

# AICA CONSTITUTION AND BYLAWS

The AICA Constitution and Bylaws are separate documents.  
They are combined herein for ease of reference.

## **CONSTITUTION**

Ratified by American Independent Cockpit Alliance Membership May 31, 1994

## **BYLAWS**

Ratified by American Independent Cockpit Alliance Membership June 17, 1999  
Amended by Membership Ratification February 12, 2001

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## DECLARATION

The pilots of American Airlines need a union to advance their professional and economic wellbeing. In order to provide such a pilot organization we, the undersigned, have incorporated the American Independent Cockpit Alliance.

This alliance is founded on the principles of democracy and accountability to ensure freedom of speech and to promote integrity, honor, and trust, The alliance will be attentive and respectful of each member's opinions and concerns. The alliance will always encourage full voluntary participation.

In forming the union, we aspire to offer, through the AICA Constitution, equally to all members, the benefits and controls of a truly democratic government. We recognize that our careers are linked to the success of American Airlines. We dedicate ourselves to use all legal and honorable means to attain the goals of our membership.

Jerold F. Anderson  
Michael K. Bast  
Ronald Baxter  
Frank D. Blow  
Logan Boles  
Andrew J. Bowe  
Joseph R. Bracken  
John D. Bradshaw  
Peter D. Brady  
Larry H. Carver  
Rex A. Chadwell  
Thomas S. Corboy  
Don G. DeLuca  
John R. Denlinger  
Joseph B. Dove  
Derek C. Eaton  
Richard W. Fidler Jr.  
Guy B. Goodboe  
David W. Gould  
James I. Haag  
Henry Haeberle  
Edward E. Halpin  
James J. Hill  
Herschel W. Hires  
Harold B. Hoffler  
Tim Humphries  
Kenneth W. Hyde  
Gary M. Hylland  
David L. Ingham  
Stephen C. Johnson  
Carl S. Johnson

Timothy F. Kalcevic  
Gerald J. Kons  
Robert J. Lamb  
Peter G. Murray  
Jerry L. Nielsen  
Laurence R. Olds  
John Orzechowski  
William E. Ottani  
Kingsley Owen  
Gary A. Parker  
Harris R. Pitnof  
James A. Powers  
Roger G. Price  
Chester H. Riley  
James R. Ross  
Richard A. Salm  
Leonard P. Saunders  
Larry R. Scerba  
James L. Seltzer  
Michael C. Shanholtz  
William M. Shea  
Donald E. Simpson  
Robert E. Smith  
Marlin C. Smith  
Glen R. Smith  
Roy B. Stockard  
Lloyd D. Sullivan  
Richard M. Tennies  
Bertram B. Tower  
Claudio E. Vianello  
Kenneth L. Weyle

# CONSTITUTION

## PREAMBLE

This Constitution establishes the American Independent Cockpit Alliance. It is the mechanism through which all Members are represented individually and collectively. It establishes procedures for responsible leadership while assuring the Membership ultimate control of their Alliance.

## ARTICLE I

### GENERAL

#### SECTION 1. NAME

The name of the organization shall be the AMERICAN INDEPENDENT COCKPIT ALLIANCE. The terms "Alliance" and "AICA" shall refer to and mean the AMERICAN INDEPENDENT COCKPIT ALLIANCE.

#### SECTION 2. DURATION

The duration of the Alliance shall be perpetual, or until dissolved as provided for in the Constitution. In the event of dissolution of the Alliance, the Administrative Services Contractor shall act as agent for the Membership and dispose of all of the physical assets of the Alliance by suitable means. All of the liquid assets less any indebtedness shall then be prorated to the active Members of record. The ratio of all dues obligations incurred and paid during the last completed fiscal year by each active Member to all Alliance dues income for that year shall determine such prorated share.

#### SECTION 3. PURPOSE OF AMERICAN INDEPENDENT COCKPIT ALLIANCE

- A. To protect the individual and collective rights of Alliance Members and to promote their professional interest.
- B. To operate a non-profit, employee-representing Alliance.
- C. Upon official designation as the bargaining agent for pilots of American Airlines:
  1. To accept custodial responsibility for any existing collective bargaining agreement
  2. To establish and exercise the right of collective bargaining
  3. To negotiate and maintain agreements covering rates of pay, rules, working conditions, and seniority
  4. To promptly settle disputes and grievances
- D. To levy dues and assessments upon the Membership in accordance with this Constitution and the Bylaws so as to provide the funds necessary to carry on the business and objectives of the Alliance
- E. To promote the safety of air transport

- F. To lease real estate for the convenient conduct and execution of the Alliance's business
- G. To purchase or lease equipment or other personal property for the convenient conduct and execution of the Alliance's business
- H. To disseminate information in any responsible manner to enhance the professional status of the Membership
- I. To do any and all other acts consistent with and in furtherance of the objects and purposes herein stated

#### SECTION 4. PARLIAMENTARY LAW AND RULES OF ORDER

- A. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Alliance in all cases to which they are applicable unless superseded by either this Constitution or the Bylaws.
- B. Herein:
  - 1. **Majority Vote of the Votes Cast** shall mean more than fifty percent (50%) of the VOTES CAST or such other percentage or fraction as specified by this Constitution or the Bylaws.
  - 2. **Majority Vote of the Total Membership** shall mean more than fifty percent (50%) of those MEMBERS ELIGIBLE TO VOTE or such other percentage or fraction as specified by this Constitution or the Bylaws.
- C. Electronic and FAX voting will be allowed as provided in the Bylaws.  
**BYLAW \*\*\* Electronic Polling-Electronic polling of and secret electronic voting by the Membership shall be accomplished within the means of the Alliance and Administrative Service contractor. \*\*\***
- D. Proxy voting will be allowed only at duly-convened Board of Pilot Representative meetings in accordance with the Bylaws.  
**BYLAW \*\*\* Proxy Voting-Proxy voting will be a function of an Alternate. At no time will a Pilot Representative or an Alternate have more than one vote. \*\*\***

#### SECTION 5. FISCAL YEAR

The fiscal year of the Alliance shall be from July 1 to the following June 30.

## ARTICLE II

### STRUCTURE

#### SECTION 1. MEMBERSHIP

The Membership is the primary level of government of this Alliance. The control of the Alliance shall be vested in the Membership. All Members of the Alliance shall abide by the Constitution and the Bylaws. Any Member, in conducting the affairs of the Alliance in an elected or appointed position, shall uphold the Constitution and the Bylaws with the highest standard of ethical conduct and responsibility so as to bring honor and credit to this institution and to the profession of the airline pilot.

##### A. Definition

1. Any American Airlines pilot is eligible for Membership.

BYLAW \*\*\* Application for membership shall be on a form to be provided by the Alliance. Only pilots on the active American Airlines seniority list shall have dues obligations and voting rights. Retired pilots must have been on the American Airlines seniority list. All Members shall receive a Membership Card including (but not limited to) name and member number. \*\*\*

2. Members with current dues and assessments paid in full are Members in good standing.

BYLAW \*\*\* Dues or assessments sixty days delinquent are not current. Notice must be provided to the Member of impending delinquency. Delinquency payment plans are left to the discretion of the President and Secretary/Treasurer. \*\*\*

3. The following Members shall not have dues obligations or voting rights:

- a) Retired pilots
- b) Pilots on military or personal leave

BYLAW \*\*\* For leaves exceeding sixty days. \*\*\*

- c) Furloughed pilots
- d) Pilots on other company approved absence.

4. Pilots ineligible for representation under the Railway Labor Act shall not have voting rights.
5. Membership in the Alliance shall be voluntary.

## B. Alliance Domiciles

All Members shall be assigned an Alliance domicile. Normally this assignment will coincide with the Member's American Airlines domicile, provided that once each twelve calendar months a Member may designate the American Airlines domicile nearest the Member's actual residence as that Member's Alliance domicile. Such notice must be in writing and signed on a form to be provided by the Alliance on request by the Member. For purposes of voting, holding office, and all other activities in the Alliance, all Members in good standing of an Alliance domicile shall be considered equal.

BYLAW \*\*\* The Secretary Treasurer shall review all Designated Domicile Change forms to ensure compliance with distance and frequency.

A Pilot Representative Position cannot be transferred from an Alliance domicile.  
\*\*\*

## C. Membership Bill of Rights

BYLAW \*\*\* These Member Rights shall be subject only to reasonable rules. Rights and rules shall be applied equally to all Members. \*\*\*

### THE FOLLOWING RIGHTS ARE GUARANTEED TO ALL MEMBERS IN GOOD STANDING.

1. RIGHT OF PARTICIPATION – the right to hold office and to participate in all Alliance voting, activities, and programs
2. RIGHT OF FREEDOM OF SPEECH – the right to speak on any and all issues duly presented at all Membership meetings
3. RIGHT OF FREEDOM OF PRESS – the right to present without discrimination written material in Alliance publications and on Alliance bulletin boards
4. RIGHT OF FREEDOM OF CHOICE – The right to nominate, support by all legitimate means, and vote for candidates of choice, specifically including National Officers and Pilot Representatives
5. RIGHT OF ACCOUNTABILITY – Including the obligation by all National Officers and Pilot Representatives to maintain and publish accurate, thorough, and complete (1) minutes of all duly convened meetings and votes, and (2) records of all revenues and expenditures of the Alliance
6. RIGHT OF INSPECTION – Including the right to inspect all records, minutes, books, and accounts of the Alliance, provided that day-to-day conduct of business shall not be unreasonably hampered
7. RIGHT OF INITIATIVE – Including the right to initiate amendments to the Constitution and to the Bylaws and the right to initiate recall of any National Officer or Pilot Representatives as herein provided

8. RIGHT OF RATIFICATION – including, but not limited to:
- a) Right of Approval of
    - (1) All scheduled amendments to the basic working agreement
    - (2) All interim amendments to the basic working agreement
    - (3) All amendments to the Constitution and the Bylaws
    - (4) All changes to the dues structure.
    - (5) All assessment structures and levies.
    - (6) All annual Alliance budgets
    - (7) All mergers of pilot seniority lists
    - (8) All mergers with other labor organizations
    - (9) All affiliations with other labor organizations

D. Explanation of Issues

Any issue submitted for ratification by the Membership shall be accompanied by pro and con opinion reports.

**BYLAW \*\*\*** In order to ensure an accurate and balanced presentation based upon Board-level discussion of the issue, the Administrative Service Contractor will correlate the respective opinion reports. Any Member may submit information. A Pilot Representative of each respective opinion may be assigned by the Board to review the issue synopsis.

The Secretary/Treasurer shall distribute to all Members within thirty (30) days any issue being submitted for ratification by the Membership. The vote shall be completed within thirty (30) days of distribution. \*\*\*

E. Membership Duties

Members shall provide the Alliance in writing with a current mailing address and telephone number. Failure to do so relieves the Alliance of any responsibility concerning its inability to establish due notice in any instance, and the dispatch of mail to a Member's last known address will constitute adequate service for all instances.

F. Dues

1. Dues obligations shall commence as of the date of active Alliance Membership but no later than the date the Alliance is named the certified bargaining agent.

**BYLAW \*\*\*** Dues obligation of a newly hired pilot shall commence as of the date of Alliance Membership but no later than the end of the probation period. \*\*\*

2. Dues shall be in accordance with rates established in the Bylaws.

BYLAW \*\*\* AMERICAN INDEPENDENT COCKPIT ALLIANCE CURRENT MONTHLY  
DUES AS OF February 12, 2001

POSITION/EQUIPMENT                      DUES(\$)

**CAPTAINS:**

B777 International	152
B777	147
MD11 International	151
MD11	146
DC10-30 International	144
DC10-30	139
A300&767 International	133
B767 Domestic	128
B737 International	122
B737	118
B727 International	121
B727	117
DC9-82	116
F100	108

**FIRST OFFICERS 6+ YEARS**

B777 International	91
B777	89
MD11	90
MD11	88
DC10-30 International	86
DC10-30	84
A300&767 International	80
B767 Domestic	77
B737 International	74
B737	74
B727 International	73
B727	70
DC9-82	70
F100	65



**FIRST OFFICERS 2-5 YEARS**

B777 International	71
B777	69
MD11 International	70
MD11	68
DC10-30 International	67
DC10-30	65
A300&767 International	62
B767 Domestic	59
B737 International	57
B737	55
B727 International	56
B727	54
DC9-82	54
F100	50

**FLIGHT OFFICERS 6+ YEARS:**

DC10-30 International	77
DC10-30	75
B727 International	65
B727	63

**FLIGHT OFFICERS 2-5 YEARS**

DC10-30 International	58
DC10-30	55
B727 International	49
B727	63
Probation	10
Captain Check Airman	767D
F/E Check Airman	DC10-30
Maintenance & Engineering	DC10-30

Dues are due and payable on the 1st day of the month.

Average Salary is based on 70 hours per month at 1%. Dues are rounded to nearest \$1. International Captains add \$6/hr; F/O Add \$3/hr. A300/767 International includes International overrides. B767 Domestic is a 767-200ER.

\*\*\*

3. Prior to being levied, all changes to the dues rates must be approved by a two-thirds (2/3) vote of the Board of Pilot Representatives and then ratified by the Membership in an affirmative vote by a **Majority Vote of the Votes Cast**.
4. Dues obligations shall be suspended by the President for Members who are inactive due to furlough, on extended military service, or other approved absence. The President shall issue a list by Member name of all approved absences and reasons therefor at each subsequent regularly scheduled Board of Pilot Representatives meeting.
5. There shall be no initiation fees.

#### G. Assessments

1. Special assessments may be levied, at equal rates, on all Members to provide for extraordinary expenses, contingencies, and reserves.
2. Prior to being levied, all assessments must be approved by a two-thirds (2/3) vote of the Board of Pilot Representatives and then ratified by the Membership in an affirmative vote by a **Majority Vote of the Votes Cast**.
3. Assessment funds will be used only for the specific purposes stated in the ratification ballot. Such funds shall be kept in a separate account. All unused assessment funds will be returned to the Membership.

BYLAW \*\*\* All unused funds will be prorated and restored to the levied Members of record. \*\*\*

## SECTION 2. PILOT REPRESENTATIVES

Pilot Representatives will be elected from the Membership. Pilot Representatives are the normal contacts between Members at their domicile and the National Officers and Committee Personnel of the Alliance. Pilot Representatives are also the intermediaries between the Membership and local management.

#### A. Definition

1. Pilot Representatives shall be elected at large from the Members in good standing at their respective Alliance domiciles, by plurality.
2. Pilot Representative terms of office shall be two (2) years.
3. All Pilot Representatives from an Alliance Domicile shall normally be elected at the same time.

4. The total number of Pilot Representatives shall be based on the total number of active pilots. The ratio shall be established in the Bylaws; however, at no time shall there be less than five (5) Pilot Representatives.

BYLAW \*\*\* An Alliance Domicile shall have one Pilot Representative for each sum total of 300 Pilots with dues obligations. Each Alliance domicile shall have at least one Pilot Representative. Each Alliance domicile in excess of 350 pilots shall have at least two Pilot Representatives. \*\*\*

5. There shall be Domicile Groups A, B, C, and D. Domiciles will be assigned to a group, as provided in the Bylaws, so as to approximate inclusion of one-fourth (1/4) of the Membership within each group. The regular terms of all Pilot Representatives in a group shall expire simultaneously after two (2) years on either March 31 or September 30.

BYLAW \*\*\* Domiciles will be assigned to groups as follows: Group A - DFW, TUL; Group B - ORD, SFO; Group C - MIA, DCA; Group D - LGA, LAX, BOX, SEA.

The regular terms of all Pilot Representatives commence as follows:

Group A - April 1, even year; Group B - October 1, even year; Group C - April 1 odd year; Group D - October 1, odd year. \*\*\*

6. For local administrative purposes, the elected Pilot Representative receiving the most votes in the representative election shall serve as the Domicile Chair. A tie shall be broken by the drawing of lots.

BYLAW \*\*\* At Alliance Domiciles entitled to Pilot Representatives in addition to the Chair, the Pilot Representative receiving the second, third, etc. most votes in the election shall serve as the first, second, etc. ranking vice-chair. This ranking shall be successive as mid-term vacancies are filled. \*\*\*

## B. Duties

1. Pilot Representatives shall avail themselves to all Members of their respective domiciles for such concerns as the Member may have with the Alliance or with management.
2. The local Domicile Chair shall be responsible for coordinating all local activities, including scheduling and presiding at Domicile Meetings, recording of Domicile minutes, accounting for local funds and expenditures, and making Alliance representation available for grievances and hearings.

BYLAW \*\*\* The Vice-Chair shall assist the Chair at all times in the discharge of all duties. It shall be the responsibility of the ranking Vice-Chair to perform the domicile duties of the Chair should the Chair become disabled, be unaccountably absent, or at the Chair's request when the Chair is temporarily unable to discharge the duties of the office. Should the Chair be unable to complete the term of office for any reason, the ranking Vice-Chair shall serve as Domicile Chair. \*\*\*

### SECTION 3. BOARD OF PILOT REPRESENTATIVES

There shall be a Board of Pilot Representatives. This Board shall be the Legislative branch and the Deliberative branch of the Alliance.

#### A. Definition

1. This Board shall be comprised of all Pilot Representatives.
2. The National Officers shall be non-voting ex-officio members of this Board. The presiding officer may cast a vote only to break a tie.

#### B. Duties

1. In accordance with the provisions of this Constitution and the Bylaws, Members of this Board shall promote the professional and economic interests of the Membership.
2. This Board shall monitor all aspects of the Alliance. The Board shall issue semi-annual written reports thereon to the entire Membership. No Board Member may be involuntarily excluded from contributing uncensored articles of reasonable length to these reports.

#### C. Meetings

All meetings of the Board of Pilot Representatives shall normally be open to all Members in good standing.

BYLAW \*\*\* If for any reason a member of the Board of Pilot Representatives is unable to attend or remain at the Board meeting, the Pilot Representative may designate an alternate in writing to any Member from the common domicile. This designation may not be transferred when an alternate finds it necessary to leave a meeting. \*\*\*

1. Regular meetings. The President shall call regular meetings of the Board of Pilot Representatives not less than twice per fiscal year.

BYLAW \*\*\* At least forty five (45) days prior to a regular Board of Pilot Representatives meeting, the President and the Administrative Service Contractor shall notify all Board members of the meeting.

Thirty (30) days prior to such meeting, National Officers and Board members shall furnish the Administrative Service Contractor with copies of their proposed agenda items.

At least twenty one (21) days prior to the Board meeting, the President and the Administrative Service Contractor shall notify all Alliance Members of the meeting date and business agenda.

The approval of 2/3 of the Board is required to place a new item on the agenda. \*\*\*

2. Special meetings

BYLAW \*\*\* Only business specified in the call of a special meeting can be placed on the agenda at such meeting.

Prior to the meeting, the President and the Administrative Service Contractor shall notify all Alliance Members of the meeting date and business agenda.

\*\*\*

- a) The President may call special meetings of the Board of Pilot Representatives.
- b) Upon receipt of a request for a special meeting via written or FAX request from a minimum of one-third (1/3) of the Pilot Representatives, the President shall call a special meeting of the Board of Pilot Representatives to convene within not less than seven (7) nor more than fourteen (14) days hence. Should the President be unavailable or refuse to call a special meeting under this paragraph, the Board of Pilot Representatives may call the meeting with the written or FAX concurrence of a minimum of one-third (1/3) of the Pilot Representatives.

BYLAW \*\*\* When a meeting of the Board of Pilot Representatives is called under the provisions of Article II. Section 3. C. 2. b) of the Constitution, then the Secretary Treasurer shall make and sign vouchers for reasonable and customary meeting disbursements. \*\*\*

3. Quorum. The presence of a majority of Pilot Representatives shall constitute a quorum.

4. Validity of Action. A vote at a meeting of the Board of Pilot Representatives at which a quorum is present shall be the act of the Board of Pilot Representatives.

5. Emergency Action

a) In an emergency where time is of the essence, action may be taken by the Board of Pilot Representatives without a meeting under the following conditions:

- (1) A conference telephone call is conducted with the President and a quorum of Pilot Representatives, and

BYLAW \*\*\* The President and the Administrative Services Contractor shall make all reasonable attempts to contact all the Pilot Representatives. \*\*\*

- (2) Written, FAX, or verbal with a written backup, consent to each specific action is submitted by seventy-five percent (75%) of the total of Pilot Representatives to the President.

BYLAW \*\*\* This consent must be submitted within forty eight (48) hours of the conference call. \*\*\*

b) Minutes of the conference and all actions taken are kept, approved, and reported to the Membership in the same manner as for scheduled meetings of the Board of Pilot Representatives.

## SECTION 4. EXECUTIVE BRANCH

There shall be a President and a Vice-President who, in conducting the affairs of the Alliance, shall uphold the Constitution and the Bylaws with the highest standard of ethical conduct and responsibility so as to bring honor and credit to this institution and to the profession of the airline pilot. These two National Officers, the Standing Committees as established in the Bylaws, and the President's Special Committees comprise the Executive Branch of the Alliance.

**BYLAW \*\*\* Committees. The President shall be an ex officio member of all committees. All committees will report to the Membership at least twice per fiscal year through the minutes of the Regular Board meetings. \*\*\***

### A. Definition

1. The President and Vice-President shall be elected separately by the Membership at large.
2. The President and Vice-President shall serve coinciding terms of three years, normally beginning on 1 July and ending on 30 June.

### B. President

The President is the Chief Executive Officer of the Alliance. The President is charged with establishing goals and policies of the Alliance in full concert with the Membership and the Board of Pilot Representatives. The President is further charged with the pursuance of those goals and policies. While the President is at all times accountable to the Membership and the Board of Pilot Representatives, the power of the office of President is such that a wide latitude of prudent action is herein granted.

#### 1. Duties of the President

- a) The President shall enforce and defend this Constitution and the Bylaws.
- b) The President shall sign lawful agreements for the Alliance.
- c) The President shall sign or co-sign monetary disbursements as defined in the Bylaws.

**BYLAW \*\*\* Disbursements over \$25,000 shall be co-signed by a National Officer. \*\*\***

- d) The President shall sign all duly negotiated contractual agreements approved by the Membership.
- e) The President shall notify all officers of the Alliance of all regular and special meetings of the Board of Pilot Representatives.
- f) The President shall normally serve as the presiding officer for all regular and special meetings of the Board of Pilot Representatives.

- g) The President shall appoint and employ agents and employees of the Alliance. All appointments and employments shall be subjected to review by the Board of Pilot Representatives at their next scheduled meeting. Absent a vote to disapprove by two-thirds (2/3) of the Board of Pilot Representatives at the time of review, a Presidential appointment or employment shall be final.
- h) The President may discharge employees of the Alliance.
- i) The President may discharge agents of the Alliance with the prior written consent of two thirds (2/3) of the Board of Pilot Representatives.
- j) The President may appoint and remove Members in good standing as members and chairpersons of standing and ad hoc committees. Appointments, though renewable, shall be time or event limited, not to exceed two (2) years. Appointments or renewals to standing committees shall be reviewed by the Board of Pilot Representatives at the next regularly scheduled meeting. Absent a vote to disapprove by two-thirds (2/3) of the Board Pilot Representatives at the time of review, a Presidential appointment shall be final.
- k) The President has the sole authority to declare the Alliance on strike, subject to the due process contained in this Constitution.

#### C. Vice-President

##### 1. Duties of the Vice-President

- a) The Vice-President shall assist and counsel the President in the discharge of all Constitutional duties.
- b) The power of the President does not oblige him to heed the counsel of the Vice-President. Yet nothing shall relieve the Vice-President of the obligation to call to the President's attention matters of concern to the Alliance.
- c) The Vice-President shall perform the duties of the President should the President become disabled, be unaccountably absent, or at the President's request when the President is temporarily unable to discharge the duties of the office.

## SECTION 5. ADMINISTRATIVE BRANCH

The Administrative Branch shall be comprised of the Secretary/Treasurer, administrative employees, agents, and contracted agents as may be engaged to perform administrative duties, including, but not limited to, business management, accounting services, insurance, and legal counsel. All administrative branch personnel are for the benefit of and are accountable to the Membership.

**BYLAW \*\*\* Within the capabilities of the Alliance, reports normally distributed to the Membership should be made available via electronic format. \*\*\***

## A. Secretary/Treasurer

The Secretary/Treasurer is the Chief Administrative Officer of the Alliance. While this office normally reports to and assists the Executive Branch, it shall remain fully and directly accountable to the Membership. This office requires emphasis on fiscal responsibility and administrative capability. While conducting the affairs of the Alliance, the Secretary/Treasurer shall uphold the Constitution and the Bylaws with the highest standard of ethical conduct and responsibility so as to bring honor and credit to this institution and to the profession of the airline pilot.

**BYLAW \*\*\* Financial changes of a material nature shall be reported to the President and Board in a timely manner. \*\*\***

### 1. Definition

- a) The Secretary/Treasurer shall be elected at large by the Membership.
- b) The Secretary/Treasurer shall serve a term of three (3) years coinciding with the Presidential term, normally beginning 1 July and ending 30 June.

### 2. Duties of the Secretary/Treasurer

The Secretary/Treasurer shall oversee and be accountable for the following tasks:

- a) The maintenance of an accurate and monthly-updated Membership Roll, including (but not limited to) name, seniority, employee number, mailing addresses, telephone numbers, bid status, Alliance domicile, and Alliance insurance coverage.
- b) The giving and serving of all notices required by law.
- c) The timely completion and submission of required Federal and State reports.
- d) Custody of the seal of the Alliance, and affixing of the seal to required instruments when duly signed.
- e) The taking, receipt, distribution, and retention of records and minutes of all meetings where required, and the prompt reporting of all discrepancies thereof to the President and Board of Pilot Representatives.

**BYLAW \*\*\* A Meeting Report shall be distributed to all Members within thirty (30) days of all duly convened Board meetings. \*\*\***

- f) The keeping of all records, including financial records, of the Alliance.
- g) The maintenance of secure custody of Alliance funds and securities.
- h) The collection of all dues and assessments, and the timely reporting to the President and the Board of Pilot Representatives of the status of all such collections, including any delinquencies.
- i) The keeping of full and accurate accounts of receipts and disbursements in books belonging to the Alliance.
- j) The secure deposit of all monies and valuables in the name of and to the credit of the Alliance.



- k) The disbursement and signing for funds of the Alliance as directed by the President or Board of Pilot Representatives in accordance with this Constitution or the Bylaws, and the making and signing of vouchers for such disbursements.
- l) A written report mailed to all Members in good standing of the financial condition of the Alliance whenever required by the President or the Board of Pilot Representatives, but in no case less than once per fiscal year.
- m) A supplemental quarterly report detailing all flight pay loss reimbursement, including name, amount, dates, authority, and purpose, to be forwarded to any Member upon request.
- n) Preparation and presentation of an annual budget for the Alliance to all Members and Officers.
- o) The presentation of Secretary/Treasurer and Alliance books at the end of each fiscal year for audit by an independent certified auditor. Such audit, together with a current account of Alliance funds, shall be presented at the first regular Board of Pilot Representatives meeting following the end of the fiscal year.
- p) The monitoring of the performance, compensation, and cost-effectiveness of all Administrative Department employees, agents, and contracted agents, and reporting all discrepancies thereof to the President and the Board of Pilot Representatives.
- q) The performance of all other duties incident to the office and as may be required by the President or the Board of Pilot Representatives.

#### B. Professional Contractors

**BYLAW \*\*\* The Administrative Services Contractor shall be responsible for the coordination of the distribution, collection, and counting of the ballots for Membership pollings, ratifications, nominations and elections per the provisions of Title IV of the Labor-Management Reporting and Disclosure Act as amended. \*\*\***

Administrative Services, Legal Services (including General Counsel), Accounting Services, and Insurance Services shall be performed by independent professional firms under contract to the Alliance.

1. The terms of each professional contract shall be negotiated by the President in consultation with the Secretary/Treasurer and subjected to an affirmative majority vote of the Board of Pilot Representatives.
2. Each contract shall include an obligation by the contractor to adhere to the AICA Constitution.
3. Each contract shall include an obligation by the contractor to immediately report to the National Officers, Board of Pilot Representatives, or the Membership, as necessary, any perceived risks to the Alliance. Such reports shall include (but not be limited to) perceived risks in the areas of legal jeopardy, fiscal irresponsibility, and insufficient insurance.

4. Each contractor shall submit an annual report on its activities to the Membership.
5. Each contractor shall be required to be properly bonded for the services performed, where applicable. Additionally, each contractor shall carry Professional Liability insurance in an amount to be established by the Secretary/ Treasurer. The Alliance shall be a named Certificate Holder as proof of insurance.

## SECTION 6. CONSTITUTIONAL APPEALS BOARD

There shall be a Constitutional Appeals Board.

### A. Definition

1. This Board shall be comprised of three Members in good standing.
2. Appeals Board members shall be elected at large by the Membership.
3. Appeals Board Members shall serve overlapping terms of three (3) years. Normally an individual term shall commence each July 1.

### B. Duties

1. This Board shall rule only on appeals from Members or groups of Members on:
  - a) Actions taken by officers of the Alliance, individually or collectively, as being not in compliance with this Constitution and/or the Bylaws
  - b) Bylaws enacted as being not in compliance with this Constitution
2. This Board may decline to hear appeals brought before it.
3. This Board shall seek and publish advice and opinion of legal counsel in making its rulings, as appropriate. Rulings of the Board shall be final.

BYLAW \*\*\* The Board shall publish within 30 days of receipt of an appeal its reasons for refusing to hear an appeal brought before it. \*\*\*

BYLAW \*\*\* The Board shall render a decision on an appeal brought before it within 60 days. \*\*\*

## SECTION 7. OFFICERS OF THE ALLIANCE

The officers of the alliance shall be the National Officers and the Board of Pilot Representatives.

## ARTICLE III

### GOVERNMENT

#### SECTION 1. CONSTITUTION AND BYLAWS

##### A. Constitution

This Constitution shall be the supreme law of the Alliance. All subordinate law in the Bylaws or elsewhere which is not in compliance with this Constitution is unconstitutional, null, and void.

##### B. Bylaws

There shall be Bylaws of the Alliance to provide governance and regulation. Such Bylaws shall always be subordinate to this Constitution.

##### C. Amendments

1. Constitutional Amendments. The Constitution may be amended in the following manners:

- a) Amendment initiated by the Membership

- (1) Ten percent (10%) of the Members in good standing may petition the Secretary/Treasurer to ballot the Membership concerning the proposed amendment to the Constitution. Petitions shall contain each petitioner's name (printed), signature, employee number and date of signature. All such petitions must bear a signature date no earlier than one hundred twenty (120) days prior to submission to the Secretary/Treasurer of the Administrative Offices. The exact wording of the amendment must be submitted with the petition. 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.

- (2) **A Majority Vote of the Total Membership** is then required for amendment. A vote in favor of the amendment by more than fifty percent (50%) of all eligible Members is needed for ratification under this section.

- b) Amendment initiated by the Board of Pilot Representatives

- (1) The Board of Pilot Representatives may originate and present amendments to the Constitution to the Membership following a favorable vote of two-thirds (2/3) of the Board.

- (2) **A Majority Vote of the Total Membership** is then required for amendment. A vote in favor of the amendment by more than fifty percent (50%) of all eligible Members is needed for ratification under this section.

2. Amendments to the Bylaws. The Bylaws may be amended in the following manners:
  - a) Amendment initiated by the Membership
    - (1) Ten percent (10%) of the Members in good standing may petition the Secretary/Treasurer to ballot the Membership concerning the proposed amendment to the Bylaws. Petitions shall contain the petitioner's name (printed), signature, employee number and date of signature. All such petitions must bear a signature date no earlier than one hundred twenty (120) days prior to submission to the Secretary or the Administrative Offices. The exact wording of the amendment must be submitted with the petition. 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.
    - (2) **A Majority Vote of the Votes Cast** is then required for amendment. A Vote in favor of the amendment by more than fifty percent (50%) of those Members voting is needed for ratification under his section.
  - b) Amendment initiated by Board of Pilot Representatives
    - (1) The Board of Pilot Representatives may originate and present to the Membership amendments to the Bylaws to the Membership following a favorable vote of two-thirds (2/3) of the Board.
    - (2) **A Majority Vote of the Votes Cast** is then required for amendment. A vote in favor of the amendment by more than fifty percent (50%) of those Member voting is needed for ratification under this section.
3. Effective date of Amendments. Amendments to the Constitution or to the Bylaws shall be incorporated into the respective document and become effective on the fifteenth day following successful ratification by vote of the Membership.

## ARTICLE IV

### NOMINATIONS, ELECTIONS, AND RECALLS

#### SECTION 1. NOMINATIONS

Any Member in good standing may nominate any Member in good standing for any elected position to which otherwise qualified, as defined in this Constitution or in the Bylaws.

BYLAW \*\*\* A Member can hold only one elected position.

The most current Membership Roll shall be used to determine a majority of the total Membership, Member eligibility to vote, and to allocate the number of Pilot Representatives to the domicile.

A notice of nomination and election, with schedule and a willingness to serve form, shall be sent to each Member. The statement of willingness to serve by the nominee shall be received by the date nominations close. A nominee may withdraw from the election, in writing, prior to the printing of the ballots. \*\*\*

#### SECTION 2. ELECTION (Except Pilot Representatives)

- A. A candidate receiving more than a **Majority Vote of the Votes Cast** will be elected. Ties will be broken by the drawing of lots.
- B. If no candidate received a **Majority Vote of the Votes Cast**, a runoff election shall be conducted between the two candidates receiving the most votes. The candidate receiving the most votes shall be elected. Ties will be broken by the drawing of lots.

#### SECTION 3. ELECTION (Pilot Representatives)

Each Member of a domicile shall have a number of votes equal to the allocated number of representatives for such domicile. Cumulative voting is not allowed. Those pilots receiving the higher number of votes shall be elected. Ties for the last elected position will be broken by the drawing of lots.

#### SECTION 4. MID-TERM VACANCY

- A. President. Should the President be unable to complete the term of office for any reason, the Vice-President shall be named President.

- B. Vice-President, Secretary-Treasurer, Appeals Board Member, and Pilot Representative,. Should any of these officers be unable to complete their terms for any reason, their replacements shall be chosen as follows:
1. With less than one-third (1/3) of a normal term of office remaining the President shall appoint a replacement, subject to an affirmative vote by a **Majority Vote of the Votes Cast** of the appropriate Membership constituency.
  2. With one-third (1/3) or more of a normal term of office remaining a normal election shall be conducted.

## SECTION 5. RECALL

Any National Officer, Committee Member, Constitutional Appeals Board Member, or Pilot Representative of the Alliance may be recalled from office by the constituents of the elected office. For the purposes of this section, a Committee Member is deemed to have a constituency consisting of the total Membership. The recall may be carried out with or without cause under the due process herein described.

- A. Ten percent (10%) of the Members in good standing may petition the Secretary/Treasurer to ballot the Membership concerning the proposed recall. The office and the name of the office holder must be submitted with the petition on each page. Petitions shall contain each petitioner's name (printed), signature, employee number and date of signature. All such petitions must bear a signature date no earlier than one hundred twenty (120) days prior to submission to the Secretary/Treasurer or the Administrative Offices. Within thirty (30) days of receiving the petition, the Secretary/Treasurer shall distribute a recall ballot for the officeholder to all Members in good standing. Such vote shall be completed within thirty (30) days of ballot distribution.
- B. A Majority Vote of the Total Membership of the constituency is then required for recall. A vote in favor of the recall by more than fifty percent (50%) of all eligible Members is needed for officeholder recall under this section.

## SECTION 6. ELECTION CAMPAIGNING

The Alliance shall provide all candidates equal and fair access to the Membership mailing list of the Alliance without compromising the confidentiality of that list. In all elections, including nominations, the Alliance will honor all reasonable requests by a candidate to distribute campaign literature to all Members in good standing at the candidate's expense (paid in advance), including all postage costs.

## ARTICLE V

### PENSION FIDUCIARY RESPONSIBILITY

The Alliance shall neither assume nor attempt to assume fiduciary responsibility of any pilot pension fund without an affirmative two-thirds (2/3) vote of approval of the Board of Pilot Representatives followed by an affirmative two-thirds (2/3) **Vote of the total Membership.**

## ARTICLE VI

### WORKING AGREEMENT RATIFICATION

#### A. New Working Agreement

Prior to activating any changes incorporated in a new basic Working Agreement, such changes shall be approved by a two-thirds (2/3) vote of the Board of Pilot Representatives and then ratified by the Membership by an affirmative vote of a **Majority Vote of the Votes Cast.**

#### B. Amendment to the Working Agreement

Prior to activating any changes incorporated in an amendment to the basic Working Agreement, such changes shall be approved by a majority vote of the Board of Pilot Representatives and then ratified by the Membership by an affirmative vote of a **Majority Vote of the Votes Cast.**

## ARTICLE VII

### STRIKES

Once a strike has been discussed, authorized, and initiated under this procedure, it shall be the **SOLEMN DUTY OF EVERY MEMBER** to comply with all **Presidential strike directives.**

### SECTION 1. PROCEDURE

The following steps must be carried out in sequence before the President may declare the Alliance to be on strike.

#### A. Strike Report

A report must be issued to all American Airlines pilots detailing the issues, both pro and con. No National Officer or Pilot Representative may be involuntarily excluded from contributing uncensored articles of reasonable length to this report.

#### B. Authorization to circulate a Strike Ballot

The President must obtain an affirmative two-thirds (2/3) vote by the Board of Pilot Representatives to circulate a strike ballot.

C. Strike Ballot

A secret strike ballot must be circulated to all pilots, including non-members.

D. Authorization to Strike

Authority to declare the Alliance on strike can be granted only to the President by an affirmative three-fourths ( 3/4) vote by the Board of Pilot Representatives after review and discussion of the strike ballot results.

E. Declaration of Strike

After steps A, B, C, and D have been complied with, the President may declare the Alliance to be on strike within the terms of the Authorization to Strike granted by the Board of Pilot Representatives.

## **ARTICLE VIII**

### **DISCIPLINE**

No Member in good standing shall be disciplined by the imposition of a fine nor shall any Member be subject to suspension or expulsion from the Alliance for any reason.

## **ARTICLE IX**

### **CAPITAL ASSETS**

The American Independent Cockpit Alliance shall not purchase or own any real estate.

## **ARTICLE X**

### **BONDING**

All officers of the Alliance shall be bonded to provide protection against loss by reason of acts of fraud or dishonesty on their part directly or through connivance of others. The amount of such bonding shall not be less than the minimum set by the Labor Management Reporting and Disclosure act of 1959, as amended.



## PROVISOS

1. Article II, Section 1, F, 1 notwithstanding, the Board of Pilot Representatives may establish a grace period between the designation of the Alliance as the certified bargaining agent and the onset of dues obligations.
2. Articles II, Section 2, A, 4 and II, 2, A, 5 notwithstanding, until the Alliance has attained a Membership of one thousand (1000) or more, there shall be one (1) Pilot Representative elected at large for each two hundred (200) Members, but not less than five (5).
3. Article II, Section 3, C notwithstanding, until the Alliance has attained a Membership of one thousand (1000) or more, meetings of the Pilot Board of Representatives may be held at the discretion of the President and Pilot Representatives by mutual consent.
4. Article II, Section IV, C notwithstanding, until the Alliance has attained a Membership of one thousand (1000) or more, there shall be no Vice-President.
5. Article IV, Section 4 notwithstanding, until the Alliance has attained a Membership sufficient to have a Vice-President, a mid term vacancy of the President shall be filled by a full election. The Secretary/Treasurer shall assume the duties of the President until the election is held.

## LMRDA

There are many rights guaranteed by the United States Government through the Labor Department and other government agencies. The Labor Management Reporting and Disclosure Act of 1959, As Amended provides a wealth of information regarding your fundamental rights as a union member. To obtain a copy of this Act, you may write to:

U.S. Department of Labor  
Office of Labor-Management Standards  
Washington, DC 20210

or you can request it by telephone. Offices are located in many major cities throughout the United States and are listed under United States Government, Labor Department, Office of Labor-Management Standards.