



CONSTITUTION AND BYLAWS OF 21 AIR PILOTS ASSOCIATION

PREAMBLE

The pilots of 21 Air, desiring a labor association that will advance their professional and economic wellbeing, hereby establish through this Constitution and Bylaws, the 21 Air Pilots Association (TAPA).

DEFINITIONS

The words "Association," or "TAPA" shall mean the 21 Air Pilots Association and may be used interchangeably.

The word "Company" used herein shall mean 21 Air, LLC.

The words "Constitution and By-Laws" or "Constitution" used herein shall mean the Constitution and By-Laws of the 21 Air Pilots Association.

The words "majority vote" when used herein shall mean a majority of the valid votes cast unless otherwise specified.

ARTICLE I - GENERAL

SECTION 1. NAME

The name of the organization is 21 AIR PILOTS ASSOCIATION. Whenever the term "TAPA," or "Association" is used in this Constitution and Bylaws, it shall refer to and mean the 21 AIR PILOTS ASSOCIATION.

SECTION 2. DURATION AND/OR DISSOLUTION

The duration of TAPA shall be perpetual, or until dissolved as provided for in this Constitution and Bylaws. In the event of dissolution of the Association, the officers of TAPA shall act as agents for the membership and dispose of all of the physical assets of the Association by suitable means. All assets shall be liquidated and, less any indebtedness, shall then be prorated to the active members in good standing of TAPA as of the time of such dissolution in proportion to the monies paid by each such member in the twelve (12) months immediately preceding dissolution.



Dissolution of the Association may be affected through a representation vote conducted by the National Mediation Board (NMB) in accordance with the Railway Labor Act (RLA) that results in the Association's certification being extinguished or pursuant to a two-thirds vote of the Board of Pilot Representatives subsequently ratified by a two-thirds vote of the members.

SECTION 3. GOVERNMENT

This Constitution and Bylaws shall be the governing documents of TAPA.

The governmental powers of the Association shall be vested in the Board of Pilot Representatives in accordance with the provisions set forth herein. Ultimate control of TAPA is vested in the membership.

SECTION 4. PARLIAMENTARY LAW AND RULES OF ORDER

All questions on parliamentary law and rules of order that are not provided for in this Constitution and Bylaws shall be decided according to the principles set forth in the most current edition of *Robert's Rules of Order Newly Revised*.

SECTION 5. FISCAL YEAR

The fiscal year of the Association shall be from January 1 to December 31.

SECTION 6. LOGO

The official logo of TAPA may be created by the Board of Pilot Representatives and approved by a majority vote of the Board of Pilot Representatives.

SECTION 7. OBJECTIVES OF TAPA

To operate a non-profit, employee-representing Association.

To protect the individual and collective rights of the members of TAPA and promote their professional interests.

To establish and exercise the right of collective bargaining for the purpose of negotiating and maintaining employment agreements covering income, benefits and work-rule conditions for the members of TAPA and to promptly settle disputes and grievances which may arise between such members and their employer.

To maintain principles of seniority with reasonable conditions and restrictions to preserve each pilot's career expectations.



To promote the safety of cargo air transportation.

To do any and all other acts consistent with and in furtherance of the objectives and purposes set forth in this Constitution and Bylaws.

ARTICLE II – MEMBERSHIP

SECTION 1. QUALIFICATIONS

Any person of lawful age and of good moral character who is qualified as a pilot with 21 Air, LLC, and who has not resigned or retired from such status with the airline, shall be eligible for membership in TAPA as hereinafter provided.

SECTION 2. CLASSES OF MEMBERSHIP

Apprentice membership may be granted to a new hire pilot in training. Apprentice membership shall terminate upon completion of such member's initial training to include IOE. An Apprentice member shall not be required to assume any financial obligation until becoming eligible for active membership. Apprentice members shall not be eligible to vote, accept nomination for, run for and/or occupy any elective/appointive office or committee assignment.

Active membership may be granted to pilots who have completed initial training to include IOE and meet the qualifications set forth in Article II, Section 1.

Any pilot permanently separating from any job function described in this paragraph may become eligible for active membership upon written application to TAPA.

Inactive Membership may be granted to pilots who have completed initial training to include IOE and meet the qualifications set forth in Article II, Section 1. Inactive members shall not be eligible to vote, accept nomination for, run for, and/or occupy any elective or appointive office, including committee assignment. Pilots in the following employment statuses shall be eligible for inactive membership:

Furlough, Medical or Personal Leave of Absence, or Military Leave of Absence.

An active member in good standing shall be transferred to inactive membership status upon:



Being furloughed; or immediately upon beginning family medical, maternity, medical, military or personal leave of absence from the employer for a term of ninety (90) days or longer and/or after the expiration of paid sick leave; or Becoming disabled and no longer qualified to remain an active member under this Article.

Honorary membership may be conferred upon any individual by action of the Board of Pilot Representatives. Members in good standing as of the date of their retirement from the airline shall automatically be granted honorary membership. Honorary (retired) members shall not have the right to vote or serve in elective office.

SECTION 3. DUES

TAPA may institute dues if the majority of the Board of Pilot Representatives makes such a recommendation, and such recommendation is approved by the majority of the votes cast by members voting in such a referendum.

If such dues are voted upon and approved, a member pilot becomes obligated for assessments and dues on the date of qualifying as an active member. Members shall pay dues (if any are voted upon as set out herein) based on qualifying income at the rate established by the Board of Pilot Representatives and lawfully approved by a majority of the votes cast by members voting in a referendum. If applicable, dues are payable on all qualifying income at the rate in effect at the time the income is earned except for incidental/meals reimbursement.

It shall be the duty of the Board of Pilot Representatives to conduct an annual review of the dues structure of the Association to determine if dues should be recommended and voted upon, or if any existing dues structure should be revised.

Dues and assessments not paid on the established due date shall be subject to a penalty as established by the Board of Pilot Representatives. Members who have not paid any dues obligation are considered not in good standing until their dues are current.

Other assessments may be levied on all active members under the sole authority of the BPR to provide for extraordinary expenses, contingencies, and reserves, provided such are approved by a two-thirds (2/3) majority vote of the BPR and subsequently ratified by a majority of the votes cast by members voting on the question.

SECTION 4. MEMBER RIGHTS AND OBLIGATIONS

Subject to all provisions set forth herein, a member in good standing shall be entitled to participate actively in all TAPA activities and is entitled to all of the rights, privileges, and benefits of membership in TAPA, including, but not limited to:



The right to attend Association meetings and speak on any issue properly brought before such meeting; and

The right to vote in elections and on any matter brought before the membership, including all basic collective bargaining agreements and interim amendments thereto, dues and assessments in accordance with Section 3 (above), and amendments to this Constitution; and

The right to hold office and participate in all Association activities and programs; and

The right to initiate amendments to this Constitution.

Apprentice and inactive members in good standing shall enjoy all the benefits of active membership except the privileges of voting, holding elected office, holding committee positions, and participating in Association sponsored programs where specific requirements prohibit such participation.

A member in bad standing shall not have the right to vote, to hold elective or appointive office, including committee assignments, or the right to attend Association meetings, or participate in or receive any of the privileges or benefits of active membership.

Members of the Association shall accept and agree to abide by the Constitution and Bylaws of TAPA as they are in force or as they may be amended, changed, or modified.

TAPA Pilots are solemnly charged with the responsibility to, at all times and in all decisions, consider the consequences of their actions upon the lives and careers of their fellow Association pilots and our profession.

ARTICLE III. OFFICERS AND BOARD OF PILOT REPRESENTATIVES

SECTION 1. OFFICERS AND TERM

The TAPA Officers shall be the President, Vice President, and Secretary-Treasurer.

The term of office for the interim Officers upon the certification of the Association by National Mediation Board shall be two (2) years from the date of the NMB certification. These interim Officers shall be as follows:



Captain David R Norgren, President
Captain Ahmad Ismail, Vice-President
Captain Edgar Pena, Secretary-Treasurer

Thereafter the Officer terms shall commence on the first day of July, and continue for three (3) years or until s/he is re-elected or a successor has been elected and assumes office in accordance with this Constitution and Bylaws. If the results of a runoff election are announced after the first day of July in an election year, the person elected shall assume office immediately.

In the event of a vacancy in the office of the President, the Vice President shall assume the office and the duties of the President if the unexpired term is twelve (12) months or less. If the unexpired term is more than twelve (12) months, an election shall be held to fill the vacancy. The Vice President, in the interim, shall assume the duties of President until the successor has been elected and assumes office in accordance with this Constitution and Bylaws.

In the event of a vacancy in the offices of Vice President, Secretary-Treasurer, in which the unexpired term is more than twelve (12) months, an election shall be held to fill the vacancy. If the unexpired term is twelve (12) months or less, the office shall be appointed by the Board of Pilot Representatives.

SECTION 2. ELECTION OF OFFICERS

Only active members in good standing shall be eligible for nomination and election to Office.

Candidates for Office shall be active members in good standing for the sixty (60) days immediately prior to the commencement of nominations. Each nominee for elected position within the Association must acknowledge acceptance of the nomination in writing to the Secretary-Treasurer.

No more than six (6) months and no less than thirty (30) days prior to the date of the Officer election, the Secretary-Treasurer shall establish a schedule for the upcoming election. The schedule and a notice of election shall be distributed to the members either electronically, in paper, or other reasonable means of communication as determined by the Board of Pilot Representatives.

The official ballot shall be distributed to all members no less than twenty-one (21) days prior to the date of the vote count. Election ballots shall contain candidate names of only those members in good standing who have been duly nominated and placed on the ballot by the Secretary-Treasurer.

Each active member in good standing may vote for one (1) candidate for each office



from the list of nominees provided on the ballot by the Secretary-Treasurer. The most current list of members in good standing shall be used to determine the eligibility of a member to vote in the election.

Each ballot and each vote on the ballot cast by an active member in good standing shall be counted by the Board of Pilot Representatives provided that they are able to determine the intention of the voter with sufficient accuracy. Blank ballots and write-in votes shall not be counted.

The candidate who receives the majority of votes cast for each office shall be deemed elected to that office. The determination of a majority shall be made with respect to each office following the vote count.

In the event that no candidate receives a 50% +1 vote majority of votes cast for a particular office, the Secretary-Treasurer shall cause a runoff election to be concluded within sixty (60) days of the prior vote count. The ballot in the runoff election shall be limited to the two (2) candidates who received the greatest number of votes. In the event of a tie in a runoff election, the drawing of lots shall eliminate one (1) candidate.

An Officer who retires during a term of office shall vacate that office automatically upon retirement. Any Officer who is ordered to active duty service in the United States military in excess of ninety (90) consecutive days, or more than one hundred twenty (120) days in any twelve (12) month period, will be required to resign his/her office and the vacancy filled by a special election to be held within ninety (90) days.

SECTION 3. DUTIES OF OFFICERS

President

The President is the chief executive officer of the Association, charged with establishing, in concert with the Membership and the Board of Pilot Representatives, the goals and objectives of the Association and with taking the actions necessary to attain those goals and objectives, and carry out any other duties TAPA may request.

He shall be the authorized representative of the Association; supervise all committees, activities and chairs; serve the Board of Pilot Representatives to enforce the TAPA Constitution and By-Laws; and supervise the activities of the Association.

The President shall notify the officers of all regular and special meetings of the Board of Pilot Representatives and serve as the presiding officer at such meetings.

He shall, subject to approval of the Board of Pilot Representatives, appoint and remove committee members;



He shall sign all notes, checks, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Secretary-Treasurer; enforce the Constitution and Bylaws; sign any agreement entered into between the Association and any other organization as hereinafter provided; and render an Annual Report to the membership.

The President, subject to the advice and approval of the Board of Pilot Representatives, shall appoint, remove and replace members to the standing committees established by the Board of Pilot Representatives.

Each committee member appointed, removed or replaced by the President shall be subject to a vote of approval by the Board of Pilot Representatives at the next Board meeting following the appointment. A majority vote of the Board of Pilot Representatives shall be required for approval or rejection of the appointment. The President may appoint ad hoc committees as necessary to handle special projects

Vice President

The Vice President shall perform the duties of the President in the absence of that officer and, in case of the removal, resignation, or death of the President for the unexpired term. He shall also preside when called upon by the President and at times when the President may be temporarily unable to discharge his duties. He shall assist the President in the discharge of all duties, and carry out any other duties TAPA may request.

Secretary-Treasurer

The Secretary-Treasurer shall take charge of all books and effects of the Association. The financial books and records of TAPA shall be accessible to any member or group of members in good standing in accordance with Federal law.

He shall keep a record of all proceedings at all regular and special meetings of the Board of Pilot Representatives.

He shall cause to be prepared and kept all Association membership records so as to show, at all times, the number of members under each classification, their names alphabetically arranged, their respective addresses, and the date on which each person became a member of the Association and/or changed his membership status. Upon request, a member may inspect his or her membership record or account at any time during normal business hours.

He shall be responsible for all funds of the Association, receiving all dues, fees, and special assessments levied by the Association; keep an accurate record of all expenditures and receipts of the Association; keep an individual record of all dues and assessments of each member.



He shall act as custodian of TAPA documents, contracts, leases, deeds and general records; cause to retain all Association membership records.

SECTION 4. BOARD OF PILOT REPRESENTATIVES, MEETINGS AND VOTING

The President, Vice President and Secretary-Treasurer shall constitute the members of the Board of Pilot Representatives.

The Board of Pilot Representatives shall convene for the transaction of business at least twice a year on a date and at a location determined by the President. Special meetings of the Board of Pilot Representatives may be called by the President or shall be called upon the written request of one-third (1/3) of the Board of Pilot Representatives. There shall be no restrictions on business conducted at any meeting of the Board of Pilot Representatives.

Electronic meetings are permissible under rules determined by the BPR.

The quorum of the Board of Pilot Representatives at all meetings, whether special or regular, shall be a majority of the Board.

All issues shall be decided by a majority vote of the Board of Pilot Representatives except as may otherwise be provided for in this Constitution and Bylaws.

ARTICLE IV – MONETARY OBLIGATIONS

All bills payable, notes, checks or other negotiable instruments of the Association shall be made in the name of TAPA and shall be signed by one of the following persons: President, Vice President, Secretary-Treasurer. All bills payable, notes, checks or other negotiable instruments of TAPA in excess of \$1,000 shall require two of the designated individual's signatures to lawfully authorize the payment. The Secretary-Treasurer should be the second signatory on all checks over \$1,000. No member of TAPA shall, at any time, be authorized to disburse any Association funds, execute any financial instrument, authorize, or endorse same to self.

ARTICLE V. NEGOTIATIONS PROCESS FOR COLLECTIVE BARGAINING AGREEMENTS

During Section 6 negotiations having the purpose, intent, or effect of creating, amending, or extending the basic collective bargaining agreement, at least two (2) TAPA designated negotiators, shall be present at all meetings and gatherings attended by any member of management.



Tentative collective bargaining agreements, interim agreements and/or amendments to the basic collective bargaining agreement shall be submitted to the Board of Pilot Representatives for review.

After reviewing any tentative agreement, the Board of Pilot Representatives shall vote to either approve or reject a membership ratification election for such agreement. Only those ratification elections approved by the Board of Pilot Representatives by a majority vote shall be forwarded to the membership for a ratification vote. Each approved ratification election must be accompanied by a BPR voting recommendation to “Approve” or “Disapprove” when distributed to all members in good standing.

The Board of Pilot Representatives shall determine the date the ratification ballots will be distributed to the membership. Active members in good standing may vote for or against ratification of any agreement and shall return their ballots not later than seven (7) days following the date of ballot distribution. In order to bind the Association, all Collective Bargaining Agreements shall be ratified by a majority of the votes cast provided that a majority of the total eligible membership casts ballots in the referendum on such agreement(s). The membership shall be notified immediately of the results.

Balloting shall begin at the discretion of the Board of Pilot Representatives and shall be open for not less than seven (7) days.

In order to bind the Association, all Collective Bargaining Agreements must be ratified by a simple majority (50% +1) of votes cast provided that a majority of the total eligible membership casts ballots in the vote on such agreement(s).

Side letters, letters of agreement, memoranda of understanding that are not a full Collective Bargaining Agreement require only a majority vote of the Board of Pilot Representatives and do not require a vote by the overall membership.

No agreement shall become effective until it bears the signature of the President of the Association or other Association Officers authorized to sign by the Board of Pilot Representatives.

ARTICLE VI. AMENDMENTS TO CONSTITUTION AND BYLAWS

The Constitution and Bylaws may be amended in the following manner:

Amendment initiated by the Membership

Twenty-five percent (25%) of the members in good standing may petition the Secretary-Treasurer to ballot the membership concerning the proposed amendment to the Constitution and



Bylaws. Petitions shall contain each petitioner's printed name, signature, employee number, date of signature and the exact wording of the proposed amendment. All such petitions must bear a signature date no earlier than one hundred twenty (120) days prior to submission to the Secretary-Treasurer. Within thirty (30) days of receiving the petition, the Secretary-Treasurer shall distribute a ballot with the exactly worded amendment to all Members in good standing. Such vote shall be completed within thirty (30) days of ballot distribution.

In order to amend this Constitution, the amendment shall be ratified by a two thirds (2/3) majority of the votes cast by the membership provided that a majority of the total eligible membership casts ballots in the referendum on such amendment(s).

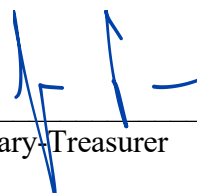
Amendment initiated by the Board of Pilot Representatives

The Board of Pilot Representatives may initiate amendments to the Constitution by a two-thirds (2/3) of the Board. Within thirty (30) days of the vote of the Board of Pilot Representatives, the Secretary-Treasurer shall distribute a ballot with the exactly worded amendment to all members in good standing. Such vote shall be completed within thirty (30) days of ballot distribution. In order to amend the Constitution, the amendment shall be ratified by a two thirds (2/3) majority of the votes cast by the membership provided that a majority of the total eligible membership casts ballots in the referendum on such amendment(s). Ratified amendments to the Constitution and Bylaws shall become effective thirty (30) days after the vote unless stated otherwise in the ratified amendment.

This TAPA Constitution and Bylaws has been approved and made effective this, 19th day of January, 2021.



President



Secretary-Treasurer