 2, Subsection f) shall be chartered by the Board of Directors with standards and conditions as they may issue from time to time. Any such standards shall not be in conflict with these by-laws.

## **ARTICLE XII. ANTI-DISCRIMINATION**

No person shall be discriminated against in admission to membership, election or appointment to any post, employment, or participation in any Association activities on account of race, color, creed, national origin, political beliefs, sex, sexual orientation, physical abilities, or age.

## **ARTICLE XIII. PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority governing Association conduct except when inconsistent with these by-laws or any special rules of order which the Association may adopt.

## **ARTICLE XIV. AMENDMENTS**

### ***Section 1. Requirements for Amendments***

These by-laws may be altered, amended or repealed and new by-laws adopted by a two-thirds (2/3) vote at any duly called meeting of the members, provided notice of the proposed change(s) be distributed to the full membership at least forty-five (45) days before the meeting.

## **ARTICLE XV. DISSOLUTION OF THE ASSOCIATION**

This Association may be dissolved by a two-thirds (2/3) vote of the members at any duly called meeting. Proposal to dissolve must be included in the notice of the meeting. After payment of all liabilities of the Association, the Board of Directors shall distribute all assets of the Association to one or more non-profit educational or charitable organizations for use in such manner as will best accomplish the purposes of the Association.

