

**ARTICLES OF INCORPORATION
AND
BYLAWS
OF
THE DELTA PILOTS' FURLOUGH, EMERGENCY
AND DISASTER RELIEF FUND, INC.
(Adopted August __, 2020)**

Article I

Name; Nonprofit Incorporation; Registered Office; Registered Agent

SECTION 1.01. Name. The name of the corporation is The Delta Pilots' Furlough, Emergency and Disaster Relief Fund, Inc.

SECTION 1.02. Incorporation. The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

SECTION 1.03. Registered Office; Registered Agent. The street address of the corporation's initial registered office, which shall also be the initial principal mailing address of the corporation, is 100 Hartsfield Centre Parkway, Suite 800, Atlanta, Georgia 30354. The registered agent at such address is Edward Bott. The county of the registered office is Fulton.

SECTION 1.04. Incorporators. The name and address of each incorporator is:

Captain Ryan Schnitzler	Captain Keith Costo	Captain Jason Ambrosi
100 Hartsfield Centre Parkway Suite 800 Atlanta, Georgia 30354	100 Hartsfield Centre Parkway Suite 800 Atlanta, Georgia 30354	100 Hartsfield Centre Parkway Suite 800 Atlanta, Georgia 30354

SECTION 1.05. Members. The corporation will not have members.

Article II

Corporate Purposes; Permitted Activities

SECTION 2.01. Exclusive Purposes. The corporation is organized exclusively for charitable purposes, to engage in the activities described in Section 2.02, subject to the limitations set forth in Section 2.03, for the benefit of a charitable class comprising all individuals who are past, present and future pilot employees ("Pilots") of Delta Air Lines, Inc. ("Delta Air Lines"), its successors

and/or affiliates, and the families of Pilots and survivors of deceased Pilots (collectively, the “Charitable Class”).

SECTION 2.02. Charitable and Tax Exempt Activities. Subject to the limitations set forth in Section 2.03, the corporation may engage in all lawfully permitted activities, consistent with the purposes described in Section 2.01, that are not inconsistent with maintenance of tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) and regulations promulgated thereunder. Without limiting the generality of the foregoing, activities in which the corporation is permitted to engage may include the provision of financial aid, assistance or relief to members of the Charitable Class determined to be in urgent need due to severe financial hardship not covered by insurance, arising from loss or catastrophe, including as illustration and not as limitation, the following, to the extent consistent with tax exempt status under Section 501(c)(3) of the Code:

- (a) Any current or future “qualified disaster” within the meaning of Section 139(c) of the Code and regulations thereunder, including, but not limited to, the National Emergency declared by Presidential Proclamation on or about March 20, 2020, arising from the COVID-19 outbreak in the United States. Aid or assistance under this paragraph must satisfy the standards under Section 139(b) of the Code to constitute “qualified disaster relief payments” and, accordingly, cannot pay or reimburse expenses covered by insurance or other third party reimbursement, and cannot be based on income replacement; *provided*, however, that the fact of a Pilot’s furlough by, or other material reduction in income from, Delta Air Lines attributable to a qualified disaster may be taken into account as one factor in the objective determination of a recipient’s need or financial distress.
- (b) Significant medical, hospital, pharmaceutical, travel, lodging or other expenses incurred by a member of the Charitable Class in connection with the diagnosis, treatment or care of a serious or life-threatening physical or mental condition or injury of the same member of the Charitable Class or of another member, who is a family member of the member incurring the expense.

- (c) Need arising from the death or disability of the Pilot or a member of the Pilot's family, or from the involuntary furlough or involuntary termination of employment of the Pilot by Delta Air Lines, other than for cause.
- (d) Accident, fire, flood, hurricane, tornado, earthquake, tidal wave other casualty or calamity, or documented severe and urgent financial need from other causes which threaten the recipient's ability to meet ordinary living expenses.
- (e) Counseling, rehabilitation, and long term care (in-home or residential, skilled nursing or otherwise) arising from any of the circumstances described in (a) through (d).

SECTION 2.03. *Limitations on Corporate Activities.* Consistent with the corporation's charitable purposes:

- (a) The corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- (b) Lobbying activities, if any, shall be restricted to no more than an insubstantial part of the corporation's total activities.
- (c) No part of the corporation's net earnings shall inure to the benefit of any officer, director or other private person or entity, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered, to reimburse expenses reasonably incurred, and otherwise to make payments and distributions in furtherance of its charitable purposes; and
- (d) The corporation shall not engage in any activity which is impermissible for an organization exempt from taxation under §501(c)(3) of the Internal Revenue Code ("the Code") and pertinent Income Tax Regulations, as amended and as they may be amended, or in activities which would generate Unrelated Business Taxable Income ("UBTI") for the corporation.

SECTION 2.04. *Determination of Recipients; Amount and Duration of Aid.* No person shall be automatically entitled to charitable aid, assistance or relief by the corporation merely because they

are members of the Charitable Class, are affected by a qualified disaster, are confronted with extraordinary expenses or have been furloughed by Delta Airlines. All determinations by the corporation to provide aid, assistance or relief shall be based on specific, objective assessment of the financial or other need or distress of the potential recipient, made by the Board of Directors of the corporation or by an independent selection committee, a majority of whom are rank-and-file Pilots of Delta Air Lines as defined in Section 3.02 below, taking into account such factors as the nature of the need; the amount reasonably required to meet the need; whether the need is temporary or longer term; the resources reasonably available to the recipient to meet the need in the absence of aid; assistance or relief from the corporation; and any other factors the Board (or selection committee) deems relevant to the assessment. The corporation shall maintain adequate records of each such assessment, and the bases relied on in granting or denying aid, assistance or relief. Any Director, Officer and selection committee member who participate in the assessment of need or the determination of eligibility for, or amount or duration of, aid, assistance or relief, shall be ineligible to receive assistance, aid or relief.

SECTION 2.05. Form of Aid, Assistance or Relief. Aid, assistance and relief may be extended in such form as the Board (or the selection committee, if applicable) determines, in its discretion taking into account all relevant facts and circumstances. Without limiting the generality of the foregoing, aid, assistance or relief may be paid in a single lump sum or periodically over time and where periodically, in payments that may be level or unequal; directly to the recipient, to a third party to whom an expense is owed, or to a person who will apply the aid for a minor recipient or recipient under disability; as an outright permanent grant, or in the form of an interest-free loan. In situations where a recipient is or may be entitled to reimbursement by insurance or by recovery from a third party who is liable, but payment of the claim or liability is delayed or disputed, aid, assistance or relief may be granted conditionally, upon the recipient's undertaking to repay out of the proceeds of insurance or any recovery.

Article III

Directors

SECTION 3.01. Establishment of Board of Directors. The affairs of the corporation shall be managed and controlled by a Board of Directors comprising a total of seven (7) Directors, one of

whom shall be *ex officio* Directors and six of whom shall be appointed Directors. The *ex officio* Director shall be the Treasurer of the Delta Air Lines Master Executive Council ("the MEC") of the Air Line Pilots Association, International ("ALPA"), who shall automatically be a standing member of the Board by virtue of his or her MEC position, and shall serve as Director of the corporation for terms that continue during his or her incumbency in those MEC positions. The appointed Directors shall be Delta Airlines pilots who meet the qualifications set forth in Section 3.02, are appointed as provided in Section 3.03, and shall be classified and serve for the terms specified in Section 3.03. Pilots who would satisfy the qualifications set forth in Section 3.02 may also be appointed from time to time by the Board as non-voting Honorary Directors for terms as established by the Board. Non-voting Directors may attend meetings, counsel, advise and recommend policy, but may not vote and shall not serve on any selection committee established by the Board of Directors pursuant to Section 4.02 below.

SECTION 3.02. *Qualifications of Appointed Directors.* Appointed Directors shall be of the age of majority in the state of Georgia. Other qualifications for appointed Directors of the corporation shall be as follows: (a) Appointed Directors shall be members in good standing of the Air Line Pilots Association, International ("ALPA"), and (b) Directors shall be active pilots at Delta Air Lines who are on the current seniority list at Delta Air Lines. Appointed Directors shall be "rank-and-file" pilots, not holding any other elected or appointive office with the MEC or with ALPA, other than membership on the Board of Directors of The Delta Pilots Charitable Fund, Inc., or membership on the Board of the Delta Pilots Furlough/Emergency Relief Fund.

SECTION 3.03. *Appointment of Directors.* Appointed Directors shall be appointed by a majority of the elected officers of the MEC, in a manner consistent with the ALPA Constitution and Bylaws and the MEC Policy Manual.

SECTION 3.04. *Appointed Director Terms.* Appointed Directors shall be appointed to staggered terms so that no more than two Directors' terms will expire in any given year. Directors shall be appointed to terms of three (3) years. In order to transition to full three-year staggered terms, the initial Appointed Directors shall be divided into three classes: (a) two Class A Appointed Directors who shall serve an initial term of one (1) year; (b) two Class B Appointed Directors who shall serve an initial term of two (2) years; and (c) one Class C director who shall serve an initial term

of three (3) years. Following the short initial terms, the Director positions in each class shall be filled for full three (3) year terms. In the event a Director cannot complete his term, by reason of resignation, removal, incapacity, loss of eligibility under Section 3.02 or death, a replacement Director will be appointed to fill the balance of that term. The initial Board of Directors shall be:

Director	Category	Class
Keith Costo	Ex Officio	n/a
Jimmy Richardson	Appointed	A
Michael Lee	Appointed	A
Jeff Kumro	Appointed	B
Jean Wehner	Appointed	B
Luis Perez	Appointed	C
Chuck Stalzer	Appointed	C

SECTION 3.05. Meetings. There shall be at least two meetings annually of the Fund's Board of Directors ("the Board"). Additional Board meetings may be called by the President or by written petition of one-third of the Directors, at times and places selected by the caller(s), with unanimous consent of the voting members of the Board. Notice, in writing and designed to be received at least ten (10) days before meetings if reasonably possible, shall be given to all Directors. Subject to Section 3.09 below, meetings may be held in person, telephonically or by video conference.

SECTION 3.06. Resignation, Removal or Suspension of Appointed Directors. An Appointed Director may resign at any time upon written notice or electronic transmission to the *ex officio* Director and shall be replaced in accordance with the procedure for appointment set forth in Section 3.03. An Appointed Director may be removed, suspended, or replaced, with or without cause, by the Board, with the approval of the MEC Chairman acting in a manner consistent with the ALPA Constitution and Bylaws and the MEC Policy Manual, and consistent with O.C.G.A. §14-3-809.

SECTION 3.07. Quorum: Majority Vote. At least one (1) of the *ex officio* Directors and three (3) Appointed Directors shall constitute a quorum. When a quorum is present at a duly called Board

meeting, all actions shall be by vote of a majority of those present unless otherwise required by these Articles and Bylaws or by law.

SECTION 3.08. Polling to Achieve a Majority or More of the Entire Board. Whenever any law or provision of these Articles and Bylaws requires the vote or approval of a majority or more of the Board's total membership and such action or resolution has been approved pursuant to Section 3.07, such majority may be obtained by polling all non-attending Directors in writing and securing their written approval.

SECTION 3.09. Conference Calls. Notwithstanding that a Board meeting is noticed for conduct in person, any one or more Directors may participate in the meeting by means of conference telephone call or other means whereby all participating Directors can communicate with one another simultaneously. Participation in a meeting pursuant to this section shall constitute presence for the purposes of Section 3.07. It shall be the duty of the Secretary-Treasurer to ensure that facilities are available for Directors to participate in meetings telephonically or otherwise in accordance with this Section.

SECTION 3.10: Board's Total Membership. Reference in any provision of these Articles and Bylaws to the Board's "total membership" shall mean the total number of *ex officio* and Appointed Directors actually in office at the relevant time, not the number of Directors authorized or permitted by these Bylaws or by Board resolution.

SECTION 3.11. Conflicts of Interest.

(a) Each Director shall: (i) fully disclose any actual and apparent conflicts of interest (including, without limitation, material financial, family, or organizational interests) the Director may have in regard to matters coming before the Board or otherwise materially affecting the Fund's assets or affairs; (ii) provide such related information as the Board requires to evaluate the conflict and take pertinent action, (iii) be disqualified from voting (and participating in discussions, if so requested by the Board) on any proposed action or remedy (including, without limitation, the disposition of any application for aid, assistance or relief) to which the Director's conflict(s) of interest may apply; and (iv) abide by all laws, Articles Bylaws, and rules and decisions pertaining to conflicts adopted by the Board. However, unless a Director is disqualified by law, Article,

Bylaw or Board resolution, or disqualifies himself or herself from voting on a particular matter, such Director attending a meeting is entitled to vote on all other matters coming before the Board.

(b) As provided in Section 4958 of the Code, the Fund shall engage in no act of private inurement or "excess benefit transaction." Those Directors with no material interest in compensation paid to a disqualified person shall approve, by vote of a majority of such "independent Directors," the terms of any such compensation, after satisfying themselves by credible independent evidence that said compensation does not exceed the value of the disqualified person's services to the Fund.

SECTION 3.12. *Directors and Officers as Fiduciaries; Standard of Conduct.* Each officer and Director of the Fund, regardless of his or her capacity in any other organization, including ALPA, serves individually as a Fund fiduciary, and shall perform his or her duties in good faith in accordance with the standards set forth in O.C.G.A. §14-3-830.

SECTION 3.13. *Compensation.* Directors serve, as such, without compensation. They may be reimbursed for expenses reasonably incurred in serving the Fund, pursuant to procedures established by the Board.

Article IV

Committees

SECTION 4.01. *Executive Committee.* If an Executive Committee is needed to exercise some or all of the Board's powers between Board meetings (except powers specifically reserved to the Board by law or delegated to the Board by these Bylaws), the Board, by vote of a majority of its total membership, may appoint not less than three Directors to constitute the Executive Committee and define its powers and responsibilities. In the absence of a limiting Board resolution, between Board meetings, the Executive Committee shall exercise all of the Board's authority permitted by law.

SECTION 4.02. *Selection Committee(s).* If the Board determines that the volume of applications for aid, assistance or relief requires it at any time, the Board may appoint one or more Section Committees, with such composition as the Board determines (except that the majority of any Selection Committee shall be rank-and-file pilots as defined in Section 3.02 above) to serve at the

Board's pleasure or for such term as the Board may determine. A Selection Committee shall screen and review any applications referred to it and make such recommendation to the Board for disposition of the application as the Committee deems appropriate. The final decision as to whether or not to grant any application, and, if granted, the amount of any aid, assistance or relief to be granted, and the terms on which and the duration for which it is to be granted, shall be made by the Board. Selection Committee members shall be subject to and shall abide by the fiduciary and conflict of interest standards applicable to Directors pursuant to Sections 3.10 and 3.11 above.

SECTION 4.02. *Other Committees.* The Board from time to time may establish one or more other committees, which shall have at least three members and serve at the Board's pleasure. Except for committees authorized to act on behalf of the Board, committee members need not be Directors.

Article V

Officers

SECTION 5.01. *Titles; Corporation's officers need not be Directors.* The corporation's officers shall be a President, a Vice-President, a Secretary-Treasurer, and such other officers and assistant officers as the Board from time to time may authorize or appoint. The same person may not serve as the Fund's President and Secretary-Treasurer.

Section 5.02: *Duties.* Officers shall have such duties and powers as are normally associated with their titles, except as the Board may otherwise provide. The Secretary-Treasurer shall ensure that complete and accurate financial records, including all records required by the Internal Revenue Service for organizations exempt from taxation under Section 501(c)(3) of the Code, are kept, shall make periodic financial reports to the Board at intervals specified by the Board, shall oversee appropriate accounting and auditing, and shall keep the funds of the corporation invested or on deposit at minimal risk. Each officer shall perform his or her duties as an officer in good faith and in accordance with the standards set forth in O.C.G.A. §14-3-842.

SECTION 5.03 Appointment. Officers shall be elected by the Board, and shall hold office for a period of two (2) years and until his or her successor shall be elected and qualifies.

SECTION 5.04. Vacancies. Any office that becomes vacant may be filled by the Board for an interim period ending at the next meeting of the Board or upon the conclusion of the unexpired term of the previous incumbent.

SECTION 5.05. Resignation, Removal or Suspension. Any officer may resign, effective upon delivery of written notice or electronic transmission to the Board, unless the notice specifies a different effective date and the Board accepts such date. Any officer may be removed or suspended at any time, with or without cause, effective immediately, by vote of a majority of the Board's total voting membership.

Article VI

Dissolution

SECTION 6.01. Disposition of Assets Upon Dissolution. Upon the corporation's dissolution, the Board, after paying or making provision for payment of all liabilities, shall dispose of the corporation's assets in such a manner, or to such organizations described in Section 501 (c){3) of the Code as amended or as it may be amended, as the Board determines to be consistent with the corporation's purposes and with applicable provisions of law, including regulatory requirements under Section 501(c)(3).

Article VII

Amendments

SECTION 7.01. Amendments; Limitations. The Board, by vote of a majority of its total voting membership, may amend or repeal these Articles of Incorporation and Bylaws in whole or in part; *provided, however*, that no amendment shall modify Articles II or VI to permit the corporation to pursue any purpose or engage in any activity, or to dispose of its assets in dissolution, in any manner inconsistent with continued maintenance of tax exempt status under Section 501(c)(3) of the Code.

Article VIII

Compliance with Law

SECTION 8.01. The corporation's officers are authorized and directed to take all steps necessary to assure that the corporation operates and transacts its affairs in full compliance with all applicable provisions of law.

Article IX

Indemnification of Directors, Officers, Employees and Agents

SECTION 9.01. Corporation's Authority and Obligation to Indemnify. Every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee or agent of the corporation, or of any other corporation, partnership, joint venture, trust, unincorporated association (including, without limitation ALPA) or other enterprise in which he serves or served as such at the request of the corporation (each an "Indemnified Person" and, collectively, the "Indemnified Persons") shall be indemnified by the corporation in accordance with the provisions of this Article IX against any and all claims, charges, liabilities and expenses (including without limitation, counsel fees and disbursements, and amounts of judgments, fines, excise taxes or penalties against, or amounts paid in settlement by, a director, officer, employee or agent) actually and reasonably incurred by him or her in connection with or resulting from any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, arbitral, or investigative, or in connection with any appeal relating thereto, in which he or she may become involved, as a party or otherwise (including as a witness for the corporation), or with which he may be threatened, by reason of his being or having been a director, officer, employee or agent of the corporation or such other corporation, partnership, joint venture, trust, unincorporated association, or other enterprise, or by reason of any action taken or omitted, or claimed to have been taken or omitted by him or her, in his or her capacity as such director, officer, employee or agent, whether or not he or she continues to be such at the time such liability or expense shall have been incurred. For purposes of this Article IX, the term "agent" includes pilot volunteers performing services for the corporation (whether or not compensated by flight pay loss or otherwise) and ALPA staff assigned by ALPA to perform duties for the benefit of the corporation, without regard to the existence or non-existence of a formal legal principal/agent relationship between the corporation and such person. This Article IX constitutes the corporation's authority to indemnify required by O.C.G.A. §14-3-851, to the maximum extent permitted by the Nonprofit Corporation Code, O.C.G.A. §§14-3-850, *et seq.*

SECTION 9.02. Mandatory Indemnification. Every Indemnified Person, to the extent that such Person has been successful on the merits or otherwise with respect to any claim, action, matter, suit or proceeding of the character described in Section 9.01 above, shall be entitled to indemnification as

of right for expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

SECTION 9.03. Indemnification Based on Review. Except as provided in Section 9.02 of this Article IX, upon receipt of a claim for indemnification hereunder, the corporation shall proceed as follows, or as otherwise permitted by O.C.G.A §§14-3-855 or 14-3-856, or other applicable law. If the claim is made by a director or officer of the Corporation, the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to the applicable action, suit or proceeding, shall determine whether the claimant met the applicable standard of conduct as set forth in Subsections (a) and (b) below. If such quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, such determination shall be made by independent legal counsel (who may be the regular inside or outside counsel of the corporation) in a written opinion. If a claim for indemnification is made by a person who is not a director or officer of the corporation, the Chief Executive Officer and the general counsel of the Corporation shall determine, subject to applicable law, the manner in which the determination shall be made as whether the applicable standard of conduct as set forth in Subsections (a) and (b) below. In the case of each claim for indemnification, the corporation shall pay the claim to the extent the determination is favorable to the person making the claim.

- (a) Claims Other than Claims by the Corporation or Derivative Claims. In the case of a claim, action, suit or proceeding other than by or in the right of the corporation to procure a judgment in its favor, the director, officer, employee or agent must have acted in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. In addition, any person seeking indemnification must not have been adjudged liable on the basis that any personal benefit was received by him. For the purpose of this Subsection 9.03(a), the termination of any claim, action, suit or proceeding, civil, criminal or administrative, by judgment, order, settlement (either with or without court approval) or conviction, or upon a plea of guilty or nolo contendere or its equivalent, shall not create a presumption that a director, officer, employee or agent did not meet the standards of conduct set forth in this Subsection.
- (b) Claims by Corporation (including Derivative Claims). In the case of a claim, action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor, the director, officer, employee or agent must have acted in good faith in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that no indemnification under this Subsection 9.03(b) shall be made (i) with regard to any claim, issue or matter as to which such director, officer, employee or agent shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine that, despite the adjudication of liability but in view of all the circumstances of the case, such director, officer, employee or agent is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper, or (ii) for amounts paid, or expenses incurred, in connection with the defense or settlement of any such claim, action, suit or

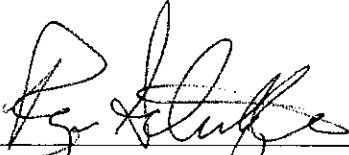
proceeding, unless a court of competent jurisdiction has approved indemnification with regard to such amounts or expenses.

SECTION 9.04. *Advances of Expenses.* In accordance with O.C.G.A. §14-3-853, funds to pay or reimburse expenses incurred by an Indemnified Person with respect to any claim, action, suit or proceeding of the character described in Section 9.01 above shall be advance by the corporation prior to the final disposition thereof, upon receipt of an affirmation in writing by the Person of his or her good faith belief that he or she has met the requisite legal standards of conduct required for indemnification, together with a written undertaking by or on behalf of the recipient, sufficient in form and substance to meet the requirements of O.C.G.A. §14-3-853(b), to repay any amount so advanced if it shall be ultimately determined that he or she is not entitled to indemnification under this Article IX.

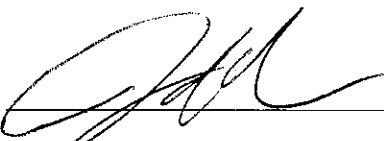
SECTION 9.05. *General.* The rights of indemnification and advancement of expenses provided in this Article IX shall be in addition to any rights to which any such director, officer, employee or other person may otherwise be entitled by contract, the organizational document or bylaws of any other enterprise, or as a matter of law. Each person who shall act as a director, officer, employee or agent of the Corporation or of any other corporation referred to in Section 9.01 of this Article IX, shall be deemed to be doing so in reliance upon the right of indemnification provided for in this Article IX, and this Article IX constitutes a contract between the corporation and each of the persons from time to time entitled to indemnification hereunder, and the rights of each such person hereunder may not be modified without the consent of such person.

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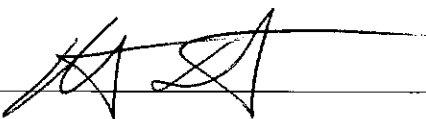
The foregoing Articles of Incorporation and Bylaws of The Delta Pilots' Furlough, Emergency and Disaster Relief Fund, Inc. are hereby adopted, and the initial Directors identified in Section 3.04 are hereby designated, by the undersigned Incorporators this 11 day of August, 2020.



Captain Ryan Schnitzler



Captain Jason Ambrosi



Captain Keith Costo

