

Bylaws
of the
The Air to Heart Foundation

ARTICLE I
NAME

The name of the organization shall be The Air to Heart Foundation. Hereinafter referred to as “the Foundation.”

ARTICLE II
PURPOSE

Section 1. Purpose. The purpose for which the foundation is organized is for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any future United States Internal Revenue code. This includes the purpose of:

1. To encourage and support American Airlines pilot spouses and domestic partners through their membership with activities and resources that promote mutually beneficial purposes through social, educational, charitable and recreational opportunities.
2. To serve as a bridge for support in times of crisis for American Airlines pilots and their families.
3. To support other charitable organizations as designated by the Board of Directors.

Section 2. Powers. The foundation shall have the following powers:

1. To receive and maintain funds of real and/or personal property, and to use and apply income and principal for the purposes set forth in Article II, Section 1, above.
2. To have and exercise any and all of those powers specified in sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code; and those outlined in the Texas Non-profit Corporation Act.

Section 3. Distribution of Assets upon Dissolution. In the event of dissolution, the residual assets of the foundation will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) of the internal revenue because of 1986, as amended, the corresponding sections of any future Internal Revenue Code, for exclusive public purpose. The foundation’s property should not be conveyed to any organization created or operated for profit or to any individual for less than fair market value of such property.

ARTICLE III MEMBERSHIP

Section 1: The membership of this foundation shall be composed of:

1. Every spouse (male or female) of all pilots employed by American Airlines, if they so desire.
2. Every spouse (male or female) of all retired pilots of American Airlines, if they so desire.
3. Every Domestic Partner of all pilots employed by American Airlines, if they so desire. The individual must be registered as the Domestic Partner receiving D1 privileges.
4. Every widow (or widower) of all deceased pilots of American Airlines, if they so desire.

Section 2: The membership of the foundation shall be in the following categories:

1. Economy Class Membership. Social Members shall have the right to attend meetings and activities of the foundation, but shall not have the right to vote or to hold office.
2. Business Class Membership. Business Class Members shall pay annual dues established by the board of directors. Business Class Members shall have the right to vote on all issues before the membership, to elect officers, and to hold office.

ARTICLE IV EXECUTIVE BOARD

Section 1. The Officers of the Foundation. For tax purposes, the Officers of the Foundation shall consist of the President, Vice-President, Secretary and Treasurer. Additional officers that the Executive Board deems necessary may be elected or appointed by the Executive Board in any manner consistent with these Bylaws.

Section 2. Executive Board. The business affairs, activities, and property of the Foundation shall be managed, directed, governed, and controlled, and the powers of the Foundation shall be vested in and exercised by an Executive Board. The voting Executive Board shall consist of the President, Vice President, Corresponding Secretary (Secretary), Social Secretary, Chief Financial Officer (Treasurer), Philanthropic Financial Officer, Operations Financial Officer, Parliamentarian, Charitable Director, APA Liaison, and Domicile Liaison.

Section 3. Increases/Decreases. Increase in Directors. The Executive Board may change the number of directors by amending these Bylaws. Any directorship to be filled by reason of an increase in the number of directors shall be filled by vote of the Executive Board. Any such director elected shall hold office from the date of the election until the end of the current term. No decrease in the number of directors shall shorten the term of office of any incumbent director.

Section 4. Term of Office. The Executive Board shall be installed for a term of two (2) fiscal years at the end of year (December) meeting. Executive Board members shall hold office until their successors are chosen and have qualified unless they are sooner removed from office as provided in these Bylaws. Executive Board members may serve for any number of successive terms.

Section 5. Qualifications. All Executive Board members shall be Business Class members of the Foundation in good standing and shall be persons of the age of twenty-one (21) years or older. Executive Board members do not need to be residents of the State of Texas. An Executive Board member must demonstrate an interest in the purposes and activities of the Foundation and must be interested in donating their time, advice, skill, energy, and support in furtherance of the Foundation and its purposes and activities.

Section 6. Resignation and Removal. A director may resign at any time by giving written notice to the President of the Executive Board of the Foundation, who shall announce the resignation to the full Executive Board at the next regular meeting of the Executive Board. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed from office without assignment of cause by a majority vote of the entire Executive Board whenever in its judgment the best interests of the Foundation may be served thereby.

Section 7. Vacancies. Any vacancy occurring on the Executive Board by reason of resignation, removal, death, or otherwise shall be filled by the affirmative vote of a majority of the remaining members of the Executive Board prior to the adjournment of the next Board meeting, after general membership has been notified of the vacancy. A director elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office. The term of office of a director elected to fill a vacancy shall commence upon election.

Section 8. Access. Upon resignation, removal, or end of term, all members of the Executive Board shall allow for seamless transition by providing all materials and passwords relevant to executing official duties.

Section 9. Absences. If a director misses three (3) consecutive meetings without excuse, such absences shall be deemed to constitute such individual's tender of her resignation from the Executive Board; provided, however, the Executive Committee shall have the authority to accept or reject such resignation.

Section 10. Compensation of Directors. Officers and members shall serve without compensation for such positions, but may be paid for other services to the extent allowed under IRS code section 501(c)(3).

ARTICLE V EXECUTIVE BOARD RESPONSIBILITIES

Section 1. The voting Executive Board shall consist of the President, Vice President, Corresponding Secretary, Social Secretary, Chief Financial Officer, Philanthropic Financial Officer, Operations Financial Officer, Parliamentarian, Charitable Director, APA Liaison, and Domicile Liaison. The President can appoint Standing and Special Committees as required to fulfill various special activities or projects.

Section 2. President.

The President shall be the principal executive officer of the Foundation and Executive Board. The President shall preside at all meetings of the Executive Board and General Membership Meetings, and shall call special meetings of the Foundation and the Board. The President shall not make or second any motion. The President is a voting member. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the Foundation. The President shall have signature authority to sign board-approved contracts on behalf of the Foundation, in accordance with the Internal Financial Controls, as well as all Foundation accounts. The President is an elected position that will serve the Foundation for a term of two years.

Section 3. Vice President.

The Vice-President shall serve as an Officer of the Foundation and Executive Board, and shall report directly to the President. In the absence of the President, the Vice President will perform the duties of the President. The Vice President shall act as assistant to the President and perform such duties as may be delegated by the President. The Charitable Director, APA Liaison and Domicile Committee Chair report to the Vice President. The Vice President is an elected position that will serve the Foundation for a term of two years.

Section 4. Corresponding Secretary (Secretary).

The Corresponding Secretary shall be a member of the Executive Board. The Corresponding Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board. Secretary shall also oversee any information needed to be updated on the Foundation's website, as well as the Foundation section of the APA website. The Webmaster reports to the Corresponding Secretary. The Corresponding Secretary is an elected position that shall serve the Foundation for a term of two years.

Section 5. Social Secretary.

The Social Secretary shall be a member of the Executive Board, and will keep an active list of membership, as well as a master volunteer list. The Social Secretary will work with the Publicity Chair to publish official notices on the Foundation social media forums, as well as manage an official Foundation email account. All official correspondence from the Foundation will be conducted from the official email account. The Social Secretary is an elected position that will serve the Foundation for a term of two years.

Section 6. Chief Financial Officer (Treasurer).

The Chief Financial Officer (Treasurer) shall be a member of the Executive Board. The Chief Financial Officer shall have charge of and be responsible for all funds of the Foundation (Social and Charitable) and shall receive and give receipts for monies due and payable to the Foundation from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Board. The Chief Financial Officer shall chair the Budget committee. Additional members of the Budget Committee are the President, Vice President, Philanthropic

Financial Officer, Operations Financial Officer and Corresponding Secretary. The Chief Financial Officer shall make disbursements as authorized by the President and Executive Board. The Chief Financial Officer shall present a written financial report at each General Membership Meeting of the membership and at other times as requested by the Executive Board. The Chief Financial Officer shall serve as an authorized signatory of all Foundation checks. The Philanthropic Financial Officer and Operations Financial Officer report to the Chief Financial Officer. The Chief Financial Officer is an elected position that will serve the Foundation for a term of two years.

Section 7. Philanthropic Financial Officer.

The Philanthropic Financial Officer shall be a member of the Executive Board, and is responsible for maintaining accurate accounts and records of all revenues, receipts and expenditures related to the Charitable Fund. This includes balancing the account on a monthly basis, and preparing a monthly financial report for the Chief Financial Officer to present at Board meetings. The Philanthropic Financial Officer shall serve as an authorized signatory of all Charitable Fund Checks in the absence of the Chief Financial Officer. The Philanthropic Financial Officer is an elected position that will serve the Foundation for a term of one year.

Section 8. Operations Financial Officer.

The Operations Financial Officer shall be a member of the Executive Board, and is responsible for maintaining accurate accounts and records of all revenues, receipts and expenditures related to the operations fund. This includes balancing the account on a monthly basis, and preparing a monthly financial report for the Chief Financial Officer to present at Board meetings. The Operations Financial Officer shall serve as an authorized signatory of all Operations Fund Checks in the absence of the Chief Financial Officer. The Operations Financial Officer is an elected position that will serve the Foundation for a term of one year.

Section 9. Parliamentarian.

The Parliamentarian shall report directly to the President. The Parliamentarian shall be the expert in the rules and procedures of the Foundation, and will assist the Foundation in the drafting, revising, and interpretation of the bylaws and rules of order. The Parliamentarian is a NON-VOTING member of the Executive Board, and shall advise if a quorum is present at all meetings. The Parliamentarian shall organize emergency votes, as required, by the most reasonable means permitted by the Bylaws. The Parliamentarian is an appointed position that will serve the Foundation for a term of one year.

Section 10. Charitable Director.

The Charitable Director is responsible for managing the charitable projects and donations of the Foundation, and reports to the Vice President. The Charitable Director shall research charitable projects and present recommendations to the board of projects or organizations that the Foundation should support. Maintain a record of total volunteer hours of the Foundation, as well as the total amount of charitable giving the Foundation has participated in year to year. The Charitable Chair is an appointed position that will serve the Foundation for a term of one year.

Section 11. APA Liaison.

The APA Liaison shall report directly to the Vice President. The APA Liaison shall communicate and coordinate with APA as required, and provide APA updates to the Board. The APA Liaison is an appointed position that will serve the Foundation for a term of one year.

Section 12. Domicile Liaison.

The Domicile Liaison shall chair the Domicile Committee, and is responsible for ensuring open communication with the ten domicile representatives that form the Domicile Committee. The Domicile Liaison shall present any pertinent information from the domiciles as required at the board meeting. The Domicile Liaison shall present recommendations to the board of ways to support domicile events, as well as identify areas of need as required. The Domicile Liaison is an appointed position that will serve the Foundation for a term of one year.

ARTICLE VI COMMITTEES AND APPOINTED POSITIONS

Section 1. The Executive Board, by a majority vote of the entire Board, may designate and appoint committees as required. Business Class members in good standing are eligible to participate in committees. All decisions and actions of a committee shall be subject to review and approval by the Executive Board. The designation and appointment of any such committee and the delegation of authority shall not operate to relieve the Executive Board of any individual board member of any responsibility imposed upon them by law. If any such delegation of authority of the Executive Board is made as provided herein, all references to the Executive Board contained in these Bylaws or any other applicable law or regulation relating to the authority delegated, shall be deemed to refer to such committee.

Section 2. Standing Committees. The standing committees of the Board shall consist of the following

- A. Budget Committee. The budget committee shall be chaired by the Chief Financial Officer (Treasurer). Other committee members shall include the Vice President, Philanthropic Financial Officer, Operations Financial Officer and up to two additional members (may be voting members or members of the Executive Board). The budget committee shall provide the board guidance where any issue of finance is concerned, including but not limited to, fiscal responsibility and oversight, strategic planning and analysis, protection of assets, ensuring transparent policy and complying with organization, state and federal guidelines. Duties of the committee include conducting an annual budget review, reviewing annual tax returns, revising organizational fiscal policies, ensuring budget adherence, and complying with state and federal deadlines. Any recommendations of the committee shall be subject to the approval of the Executive Board.
- B. Auction Committee. The Auction Committee shall be chaired by the Charitable Director, and include the Philanthropic Financial Officer. The remainder of the committee shall be voting members or members of the Executive Board. The committee shall support the efforts of the Charitable Director to execute a transparent, profitable annual auction in accordance with state and federal fundraising guidelines. Duties of the committee include, but are not limited to, regular auction committee meeting attendance, adherence

to the Auction budget, assisting in donation solicitation and all other efforts related to the annual fundraising auction.

- C. Scholarship Committee. The Scholarship Committee shall be responsible for managing the Foundation Scholarship Program, and reports to the Vice President. The Scholarship Committee Chair shall be appointed by the President and can be a voting member in good standing or an Executive Board member. Duties of the committee include, but are not limited to, developing a course of action for scholarship distribution goals, as well as a timeline, and submitting recommendations to the Executive Board for the targeted number and value of scholarships to be awarded; researching and recruiting potential scholarship donors as applicable; establishing eligibility guidelines and creating a scholarship application; soliciting applicants and selecting eligible recipients; presenting selected recipients to the Board for approval, and coordinating with the Philanthropic Financial Officer to ensure disbursement of funds.
- D. Domicile Committee. The Domicile Committee shall be chaired by the Domicile Liaison, and shall be responsible for ensuring a Foundation presence at each American Airlines domicile. The committee shall be comprised of up to two representatives from each domicile, voting members in good standing. Executive Board members are not eligible to serve as domicile representatives. Duties include, but are not limited to, being a focal point for information dissemination, hosting domicile meet ups to spread Foundation information, soliciting volunteers for Foundation events and programs, and ensuring the Board is aware of opportunities to provide assistance to American Airlines pilot families.

Section 3. Other Standing Committees. The Executive Board may establish such other Standing Committees, as it deems necessary and advisable. The President shall appoint the chairpersons of all Standing Committees. Those who chair Standing Committees shall serve as ex-officio members of the Executive Board. Only Business Class Members may serve as chairpersons. The chairperson of each committee shall recruit the members for his or her committee. The Chairperson shall report the plans and activities of the committee to the Executive Board, which must approve all such reports.

Section 4. Special Committees. The President and/or the Executive Board may create Special Committees. Special Committees shall be created for a specific time and/or task and shall cease to exist when that time or task has been completed, or at the discretion of the Executive Board, whichever occurs first. The President shall appoint the chairpersons of all Special Committees. Only Business Class Members may serve as chairpersons. The Chairperson shall report the plans and activities of the committee to the Executive Board, which must approve all such reports.

Section 5. Other Appointed Positions. The following positions are other appointed positions appointed by the President. Only Business Class Members in good standing are eligible to hold an appointed position. All positions listed are a one-year term.

- A. Membership Director. The Membership Director maintains all member files, and works with the Chief Financial Officer to ensure that dues have been paid by members. The Membership Director assists new members with registration and processes applications, and creates and distributes membership roster and directory. The Membership Director

works with Social Secretary to maintain the membership roster, create member nametags and keep track of social and program attendance.

- B. Hospitality Chair. The Hospitality Chair works with the Membership Director to welcomes new members, as well as send cards for birthdays, births, illness, deaths, etc.
- C. Publicity Chair. The Publicity Chair is responsible for all advertisements for Foundation socials, programs and other events. The Publicity Chair oversees the Newsletter Editor and Webmaster, and works with the Social Secretary to creates and/or update Foundation social media. The Publicity Chair finds creative free or low-cost ways of promoting the Foundation and recruiting new members.
- D. Newsletter Editor. The Newsletter Editor creates and distributes a quarterly newsletter, and prints copies as required.
- E. Webmaster. The Webmaster updates the foundation website.
- F. Socials and Programs Chair. The Socials and Programs Chair coordinates quarterly membership socials and programs, and works with the Social Funds Treasurer to ensure budget stays on track. The Socials and Programs Chair seeks approval and assistance from Vice President regarding socials and programs.
- G. Ways and Means Chair. The Ways and Means Chair is responsible for raising funds for the Social Funds Account through sale of merchandise at socials, programs, social media and other events, and orders new items as necessary and focuses on fundraising for the Social side of the Foundation.

ARTICLE VII ELECTIONS

Section 1. Procedure. Nomination and Election. Open nominations will be accepted for all Executive Board positions beginning August 15th. Members must submit written nominations to the Parliamentarian prior to October 1st. If any position is contested, the Parliamentarian will announce and conduct a vote of the general membership within a period not to exceed seven (7) days. The election of officers shall take place during the November General Membership Meeting each year. All Business Class Members of the Foundation may participate in the election.

Section 2. Term of Office. The new Executive Board for the upcoming year will be installed at the January general membership meeting upon the affirmative vote of the majority of votes cast.

Section 3. Selection. A majority of the votes cast by the Business Class Members shall be necessary for election. Should no person receive a majority of the votes cast, a run-off between the two (2) persons who received the largest number of votes shall immediately be held. **VOTES WILL BE COUNTED AND TALLIED BY THE CORRESPONDING SECRETARY AND VALIDATED BY THE SOCIAL SECRETARY.**

Section 4. Vacancies. Refer to Article IV, Section 7.

ARTICLE VIII MEETINGS

Section 1. Regular General Membership Meetings. At least one meeting per quarter, General Membership Meetings of the Foundation shall be held during each year. The time and place of the meetings shall be announced at least fourteen (14) days prior to the meeting.

Section 2. Executive Board Meetings. At least one meeting per month, Executive Board Meetings of the Foundation shall be held during each year. The time and place of the meetings shall be announced at least seven (7) days prior to the meeting.

Section 3. Special Meetings. Additional meetings of the Foundation may be called, either by vote of the Executive Board or by petition of a majority of the Business Class Members. The time and place of all Special Meetings shall be announced at least seven (7) days prior to the meeting.

Section 4. Quorum. A majority of the Executive Board present at any scheduled Foundation meeting shall constitute a quorum necessary for the transaction of business of the Foundation.

Section 5. Voting. A majority vote of the Business Class Members present at any meeting shall be required for all action to be taken by the Foundation. Every act or decision made by a majority of the Executive Board present at a meeting duly held at which a quorum is present is the act of the Executive Board, unless these Bylaws, or provisions of law require a greater or lesser percentage or different voting rules for approval of a matter by the board.

Section 6. Remote Attendance. Members of the Executive Board may participate in any meeting of the Board or Committees designated by the board, by means of a conference telephone, videoconferencing or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 7. Meeting Procedure. Rules contained in Robert's Rules of Order Newly Revised shall govern the Foundation in all cases in which they are applicable, and in which they are not in conflict with these By Laws.

Meeting will include the following information:

- *Welcome
- *Call to Order
- *Reading of minutes from the previous meeting
- *Treasurer's report
- *Committee Reports
- *Old Business
- *New Business
- *Announcements
- *Adjourn

ARTICLE IX FINANCES

Section 1. Fiscal Year. Effective 2024, the fiscal year of the Foundation will be January 1st through December 31st.

Section 2. Budget. The Executive Board shall present to the membership at the first Regular Meeting of the year a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the Executive Board during the year. Any substantial deviation from the budget must be approved in advance by the membership.

Section 3. Auditing and Reports. A monthly report of the affairs of the Foundation for the previous month shall be submitted to the Executive Board at each regular meeting, and filed with the Corresponding Secretary as a matter of record. The books and records of the Corporation shall be reviewed by an independent bookkeeper at the expense of the Corporation at such times as may be designated by a majority vote of the Executive Board. The Executive Board may also designate a committee of its members to audit the books and records of the Foundation at such times as it shall be determined by a majority vote of its members.

Section 4. Checks and Endorsement. All checks and drafts upon the funds or credit of the Foundation in any of its depositories shall be signed by the Chief Financial Officer or President. All checks, notes, bills receivable, trade acceptances, drafts and other evidences of indebtedness payable to the Foundation shall, for the purpose of deposit, discount or collection, be endorsed by the Chief Financial Officer or President. All checks and drafts upon funds of the Foundation shall be disbursed in accordance with the terms and conditions set forth in the Internal Financial Controls, which may be amended from time to time, as approved by the Board of Directors.

Section 5. Execution of Instruments. The President and Corresponding Secretary shall have power to execute on behalf of and in the name of the Foundation, any deed, contract, bond, debenture, note or other obligations or evidences of indebtedness, or proxy, or other instrument requiring the signature of an officer of the Foundation, except where signing and execution thereof shall be expressly delegated by the Executive Board to some other officer or agent of the Foundation. Unless so authorized, no officer, director or agent shall have any power or authority to bind the Foundation in any way, to pledge its credit or render it liable peculiarly for any purpose or amount.

Section 6. Limitation on Transactional Authority. No member of the Foundation shall be authorized to incur any debt or obligation, nor to otherwise make any expenditure, unless expressly approved by a majority vote of the Executive Board.

Section 7. Prohibition Against Loans. The Foundation shall not make loans to any officer or director of the Foundation.

Section 8. Gifts. No individual may receive a personal benefit or gift related to their service as a member of the Executive Board. The Executive Board, however, may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purpose or of any special purpose of the Foundation.

Section 9. Event Costs. With the exception of charitable and fundraising events open to the public, the cost of attending an event must cover event costs, excluding venue costs for free general membership events.

Section 10. Event Payments. Members must RSVP for social functions which require payment. Once a member has paid to attend a function, she must cancel her reservation prior to the RSVP deadline to receive a refund.

**ARTICLE X
AMENDMENTS**

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a majority vote of the entire Board of Directors.

**ARTICLE XI
AUTHORITY**

If there is any conflict between the provisions of these Bylaws and established operating procedures, the provisions of the Bylaws shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

IN WITNESS WHEREOF, These Bylaws were adopted by the Executive Board for the Foundation during a meeting properly called on June 21, 2023, and shall take effect immediately.



MARIA E. PERKINS

President

June 21, 2023

DATE