

UNITED STATES CONTRACT WEATHER OBSERVING ASSOCIATION

A Not-For-Profit Corporation

Organized under the Laws of the State of Delaware

LAWS

ARTICLE I

(This printing includes all amendments adopted by the membership through December 31, 2016)

NAME, STATEMENT OF PURPOSES AND PRINCIPAL OFFICES

SECTION 1. NAME. The name of the association shall be “UNITED STATES CONTRACT WEATHER OBSERVING ASSOCIATION.”

SECTION 2. PURPOSES. The purposes of the association shall be:

- a) To help preserve the Contract Weather Observation Program through education and proactive interaction with the aviation community, lobbying groups, and the governmental powers that oversee us.
- b) To promote and teach aviation weather safety.
- c) To promote and enhance public understanding and awareness of the importance of weather conditions as to how it effects air traffic and airport operations.
- d) To provide education to those who may want to join and be a part of the CWO community.
- e) To work in a professional manner with the FAA, our Airport Officials to provide the best possible current weather information that we can.
- f) To be an advocate of timely and accurate weather and to be an advocacy group for the Contract Weather Observer Program.

SECTION 3. OFFICES. The Association shall maintain an office in the State of Georgia. This office may be the office of the registered agent of the United States Contract Weather Observing Association. The Foundation may also maintain a general office for the transaction of business at any location designated from time to time by the Board of Directors.

SECTION 4. LIMITATION OF METHODS. The United States Contract Weather observing Association shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

MEMBERSHIP
ARTICLE II

SECTION 1. ELIGIBILITY. Any person, association, corporation or partnership having an interest in the objectives of this organization shall be eligible for membership.

SECTION 2. REPRESENTATION. Any person, association, corporation or partnership, upon becoming a member of the United States Contract Weather Observing Association, may then designate an individual of said association, corporation or partnership to represent the association, corporation or partnership in all matters concerning the United States Contract Weather Observing Association.

SECTION 3. TERMINATION OF MEMBERSHIP. Any member may resign from the Chamber upon written request to the Board of Directors. Any member shall be terminated by the Board of Directors by a majority vote for non-payment of dues after 30 days from the due date, unless otherwise extended for good cause. Any member may be terminated by a majority vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the association. If the Board of Directors by majority vote determines that termination is warranted, the member to be terminated shall be given 15 days' notice of the intended termination by first class mail, postage prepaid, addressed to the member at his/her last address shown on the records of the association. The notice shall state the reason for termination and also state that the member has an opportunity to submit a written statement why the termination should not take place, which statement must be received in the Association office not less than five (5) days before effective date of termination. The Board of Directors shall consider the member's statement, if any, and may order that the termination shall not take place, or that it shall take place as stated in the notice to the member.

VOTING
ARTICLE III

SECTION 1. QUORUM. The presence of 50 percent of the voting power entitled to a meeting of members constitutes a quorum for the transaction of business at the meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least of majority of the members required to constitute a quorum.

SECTION 2. VOTING. Each member shall have one vote on each matter submitted to a vote of the members, and for each directorship to be filled at an election. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote,

and voting on any matter (other than the election of Directors) shall be the act of the members, unless the vote of a greater number is required by law.

SECTION 3. INSPECTION OF ELECTION. Before any meeting of the membership at which an election shall take place, the Chairman of the Board, with the approval of the Board of Directors, shall appoint three (3) members, other than the nominees for office, to act as inspectors at the meeting or any adjournment of the meeting. The Inspectors shall (1) determine the existence of a quorum, (2) receive votes or ballots, (3) hear and determine all challenges and questions arising in connection with the right to vote, (4) count and tabulate all votes, (5) determine the results, and (6) do any other acts that may be proper to conduct the election or vote with fairness to all members.

SECTION 4: ACTION BY EMAIL BALLOT. Any action that may be taken at any quarterly teleconference meeting or special meeting of members may be taken without a meeting and without notice, if a ballot is emailed to every member entitled to vote on the matter on the day that the first written ballot is emailed or solicited. Such distribution of email ballots shall be in the manner provided for giving notice of a meeting of members. The email ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, provide a reasonable time within which to return the ballot to the association. And specify the time by which the ballot must be received by the association to be counted. A matter shall be approved by email ballot if the number of votes by email ballot received within the time period specified equals or exceeds the quorum required to be present at a meeting. This authorizes the proposed action and the number of approvals required for passage at a meeting. Any email ballot received by the association may not be revoked. All ballots shall be filed with the President of the Association maintained in the records of the association. The results of the email ballot shall be stated in the Association's next mailing to members.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. THE BOARD OF DIRECTORS. The Board of Directors of the United States Contract Weather Observing Association shall be comprised of members of the FAA Federal Contract Weather Observation Program and the founding members of the association. The business property and affairs of the association shall be managed and controlled by a Board of Directors.

SECTION 2. OFFICERS. The Board of directors shall have Officers. Officers shall be deemed the Executive Committee of the Association. The Executive Committee of the association shall consist of a Chairman (President), Vice-Chairman (Vice President), Secretary and Treasurer. The Chairman shall oversee and lead all the affairs of the association. The Chairman shall lead all meetings when possible. The Vice-Chairman shall assume the duties of the Chairman if he or she can't perform the duties of the Chairman. The secretary shall have the responsibility for administrative duties like scheduling meetings and informing all the members of the association of results from meetings. And the treasurer shall have the responsibility for association

collections and administration and maintenance of funds. The treasurer shall have knowledge of and exercise control of the financial accounts and status of the association.

SECTION 3. OFFICER TERM. The Term of Office for directors will be 2 years. Directors may serve successive terms.

SECTION 4. MEETINGS. The Board of Directors of the association shall hold at least four teleconference meetings a year at such time as may be directed by the Chairman of the Board of the United States Contract Weather Observing Association in writing to each member of the Board of Directors. Said notice shall be emailed in accordance with the Constitution and Bylaws of the United States Contract Weather Observing Association.

SECTION 5. QUORUM. A majority of the authorized number of Directors is a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, except as a greater or lesser number required by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for the meeting.

SECTION 6: ADJOURNMENT OF MEETINGS. A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time.

SECTION 7. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to that action. Such action by email written consent shall have the same force and effect as a unanimous vote of the Board. Such email written consent or consents shall be filed with the minutes of the Board.

SECTION 8. RESIGNATION. Any Director may resign, effective immediately or at a later time specified by the Director, by an email written notice to the Chairman, or the Board of Directors. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

SECTION 9. VACANCIES. Persons to fill vacancies on the Board of Directors, or among the officers, shall be nominated by the Chairman of the Board and confirmed by a majority vote of the Board of Directors, except that a vacancy created by the removal of a Director by the members may be filled only by the members, in the manner provided for election of a Director. A Director elected in either manner to fill a vacancy on the Board shall complete the balance of the term to which elected.

SECTION 10. COMPENSATION I. No member of the Board of Directors shall be paid any compensation for services as a director, and shall not benefit financially in any way solely by reason of being a member of said Board of Directors.

SECTION 11. EMPLOYEES. No employee of the Association shall be elected to or serve on the Board of Directors or the Executive Committee of the Association.

SECTION 12. POLICIES AND PROGRAMS. The Board of Directors is responsible for the establishment of policies and for the determination of the program to be followed by the Association. The Board of Directors is further responsible to see and ensure that the policies and programs of the Association established and determined by it are fully and faithfully adhered to and accomplished by the Chair, Officers, members, and committees of the Association.

SECTION 13. OPERATIONS. The United States Contract Weather Observing Association Board of Directors is responsible for seeing that funds are obtained and made available for the maintenance and operation of the association, shall have knowledge of and exercise control of the financial accounts and status of the Association.

SECTION 14. DISCLOSURES TO MEMBERSHIP. All action by the Board of Directors shall be recorded and reported to the membership of the United States Contract Weather Observing Association quarterly teleconference meeting, and shall be subject to revision or alteration by the membership of the United States Contract Weather Observing Association provided, however, that no rights or acts of third parties shall be affected or prejudiced by any such revision or alteration.

ARTICLE V DUES DEDUCTION

SECTION 1. DUES. Dues shall be collected by each individual by the Vendors through a payroll deduction process until an administrative process shall be worked out by the Board of Directors. Dues of \$0.20 per each hour worked shall be deducted from each member. These deductions will not be tax deductible and will exclude being taken from vacation hours, personal hours, and administrative hours. These dues shall be collected on a bi-monthly schedule from the Vendors and deposited into the Association's bank on a monthly basis.

ARTICLE VI ASSOCIATION BANK

SECTION 1. GENERAL OPERATING ACCOUNT. The Officers of the Board of Directors shall have knowledge and authority to access the Association's bank account at any time. Any expenditures can be approved by the Secretary/Treasurer, but will have to receive final approval by the President/Chairman or Vice-President/Vice-Chairman. Being a non-profit, no loans of any kind shall be granted. Funds will be specifically allocated strictly for administrative,

association overhead costs, educational platforms (both website and industry related), and lobbying.

ARTICLE VII PROXIES

SECTION 1. VOTING. At each meeting of the Board of Directors, every Officer and Director having the right to vote shall be entitled to vote by voice.

SECTION 2. PROXIES I. All proxies shall be delivered to the Chair of the meeting and entered by him in the minutes of the meeting.

SECTION 3. PROXIES II. No proxy shall be in favor of or used by any person who is not an Officer or Director of this Association.

ARTICLE VIII PAY OR COMPENSATION

SECTION 1. COMPENSATION II. No Officer, Director or member of any committee of this Association shall, solely by virtue of his office or position, be entitled to any compensation from the Association. No individual, Director or Officer shall derive any financial gain through the Association solely by virtue of his or her office or position.

ARTICLE IX FUNDS

SECTION 1. FUNDS. All money paid to the Association shall be placed in a general operating fund

SECTION 2. DISBURSEMENTS. Upon approval of the budget, the President/Chairman is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval.

SECTION 3. FISCAL YEAR. The fiscal year of the Association shall end December 31st.

SECTION 4. TAX YEAR. Our tax year will operate January 1st – December 31st.

SECTION 5. BUDGET. The Executive Committee shall adopt a budget for the coming fiscal year and submit it to the Board of Directors for approval at its 4 quarter teleconference meeting at the end of December.

SECTION 6: MAINTENANCE AND INSPECTION OF ARTICLES, BYLAWS, AND OTHER ASSOCIATION RECORDS. A copy of the Association's Articles of Incorporation and Bylaws, as amended to date, shall be maintained in the office of the Association and shall be open to inspection by any member at all reasonable times during office hours. A copy can also be requested by email by any member.

The Association's books and records of accounts and minutes of the proceedings of its members, Board of Directors and committees of the Board shall be kept in the Office of the President and also in the Secretary/Treasurer Office. The minutes can be in any other written form ex. (.doc) capable of being converted to written form. The minutes and books and records of account shall be open to inspection upon email written demand of any member at any reasonable time during office hours, for a purpose reasonably related to the member's interest as a member.

ARTICLE XI DISSOLUTION OF CORPORATION

SECTION 1. ASSOCIATION DISSOLUTION. In the event this Association should be dissolved for any reason whatsoever, all funds in the possession of the Treasurer shall be distributed in accordance with applicable laws of the State of Georgia as now are existing or may be hereafter revised covering the establishment, operation and maintenance of a Not-For-Profit Corporation within the State of Georgia.

ARTICLE XII SEAL OF CORPORATION

SECTION 1. SEAL. The Seal shall be provided to us through incorporate.com (Company Corporation in Delaware.

ARTICLE XIII AMENDED BYLAWS

SECTION 1. BYLAW AMENDMENTS. These Bylaws may be altered or amended, modified or added to by a majority vote of the Officers and Directors of this Association at any regular meeting of the Board of Directors or at any Board of Directors meeting called for that purpose.

Charles Starrett
Charles Starrett
USCWOA President/Chairman

Todd J. Skobjak
Todd J. Skobjak
USCWOA Vice President/Co-chair

David Law
David Law
USCWOA Treasurer

Jeff Bloomer
Jeff Bloomer
USCWOA Secretary

Dennis Rainwater
Dennis Rainwater
USCWOA Director

Derek Ortgies
Derek Ortgies
USCWOA Director

Bobby Hepler
Bobby Hepler
USCWOA Director

Approved and signed on January 7, 2017.