

Southern California Aerospace Professional Representatives

Bylaws (Revised 2021)

I. NAME

The name of the organization is “Southern California Aerospace Professional Representatives (SCAPR).”

II. OBJECTIVES

The objectives of the organization are:

- To promote and maintain effective business-related communication among SCAPR members, the aerospace industry, and government agencies located in Southern California;
- To provide a non-attribution forum for the interchange of information among the members of SCAPR and agencies supporting the aerospace - and national security activities of the United States;
- To promote professional relationships and understanding among the members of SCAPR.

III. POLICY

SCAPR is a non-profit, non-discriminatory, and politically non-partisan corporation registered with the California Secretary of State. SCAPR does not advocate or represent special interest groups nor promote a particular company’s products or services.

IV. EXECUTIVE COMMITTEE

A. The active membership will elect an Executive Committee (EXCOM) to guide and coordinate SCAPR’s activities. No more than two representatives of a company will be elected to the Executive Committee per term. An EXCOM quorum consists of four voting members of the Executive Committee considered present as defined by the President. A majority vote of the quorum will be required on all matters.

B. The Executive Committee consists of those members holding the positions listed below:

President	(Officer)
Vice President	(Officer)
Treasurer	(Officer)
Programs	(Chairperson)
Membership	(Chairperson)
Secretary	(Chairperson)
Activities	(Chairperson)
Advisor	(Immediate Past President)

C. Executive Committee members serve for a term of one calendar year, beginning on January 1st.

D. The Executive Committee is responsible to the membership for ensuring that suitable programs and arrangements are formulated for all SCAPR functions.

E. Executive Committee members will automatically succeed to the next highest office the following year, if available to continue serving. New Executive Committee members will be elected each year by the membership to fill all SCAPR Executive Committee open positions, starting with the

Activities Chairperson. The committee will also select an Executive Assistant (non-voting) to provide administrative support to the organization. These positions are all voluntary service/non-paid positions.

F. Openings occurring within the calendar year will be filled by a majority vote of the remaining Executive Committee members.

G. Following are the duties of the members of the Executive Committee:

President –

- Responsible for ensuring that the objectives of the organization are achieved in a professional, ethical manner in accordance with the bylaws.
- Chairs the meetings of the organization and of the Executive Committee.
- Responsible to develop the EXCOM agenda and provide it to the EXCOM one week prior to the monthly EXCOM meetings.
- Approves the budget, programs and arrangements for member meetings and activities.
- Facilitates discussions and the exchange of views at each meeting to ensure value to the members and the speakers.
- Represents SCAPR at outside functions and to other organizations.
- Coordinates organizational goals with other local professional organizations, as required to optimize SCAPR service to its members and minimize redundant effort by the organizations.
- Collaborates with and verifies all Committee Members complete assigned duties; assigns special duties to Committee Members as appropriate.

Vice President –

- Performs the functions of the President in his or her absence.
- Responsible for ensuring the SCAPR bylaws are reviewed annually
- Performs special tasks as directed by the President.
- Assists the President at the monthly organization meetings and ensures that all proper arrangements have been made.
- Arranges and participates in a review of the SCAPR books annually.

Treasurer –

- Serves as custodian of SCAPR funds.
- Responsible for paying bills.
- Receives the current Members list from the Membership Chairperson monthly and reports status of payment of fees monthly to the EXCOM.
- Prepares and submits monthly financial reports and the yearly tax documents.
- Prepares the annual budget.
- Ensures compliance with the established fiscal policy (Section VII).

Programs –

- Responsible for obtaining guest speakers for member meetings (to include the coordination with their staffs and obtain an advance copy of any briefing or presentation materials, if applicable). Also, coordinates with other SMC respective organizations (AFCEA, NDIA, AFA) in this regard to avoid conflict and duplication.
- Submits a proposed schedule of programs/speakers for approval by the Executive Committee at its February meeting.

- Introduces the speaker at member meetings using most recent biography of speaker (if not available, ensures another member of ExCom board introduces the speaker).
- Makes the biography available to the secretary for updating the Website
- Responsible for greeting the guest speaker and providing the membership with maximum access to the speaker (and his aides) throughout the meeting.
- Responsible for obtaining the Speaker's slides/presentation material and providing that to the secretary for Website posting

Membership –

- Receives applications from potential members and presents acceptable candidates to the Executive Committee for approval
- Maintains the SCAPR membership list, by membership category; delivers/publishes SCAPR membership list to SCAPR Members as requested.
- Welcomes new members into the organization and introduces them to the membership
- Presents active members who wish to change their membership category to Inactive/Retired to the Executive Committee for approval
- Reports to the EXCOM on a monthly basis with metrics on membership categories and renewal status.

Secretary –

- Records, distributes (to EXCOM) and maintains the minutes of the Executive Committee meetings and of business conducted at member meetings.
- Key focal point for communicating to the membership
- Responsible for maintaining and updating/keeping the SCAPR Website current to include:
 - Posting monthly speaker presentations
 - Updating times/locations of monthly luncheons
 - Posting Biographies of the speakers
 - Posting speaker briefings that are approved for public release
 - Posting social event pictures/write-ups and other notices to members
 - Posting membership roster
 - Advertising upcoming luncheons and events
 - Overseeing the webmaster to introduce/maintain Website functionality

Activities –

- Researches, proposes and manages the Spring Fling and Holiday events
- Responsible for the SCAPR banner, computer, projector, and camera
- Takes photos of all events and gives to secretary for posting
- Supports other functions as directed by President

Advisor (Previous Year Past President) –

- Organizes and schedules the Past President's meeting(s) annually
- Immediate Past President provides "corporate memory" guidance to the President and Executive Committee on all matters and
- Chairs the Nominating Committee for the next year's Executive Committee members' election.

Special Advisors –

- The Executive Committee may also select other individuals at their discretion to serve as special advisors to the organization. These advisors, if non-members, will be non-voting, ex-officio participants who will provide guidance from their respective areas of expertise.

Executive Assistant –

- The Executive Assistant is a non-voting position on the EXCOM.
- Coordinates arrangements for monthly luncheon meetings and Executive Committee meetings.
- Distributes meeting notices and other correspondence to the members.
- Assists the Secretary, Treasurer, and Membership Chairperson in maintaining a current membership roster.
- Maintains current mailing labels, luncheon nametags, organization stationery, and other supplies as needed.
- Collects funds at monthly meetings and provides to treasurer

H. The President may assign other functions and/or tasks to the members as necessary. Executive Committee members will maintain a file of their activities and pass it on to their successors upon completion of office or assignment.

V. MEMBERSHIP

A. Membership in SCAPR is open to aerospace industry personnel whose primary purpose is interfacing with government entities in Southern California and/or their major prime contractors and subcontractors. Government employees and members of government-subsidized entities (such as the government-subsidized divisions of FFRDCs and UARCs) may not be SCAPR members (and may not attend as guests unless accompanying and/or approved by the guest speaker).

B. Membership shall be in accordance with the categories described as follows:

Active Members – Active membership is available to marketing/business development and program management representatives of aerospace companies who do business or desire to do business in Southern California. Active members will pay an annual fee that is determined by the Executive Committee. Active members are entitled to participate in all SCAPR functions, receive all correspondence and vote in organizational elections. They may bring appropriate guests by paying the established guest fee for that event. Active members' luncheon expenses are included in their annual fees. Only active members may vote or serve as Executive Committee members.

Inactive/Retired Members – Inactive/Retired membership is available to members in good standing who wish to maintain their association with SCAPR and are fully retired or no longer participate in regular aerospace and defense business development. The Executive Committee, on a case-by-case basis, must approve acceptance into this membership level. The annual fee for inactive/retired members will be equal to one-fourth of the active membership fee. Annual fees for inactive/retired members must be paid before the end of the first quarter. Inactive/retired members will receive all SCAPR correspondence and be eligible to participate in all SCAPR functions and bring guests as appropriate by paying the established fees for themselves and guests for that event. Inactive/retired members cannot vote or hold office. Members at this level wishing to re-establish active membership must submit such requests in writing to the Membership Chairperson.

Honorary Members – Honorary membership is reserved for selected individuals who have exhibited exemplary service and provided sustained support to SCAPR. A majority vote of the Executive Committee is required to award an honorary membership. Honorary members who are not Past Presidents will pay no annual fees and will not be eligible to vote or hold office.

(1) All Past Presidents of SCAPR who have been out of office for a minimum of 10 years will automatically become honorary members. Past President honorary members will remain eligible to vote.

C. Membership is controlled by the Executive Committee. Former members wishing to rejoin, and who resigned in good standing, will need to reapply through the Executive Committee Review Process.

D. Executive Committee Membership Review Process: New members will be admitted and any membership status changes will be approved by the Executive Committee (taking into account Section A above for determining eligibility) within one month of receiving the request. The Membership Chairperson will review the membership list and the new applicants list with the Executive Committee each month.

E. The Executive Committee may remove those members who do not fulfill their obligations to SCAPR. Those members whose fees are two quarters in arrears will automatically be considered for exclusion from membership. Reasonable efforts will be made by the Executive Committee to allow delinquent members to pay overdue fees. Members may also be dropped for unethical behavior and actions which discredit the organization.

VI. OPERATIONS

A. Monthly meetings are nominally held on the second Wednesday of each month; these are luncheon meetings, with a social at 11:30 am, lunch at 12:00, guest speaker presentation at 12:45 and adjournment at 1:30 pm, except in special circumstances as approved by the President.

B. Industry guests may be admitted when accompanied by a member, with the exception of those meetings designated by the President as “Member-Only” meetings. The President may also, for particular meetings, limit the number of guests each member may sponsor. Guest fees will be determined by the Executive Committee.

C. Monthly Executive Committee meetings are to be held at a time and location designated by the President (traditionally held the first Friday of each month). Meetings are to be conducted with an agenda. Recorded minutes shall be maintained by the Secretary.

VII. FISCAL POLICY

A. A financial report, prepared by the Treasurer, is due to the Executive Committee at each Executive Committee meeting. The report must include financial activity, anticipated residual assets, and projected expenses for the coming quarter, and anticipated revenues.

B. In the final quarter of the fiscal year, a comprehensive report will be prepared and presented to the membership.

C. The Executive Committee is responsible for formulating the annual budget and presenting it to the membership at the March meeting.

D. The Executive Committee is responsible to the membership for conducting the business of the organization in a fiscally sound and professional manner. An audit of the books will be performed jointly by the in-coming and out-going Vice Presidents not later than 30 days after the commencement of each new fiscal year. A written report will be generated capturing any finding and solutions to those findings.

E. All funds generated in excess of those required to support operations, administrative, meeting, and social function expenses are deemed surplus. All surplus funds will remain in the general operating fund, which may be carried over to subsequent fiscal years, until ultimately distributed, by donation or direct expenditure, to further the interests and objectives of SCAPR. All such expenditures and donations must be approved by a majority of Executive Committee members and recorded in the minutes.

E. The Treasurer will maintain proper registration with Federal and State tax agencies and ensure compliance with tax law. To facilitate annual filing of official returns and reports to the IRS, FTB, and California Secretary of State, incoming funds will be divided into two separate categories: funds from members in payment of annual dues and funds from other sources, including payments for guests and donations.

F. All membership and guest fees are determined by the Executive Committee. Fees will be reviewed and set annually, or more often, if necessary, to maintain a sound fiscal organization.

VIII. ADVISORY COMMITTEE

A. The Advisory Committee will consist of Past Presidents who remain as members in good standing and who volunteer their services on an as-needed basis.

B. The purpose of the Advisory Committee is to provide a “corporate memory”, advice to the President and to apply its talents to extraordinary projects or problems as directed by the President.

C. The Advisory Committee makes recommendations to, but does not direct, the SCAPR Executive Committee in its management of the organization.

D. Once each calendar year, the Advisory Committee will submit to the Executive Committee a list of qualified candidates to consider for an Honorary Membership according to the SCAPR bylaws.

IX. DUES & FEES

A. Dues for Active and Inactive/Retired Members and fees for their guests are determined by the Executive Committee. All dues are non-refundable and non-transferrable. All fees, once received for the current billing period, are non-refundable. Any fees paid in advance of the current year are refundable upon receipt of a written request.

B. Dues for Active Members shall be paid by the first day of the calendar year or, in the case of a new member, at the time of their first monthly meeting. Members are considered in default if dues are not received by April 1. Guest fees shall be paid at the start of the respective monthly luncheon.

X. MISCELLANEOUS

A. A revision to the bylaws may be proposed by any of the voting members. The revision shall be reviewed by the Executive Committee and, if approved by majority vote of a quorum of the Executive Committee, be presented with recommendation to the general membership. If approved by a majority of the voting membership, such revision shall be incorporated into the bylaws within 30 days thereafter. The bylaws will be published as deemed necessary by the Executive Committee.

B. The Immediate Past President will chair a Nominating Committee each year for the election of the Executive Committee members. The Nominating Committee shall consist of:

- the Immediate Past President
- the Incumbent President
- the Incoming President
- two Past Presidents selected by the Advisory Committee

The Immediate Past President is responsible for coordinating with the Advisory Committee to ensure timely selection of their Nominating Committee members. The Nominating Committee is responsible for selecting candidates, issuing and tabulating ballots, and presenting the election results to the incumbent Executive Committee prior to the December meeting. At that time the new Executive Committee will be presented and will assume its duties at the beginning of the next year.

D. The following officers of the Executive Committee attest that these bylaws were approved by the general membership:

Loula Moschonas, President

Arnold Nowinski, Vice President

Michael Gabor, Treasurer

DATE:_____