Bylaw Change 1: Nominating Committee Composition

Article IV, Section 2

Current language: The bylaws simply provide that: “The Board of Trustees shall designate a Nominating Committee of not less than two members.”

Change under consideration: Establish that the Nominating Committee should have not less than two trustees, and up to no more than one-third of the members of the Board of Trustees.

Justification for change: Setting both a floor and a ceiling on the Nominating Committee’s size ensures the Nominating Committee is large enough to bring a meaningful cross-section of Board perspectives to candidate evaluation, while remaining small enough to function efficiently and avoid disputes over participation.

Bylaw Change 2: Trustee Candidate Nomination Process

Article IV, Section 2

Current language: The bylaws simply provide that: “No person shall be a candidate for Trustee who has not been approved and recommended by the Nominating Committee.”

Change under consideration: Establish an open nominating process that gives members the opportunity to present or suggest candidates for the Board, including:

- Formal process and time for candidate submission and consideration
    - Names for potential candidates are submitted to the Secretary by members or by eligible current trustees running for reelection, within a 30-day window designated by the Nominating Committee, no later than 120 days in advance of the annual meeting.
    - No later than 30 days before the annual meeting, the Nominating Committee will present to the members the full slate of candidates, including a summary of each candidate’s background.
- Establish new candidate submission requirements

    - When submitting their name for consideration, new trustee candidates must:
        - Submit a written “trustee nomination form” along with a resume and letter of interest describing how they meet the trustee qualification criteria in Article VI, Section 3, confirming that they understand trustee responsibilities and desire to serve, and explaining why they would be a good candidate; and
        - Submit with the nomination form at least 25 signatures from members that support the nomination.
- Provide formal opportunity for current trustees to seek reelection
    - Eligible current trustees seeking reelection may also submit a “trustee nomination form” within the same time period as new candidates to provide the Nominating Committee with information and reasons to support a new term of service but are not required to provide the same information or signatures.

Justification for change: Taken together, these changes would create a transparent, standardized nomination process with clear timelines and defined expectations ensuring that every interested and qualified member has a fair opportunity to be considered for Board service. Also, the signature requirement for new trustee candidates is meant to demonstrate that the candidate has engaged with fellow members and earned a baseline of grassroots support before coming before the Nominating Committee.

Bylaw Change 3: Trustee Terms of Service — Staggered Terms and Term Limits

Article VI, Section 1

Current language: The bylaws simply provide that: “Each Trustee shall remain in office until he resigns or is retired at an election by the members.” There is no provision for term limits or a process for removing trustees from the Board before an election.

Change under consideration: Establish a Board that operates on staggered terms, with term limits, and where trustees can be removed for cause.

- Staggered Three-Year Terms. Trustee terms would be staggered so that no more than one-third of trustees end their terms in the same year. To implement this transition, at the first election following the bylaws amendment, trustees would initially be classified into three groups, serving one, two, and three-year terms

respectively. Thereafter, at each following election, a new group of trustees for one-third of the Board would be elected for three-year terms.

- Term Limits. The Nominating Committee can approve the nomination of an individual for no more than four consecutive three-year terms, for a maximum of 12 years of service. In rare cases where a trustee's continued service is essential for AOPA—for example, during a major regulatory challenge or organizational transition—an exception may be requested if the Nominating Committee finds and documents that extraordinary circumstances exist justifying an exception. Also, when these term limits take effect, all current trustees would be eligible to serve at least one full term regardless of their prior length of service.
- Renomination Not Guaranteed. Renomination of a trustee is not automatic or guaranteed for any additional term of service, and the Nominating Committee is required to review the prior service, weighing the quality of service provided as well as the skill sets needed by the new Board before approving a trustee for potential additional service.
- Chairman Requirement. The position of Chairman requires the person to be a current trustee and serve a three-year term as a trustee.
- Removal. Trustees may be removed with cause by a vote of the majority of trustees in office and may be suspended pending a final decision as to whether cause exists for removal.

Justification for change: These changes would establish a governance framework that values both experience and renewal, ensuring that the Board always has the benefit of seasoned leadership while making room for new voices and ideas. Moreover, staggered terms protect AOPA from the risk of wholesale Board turnover in any single year, ensuring that experienced trustees are always serving alongside newer members. This strikes a balance between allowing trustees enough time to develop deep expertise in AOPA affairs and ensuring regular infusions of fresh perspectives and new leadership.

Bylaw Change 4: Total Number of Trustees

Article VI, Section 2

Current language: The bylaws simply provide that: "All corporate powers shall be exercised under the authority of, and the business and affairs of this corporation shall be controlled by a Board of not less than three Trustees." No maximum number of trustees is provided by the bylaws.

Change under consideration: Establish that the Board of Trustees shall have no less than three and no more than thirteen (13) Trustees.

Justification for change: Setting both a floor and a ceiling on the maximum number of trustees ensures that the Board is large enough to bring a meaningful cross-section of different skill sets and perspectives to the Board, while remaining small enough to function efficiently.

Bylaw Change 5: Trustee Qualifications

Article VI, Section 3

Current language: The bylaws simply provide that: “All Trustees must be members.” The bylaws do not currently provide any qualifications for service on the Board.

Change under consideration: The change would establish trustee qualification criteria for consideration by the Nominating Committee to include, among other things, persons who are or have recently been active general aviation pilots, who own or have owned or leased general aviation aircraft, who will commit to participate in Board committees and public aviation events, and who have subject matter expertise in at least one area of need for AOPA such as, for example, finance and accounting; marketing and social media, government affairs and regulations, and aviation safety.

Justification for change: AOPA’s work on behalf of general aviation increasingly involves complex regulatory, legislative, and policy matters. Ensuring that the Board includes members with relevant expertise in different areas strengthens the Board’s oversight regarding AOPA’s ability to advocate effectively for its members and navigate an evolving regulatory landscape.

Bylaw Change 6: Chairman Qualifications and Term Limits

Article VII, Section 1

Current language: The bylaws simply provide that: “The officers of the corporation shall be a Chairman of the Board ….” There are no requirements for a trustee to serve as Chair, or term limits for this officer position.

Change under consideration: The change establishes a leadership development pathway for the Chairman of the Board — the most consequential volunteer position in the Association. Specifically, to be considered for Chairman, an individual must have served on the Board of Trustees for at least three consecutive years (with the third year being the most recent year prior to the election) and must have served as a Board Committee Chair of any committee for at least one year. Also, no person may serve as Chairman of the Board for more than 6 consecutive years, unless extraordinary circumstances apply and a majority of the Board supports an additional term of service for the trustee serving as Chairman.

Justification for change: These requirements ensure the Chairman has demonstrated governance competence through progressively greater responsibility (not just tenure) but active leadership within the Board's working committees. Also, term limits on this officer position promotes regular leadership rotation at the top of AOPA, while still allowing sufficient time for a chairman to set and execute a meaningful strategic agenda. Together, these changes ensure that future Chairmen are well-prepared for the role and that no single individual holds the position indefinitely. This strengthens both the quality and the accountability of AOPA's leadership.

Bylaw Change 7: Proxies

Article IV, Section 6

Current language: The bylaws simply provide that: "Every member entitled to vote may do so either in person or by written proxy filed with the Secretary of the corporation…." The bylaws do not have a deadline for the submission of proxies to be counted at an election.

Change under consideration: The change under consideration would establish a deadline for the submission of proxies before the annual meeting, requiring that all proxies be submitted in writing to the Secretary no later than the last day of the calendar month before the annual membership meeting.

Justification for change: This change will ensure that AOPA will have the time necessary to count all outstanding proxies ahead of the annual membership meeting and be ready to properly certify the vote.

YOUR VOICE MATTERS

The AOPA Board of Trustees wants to hear from you before any of these changes are brought to a vote. Please take a few minutes to review the proposals above and share your feedback through the bylaw feedback survey.