

Enterprise Recreation Clubs and Programs

CONSTITUTION AND BY - LAWS

OF

The Boeing Employees' Flying Association

Preamble: We the members of the Boeing Employees' Flying Association (BEFA) do organize for the mutual recreation and pleasure in charitable education and other purposes as follows: To foster, promote, engage in and conduct all phases of flying and related activities.

CONSTITUTION

ARTICLE I NAME

Section 1 We shall be known as Boeing Employees' Flying Association, a.k.a BEFA.

ARTICLE II MEMBERSHIP

Section 1 Membership shall be open to the following without regard to race, color, religion, national origin, gender, sexual orientation, gender identity, age, physical or mental disability, or veteran status. Membership category levels are as specified in the Association's Rules of Operation.

- a. Boeing employees and retirees.
- b. Spouse and eligible dependent children (as defined by Boeing benefit guidelines) and domestic partners as defined by The Boeing Company of Boeing employees and Boeing retirees.
- c. Government, customer, vendor and contract personnel stationed at or exclusively serving The Boeing Company, their spouse and dependents.
- d. Certain limitations as specified in the Association's Rules of Operation may be imposed on participation for other than company employees based on available staff, facilities and budgets.

Section 2 Fees and dues shall be established by the Executive Board on a year-to-year basis and subject to approval by the membership as stated in the Association's Rules of Operation.

Section 3 Participating Members (as defined in the Procedures Manual and Rules of Operation) shall own an interest in the Association's property holdings by a share purchase and shall have the right to cast a ballot concerning BEFA matters.

Section 4 The board may create other membership categories, as deemed in the interest of the Association, which shall be defined in the ROPS. These categories are not eligible to cast a ballot concerning BEFA matters, nor shall they hold an interest in association property holdings.

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ARTICLE III OFFICERS

Section 1 The officers of the Boeing Employees' Flying Association shall consist of a President, Vice President, Secretary, Treasurer, Operations Officer, and Safety Officer. The Treasurer of the association executive board must be an active Boeing employee. Eligible candidates for President, Vice President, Secretary, Operations Officer, and Safety Officer of the executive board may be an active Boeing employee or a retiree of The Boeing Company.

Section 2 Conflict of Interest. No BEFA member with a conflict of interest with respect to the management of, or operation of, BEFA shall serve as a BEFA officer or serve on the Board of Trustees. Such a Conflict of Interest shall be defined as follows: Employment by, or direct or indirect interest in any firm, organization, corporation, partnership, or enterprise with which BEFA conducts business.

This restriction shall not apply to the ownership of aircraft leased to BEFA by participating members who have been elected or appointed to the Board of Trustees. However, any BEFA officer who is or has expressed intent to be involved in any way in the ownership of an aircraft leased to BEFA must abstain from any Board of Trustee deliberations or votes associated with aircraft leases.

ARTICLE IV DUTIES OF OFFICERS

Section 1 President shall:

- a. Preside at all business meetings.
- b. Be chairperson of the Executive Board.
- c. Call extra business meetings, appoint committees not otherwise provided for and fill protem vacancies as specified.
- d. Perform such other duties as the office may require.
- e. Perform the duties of the Vice President in their absence.
- f. Review the monthly bank statement with the treasurer.

Section 2 Vice President shall:

- a. Oversee and coordinate the efforts of all major committees.
- b. Perform the duties of the President in their absence.

Section 3 Secretary shall:

- a. Keep minutes of all Executive Board and other business meetings.
- b. Maintain an up-to-date roster of members.
- c. Notify members of all association meetings as specified.
- d. Maintain all required documents of the association.

Section 4 Treasurer shall:

- a. Keep an accurate account of all financial transactions of the organization.
- b. Be responsible for all funds of the organization and receive and disburse all money subject to the will of the Executive Board.
- c. Disbursements shall be made by check only. A checking account will be set up and no check will be honored by the bank for payment unless signed by

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the Treasurer or his/her designee, such signature to be countersigned by the President or one other elected officer of the organization.

- d. Maintain accounts and render monthly financial statements of the organization.
- e. Review the monthly bank statement with the President.
- f. Review the financial records with an officer or association member upon request.

Section 5 Operations Officer shall

- a. Supervise and arrange for all Association flight activities.
- b. Be responsible for constraining use of Association's aircraft so as to be consistent with the best interests of the Association.
- c. Be responsible for proper maintenance of the Association aircraft.
- d. Act as Chairman of the Rules Committee.
- e. Have authority to delegate above responsibilities.

Section 6 The Safety Officer shall:

- a. Establish guidelines pertaining to Safe Operating Practices.
- b. Establish requirements and curriculum for all check rides.
- c. Review itinerary of cross-country trips for proper planning and consistency with airplane and pilot capability.
- d. Ensure adequate records of check rides, licenses and medical examinations for all members.
- e. Review qualifications and recommendations and submit names of prospective flight instructors and check pilots for approval of the Board.
- f. Coordinate activities of Board approved flight instructors and check pilots.
- g. Have authority to delegate above responsibilities.

Section 7 The Boeing Company provides Recreation Advisors who will provide administrative support and oversight as required to the Executive Board.

ARTICLE V ELECTION OF OFFICERS

Section 1 The offices of President, Vice President, Secretary, Treasurer, Operations Officer, and Safety Officer shall be filled by election as defined in the Association's Rules of Operation.

Section 2 Nominations for officers of the organization shall be made by a three-person Election Committee as defined in the Association's Rules of Operation.

They shall present a list of nominations to the organization to be voted upon at least 15 days prior to the creation of the ballots.

Section 3 No person is eligible to hold office that is not a dues paying member of the organization.

Section 4 No member is eligible to hold more than one elective office at a time or be retained in office more than two successive term limits. The length of a term is defined as: 2 years.

Section 5 Only one member of a family, the active Boeing employee or Boeing retiree at a time is eligible to hold the office of President, Vice-President, Secretary, Treasurer,

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Operations Officer, or Safety Officer. This applies to appointed voting members of the executive board.

Section 6 All elections shall be by secret ballot.

Section 7 Office vacancies of the President, Vice-President, Secretary, Treasurer, Operations Officer, and Safety Officer must be filled within 60 days of vacancy either by appointment by the board or special election.

Section 8 No officer or trustee shall receive any salary or wages by reason of office.

ARTICLE VI COMMITTEES AND BOARDS

Section 1 There shall be an Executive Board, and three major committees.

Section 2 Executive Board

- a. The President, Vice-President, Secretary, Treasurer, Operations Officer, and Safety Officer, and all major committee heads shall constitute this Board.
- b. The Executive Board shall decide on all expenditures, promotion of activities, appointments of committees and the general government of the organization.
- c. The Executive Board shall meet according to the schedule defined in the Association's Rules of Operation.

Section 3 Committees

The Boeing Employees' Flying Association major committees shall be the Election Committee, an Executive Committee, and a Rules Committee. Other committees may be formed at the discretion of the Board

- a. The Election Committee shall:
 1. Arrange for nomination of Association members for the Officer positions.
 2. Accept additional officer position nominations during the nomination meeting.
 3. Prepare and distribute ballot and voting instructions to all Participating members of record.
 4. Tabulate ballots.
 5. Submit election results to the Secretary.

It shall consist of Past President and at least two members, all of whom shall be appointees of the Board at least two months prior to the election.

- b. The Executive Committee shall, upon Board request, review questions of business interest to the Association and make reports and recommendation for disposition by the full Board.

It shall consist of the Past President, the President (Chairman), the Treasurer, and the Operations Officer. Additional members may be appointed from time-to-time, by the Chairman.

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- c. The Rules Committee shall:
 - 1. Review, recommend and submit for Board approval rules and/or changes to rules not covered by the provisions of these Bylaws.
 - 2. Cause to be published, after Board approval, revised "Rules of Operation".
 - 3. Notify the membership of the revised "Rules of Operation".

It shall consist of the Operations Officer (Chairman). Additional members may be appointed from time-to-time, by the Chairman.

- d. Sub-committees to the major committees may be formed at any time to carry out the various phases of the association activities.

ARTICLE VII MEETINGS

Section 1 Regular meetings shall be held according to the schedule defined in the Association's Rules of Operation.

Section 2 Special meetings may be called at any time as determined by the President.

Section 3 All meetings will be conducted in compliance with Roberts Rules of Order.

ARTICLE VIII AMENDMENTS

Section 1 This constitution may be amended by the submission in writing of a proposed amendment at any regular or special meeting of the organization. The proposal shall be received and acted upon at the next succeeding regular meeting of the organization at which there shall be a quorum present (present is defined as in person, or via virtual meeting method).

Section 2 Amendments may be acted upon at the announced meeting or by mail ballot. A two-thirds majority of the members present at the meeting or responding by mail ballot shall be required to adopt an amendment.

Section 3 Written notice of the meeting shall be given three weeks prior to the meeting at which the amendment is voted upon.

Section 4 All proposed amendments to this constitution and by-laws shall be submitted to Boeing Recreation for clearance before a vote by the membership.

ARTICLE IX DISSOLUTION

Section 1 The Association may be dissolved through the procedure specified by the laws of the State of Washington.

Section 2 In the event of the Boeing Employees' Flying Association, Inc. disbanding, Association property shall revert to the Boeing Recreation Unit for disposal. Proceeds from disposal of airplanes, airplane accessories, etc., shall be divided among participating members of record as of date of dissolution of the Association in proportion to the money a member has deposited in the Treasury. Proceeds from disposal of property, excluding airplanes, aircraft accessories, etc., shall be divided equally among participating members of record as of date of dissolution of the Association.

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BY-LAWS

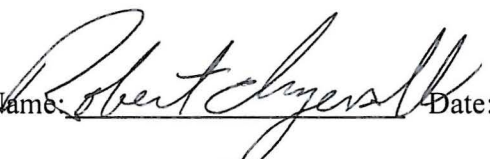
ARTICLE I QUORUM

Section 1 Unless otherwise stated in the Association's Rules of Operation, a quorum shall consist of 60 percent of the paid membership.

ARTICLE II GENERAL PROVISIONS

Section 1 Property or equipment purchased by Boeing Employee Flying Association with Boeing Employee Flying Association funds shall be considered association property and not the property of any individual member or group of members.

Section 2 The fiscal year for Boeing Employee Flying Association shall be from January to December, inclusive. All budgeting and financial accounting shall be rendered on this basis.

Print Name: Robert Ingersoll Sign Name:  Date: 6/13/2017
Association President

Print Name: Pon Anderson Sign Name:  Date: 6/15/2017
Recreation Staff
The Boeing Company

FIRST CONSTITUTION ADDENDUM

THIS FIRST CONSTITUTION ADDENDUM of the BOEING EMPLOYEES' FLYING ASSOCIATION (aka "BEFA") is made and entered into this 1st day of December 2017.

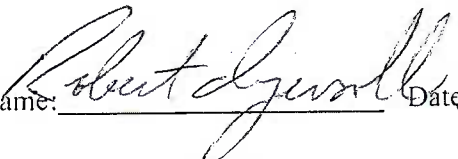
ARTICLE III OFFICERS

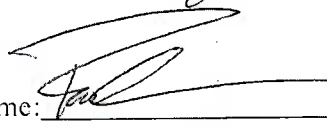
SECTION 1 : Add that a Boeing Retiree is eligible to hold the office of Treasurer. Section 1 paragraph is amended by striking the second sentence and adding Treasurer to the final sentence.

Current: The officers of the Boeing Employees' Flying Association shall consist of a President, Vice President, Secretary, Treasurer, Operations Officer, and Safety Officer. The Treasurer of the association executive board must be an active Boeing employee. Eligible candidates for President, Vice President, Secretary, Operations Officer, and Safety Officer of the executive board may be an active Boeing employee or a retiree of The Boeing Company.

Amended: The officers of the Boeing Employees' Flying Association shall consist of a President, Vice President, Secretary, Treasurer, Operations Officer, and Safety Officer. Eligible candidates for President, Vice President, Secretary, Treasurer, Operations Officer, and Safety Officer of the executive board may be an active Boeing employee or a retiree of The Boeing Company.

In accordance with Article VIII AMENDMENTS of the Constitution, this amendment has been voted upon and approved by a two thirds majority of a quorum membership whom responded to the mail ballot on the 30th day of November 2017.

Print Name: Robert Ingersoll Sign Name:  Date: Dec 14 2017
Association President

Print Name: Ron Anderson Sign Name:  Date: 12/8/2017
Recreation Staff
The Boeing Company