

# RUPA BYLAWS

Adopted: January 30, 1963. Revised: April 4, 2024.

## ARTICLE 1. NAME

The name of this organization shall be RETIRED UNITED PILOTS ASSOCIATION.

## ARTICLE 2. PURPOSE

**Section 1. Purpose.** The purpose of this organization is to enhance the welfare of our RUPA members and to maintain the friendships and association of its members. This is accomplished by organizing and holding periodic luncheons, dinners, cruises, and conventions/reunions.

**Section 2. Tax Status.** This Association is a tax-exempt organization. The organization does not contemplate pecuniary gain or profit to the members and is organized for nonprofit purposes only.

## ARTICLE 3. MEMBERSHIP and DUES

**Section 1. Eligibility.** Retired or active pilots of United Air Lines, or predecessor companies, are eligible for membership in this Association. Active pilots will be associate members and enjoy all rights and privileges except voting rights. In addition, honorary, non-voting membership may be offered to any person with an aviation relationship the Board feels is warranted. Those persons may be considered, at a regular meeting of the executive committee, and submitted to the Board for membership approval.

**Section 2. Dues.** Annual membership dues are set by the Board of Directors and are published in the RUPANEWS. Annual dues are payable during the member's birth month. Members are not eligible to vote unless dues are current.

**Section 3. Magazine.** A hardcopy of the *RUPANews* will be distributed, upon request, to all dues paying members in good standing. The *eRUPANews* will be distributed, upon request to all members in good standing.

## ARTICLE 4. OFFICERS

**Section 1. Composition.** The Officers of this Association shall consist of President, VicePresident, Secretary-Treasurer, and the RUPANews Editor (aka - Editor at Large" or "Editorial Consultant.") which will remain as a non-elected position.

**Section 2. Executive Committee.** The above Officers shall constitute the Executive Committee, which shall have the power to conduct the business affairs of the Association.

The Executive Committee is not authorized to incur unapproved indebtedness in the name of the Association.

**Section 3. President.** The President shall supervise the affairs of the Association, calling meetings of the Executive Committee as needed and shall direct its efforts.

The President shall preside at all meetings of the Executive Committee.

The President shall appoint such committees as necessary to accomplish the purposes of the Association as stated in Article 2, Section 1.

The president shall preside at all conventions/reunions.

**Section 4. Vice-President.** The Vice-President shall perform such duties as assigned by the President.

**Section 5. Secretary-Treasurer.** The Secretary-Treasurer, in addition to such duties as assigned by the President, shall keep an account of the monies received and expended and submit an annual report to the Audit Committee appointed by the President as stipulated in Article 6, Section 3.

The Secretary-Treasurer shall keep a roster of members and record, or have recorded, the minutes of Executive Committee meetings, Board of Director Meetings, conventions/reunions, and a record of internet business meetings of RUPA.

**Section 6. RUPANews Editor.** The RUPANews editor shall produce the RUPANews in accordance with the direction of the RUPA BOD. This will include interacting with the members of the Executive Committee and the RUPA website manager as required. The RUPANews Editor (aka - Editor at Large” or “Editorial Consultant.”) will not be subject to the conditions defined in Article 5 of this document as this is not an elected position.

**Section 7. Additional Member to the Executive Committee.** Should the Executive Committee find itself in a position where a tie exists on any particular item, a fifth(5<sup>th</sup>) member of the committee will be called upon to break the tie. This member will consist of the most recent past President of the organization. Should this person not be available, the past presidents, in descending order, and on a one-by-one basis, shall be called upon to fill the role.

**Section 8. Compensation for Officers.** The RUPA BOD will make the determination regarding any compensation for individual(s) in the service of the organization. The BOD will also determine the value of such compensation to include COLA considerations.

## **ARTICLE 5. TERM of OFFICE and ELECTION to OFFICE**

**Section 1. Officer Term.** All officers will serve a term of two years, commencing on September 1st in odd numbered years.

**Section 2. Nominations.** Thirty to 60 days prior to September 1st, names of potential officers will be submitted, to be voted on by the Board of Directors. This may be accomplished by a solicitation in the June and July issues of the RUPANEWS for nominations. All nominees must indicate a willingness to serve or must have volunteered to serve.

**Section 3. Election.** In the absence of a convention/reunion, the Officers will be elected by the current Board of Directors.

**Section 4. Term Continuation.** Any officer may be invited to continue in his elected position by the Board of Directors

## **ARTICLE 6. BOARD OF DIRECTORS**

**Section 1. Composition.** The Association shall have a Board of Directors. The Board of Directors shall consist of the three elected officers, the RUPANEWS Editor, the Website Coordinator, the past Presidents, and other members, as appointed by the Board.

**Section 2. Term/Removal.** Members of the Board of Directors will serve an indefinite term. A Board Member can be removed by a two-thirds (2/3) approval vote of the BOD.

**Section 3. Audit Committee.** The President shall appoint a three-person Audit Committee from members of the Board of Directors and the committee shall make a report on the State of the Association to the Membership. The report will be completed and published in each February issue of the RUPANEWS and will include the previous calendar year's financial status.

## **ARTICLE 7. CONVENTIONS/REUNIONS**

**Section 1. Location.** The Association may hold a biennial convention/reunion at a site suggested by the site committee and agreed upon by the majority of those Executive Committee and RUPA BOD members indicating an intention to attend.

**Section 2. Host Committee.** There must be a willing host committee at the proposed site who will arrange the venue, tours, and activities.

**Section 3. Cancellation.** The convention/reunion or any part of it may be canceled to preclude RUPA from any financial penalties that would be incurred should membership participation be inadequate.

## **ARTICLE 8. AMENDING BYLAWS**

These By-Laws may be amended, as needed, at the request of the President, Officer, or any Board member. An email poll of the Board of Directors will require two-thirds (2/3) approval of the said changes.

## **ARTICLE 9. DISSOLUTION**

**Section 1. Requirement.** The Association may be dissolved at any time by an affirmative of three-fourths (3/4) majority of voting members.

**Section 2. Physical Asset Disposal.** In the event of such dissolution, the Executive Committee shall dispose of all physical assets and resolve any questions or problems relating thereto.

**Section 3. Liquid Asset Distribution.** All liquid assets (after approved debts are paid) shall be distributed to authentic charities or educational organizations as decided by the majority vote of the Board of Directors.

## **ARTICLE 10. LIMITATIONS**

Notwithstanding any of the above statements of purpose and powers, this Organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this organization.