

# South Central Chapter

## American Association of Airport Executives

### Constitution & Bylaws

#### Article I

##### Name, Statement of Purposes, and Principle Office

###### Section 1. Name

The name of this organization shall be "SOUTH CENTRAL CHAPTER, AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES, INC." For brevity, the organization may be known as "SOUTH CENTRAL CHAPTER" or "SCCAAAE".

###### Section 2. Purposes

In keeping with Article V, Section 1 of the Constitution and Bylaws of the American Association of Airport Executives, Inc., the objectives of the South Central Chapter shall be the same as those of the parent organization, which are as follows:

- a) To determine, implement, and promote a Code of Ethics for the members of the airport management profession.
- b) To promote professionalism and financial stability in the administration of airports.
- c) To encourage professional growth of individual Members through an accreditation and educational program.
- d) To further promote airport safety and operational efficiency by encouraging the airport management profession to develop and apply modern techniques to airport management.
- e) To establish and develop a systematic interchange of information and experience in the development, maintenance, and operation of airports.
- f) To foster public recognition and respect for the airport management profession.
- g) To cooperate with other organizations working for the general benefit of aviation.
- h) To foster, promote, and assist the development of air transportation.

**And in addition to:**

- i) Augment the educational efforts of the parent organization by bringing together a Membership that shares similar problems and interests because of their regional proximity.
- j) Actively seek new Members for the Chapter and the parent organization for the purpose of upgrading the airport management industry and revitalizing our organization.
- k) Enhance the professional and managerial standards of the Membership by encouraging active, consistent and constructive participation in the Chapter and the parent organization.

**Section 3. Offices**

The Chapter shall maintain a mailing address, website, email address and telephone number, as established by the Board of Directors, to be monitored and maintained by the Chapter Manager.

**Article II**

**Membership**

**Section 1. Membership**

Membership in the Chapter shall be open to those in active membership of the parent organization, those who are eligible for membership in the parent organization, and those whose official positions are within Region 4 of AAAE, as defined by the parent organization. Membership categories are as follows:

- a) Regular - Individuals presently employed in an active airport management position within the South Central Chapter
- b) Associate - Individuals not qualified for Membership in any other category, but with a professional interest in airports and aviation.
- c) Corporate- Individuals with public or private business or organizations directly related to airports and/or aviation.
- d) Academic - Individuals who are engaged in the study of airport development, administration, management, and operations or in any field of aviation at a recognized college or university.
- e) Honorary - Individuals, who, having demonstrated an outstanding support of the Chapter and the development of professionalism in the airport management profession throughout their careers, are exempted from paying Chapter dues. Membership in this category is contingent upon majority approval of the voting Members of the chapter.

With the exception of Associate, Corporate, and Honorary categories, Chapter Members' official position or place of business must be within the Region 4 area.

## **Section 2. New Memberships**

All Memberships in the Chapter shall be dependent upon application made therefore as prescribed by the Board of Directors. New Members shall be classified by the Chapter Manager in accordance with their qualifications as described in Section 1 of this Article.

## **Section 3. Dues**

The dues for each class or classes of Membership shall be in accordance with a schedule of such dues, which shall be adopted and may from time to time be amended, by majority vote taken as provided in Sections 5, 6, and 7 of this Article.

## **Section 4. Payment of Dues**

Dues shall be payable on each Member's anniversary. Any Member failing to pay dues within ninety days of the due date shall forfeit Membership in the South Central Chapter without further action or notices on the part of the South Central Chapter. **Section 5. Voting Privileges**

Regular Members shall be entitled to one vote each. All other Membership classifications shall not have voting privileges except where, by resolution, the majority of the voting Membership present at any meeting extends the right to vote upon business before such meeting. Such voting privileges shall not be granted for the election of Officers, or amendments to this Constitution and Bylaws or the Articles of Incorporation. Voting shall be in person and not by proxy or mail/email, except when balloting by mail/email or amendments as provided in IV, Section 1 of this Constitution & Bylaws.

## **Section 6. Membership Meetings**

1) Annual Meetings- An Annual Meeting of the Membership shall be held at least once a year during the South Central Chapter's Annual Conference or at a time and place determined by the Board of Directors, which shall give due consideration to setting a location convenient to as many of the Membership as possible. The purpose of the Annual Meeting shall be to elect Officers and Directors, and for the transaction of business as required.

2) Additional Meetings- Additional meetings of the South Central Chapter may be held during the year. These meetings shall be called by the President and take place at either the National Airports Conference and/or at the Annual Conference & Exposition of AAAE. The President may, at his/her discretion, call additional meeting at a location practical to the Membership upon concurrence of the Board of Directors. Any notice of a special meeting shall be issued by the Chapter Manager or in his/her absence, inability, or refusal to act, by the President.

No meeting described in this section shall be called upon with less than 15 days written notice to all Chapter Members.

#### **Section 7. Quorum**

Ten percent of the voting Members and a majority of the Board of Directors present at any regular Annual Meeting or any additional meeting of the Chapter shall constitute a quorum for the conduct of business.

#### **Section 8. Nominating Committee**

At least thirty days before an Annual Meeting of the Chapter Members, the President shall appoint a Chairperson plus at least two Members to the Nominating Committee. The Chairperson and all Nominating Committee Members shall be Regular Members of the Chapter. The Nominating Committee shall have the duty of soliciting interest from and nominating qualified Chapter Members to fill vacant (or soon to be vacant) elected Chapter Officer and Director positions. The Nominating Committee shall present a slate of nominations for Membership consideration; the recommendations of the Nominating Committee are not binding upon the Membership. Any Member entitled to vote in the election of Officers and Directors shall have the privilege of making nominations from the floor. The Nominating Committee shall also be tasked with soliciting interest from and nominating Regional AAAE Directors, National AAAE Directors (At-large), and AAAE Secretary/Treasurer candidates for consideration of the AAAE Nominating Committee.

Each year at the Chapter's Fall Board Retreat, or prior to the beginning of a new calendar year, the President will nominate and the Board of Directors shall select a Chapter Delegate and an Alternate Chapter Delegate to represent the Chapter on the AAAE Nominating Committee. The Chapter Delegate shall represent the Chapter in all AAAE Nominating Committee discussions. Should the Chapter Delegate be unable or unwilling to fulfill these duties, the Alternate Chapter Delegate will represent the Chapter in all AAAE Nominating Committee discussions. In the event the Chapter Delegate and the Alternate Chapter Delegate are unable or unwilling to fulfill those duties, the President shall appoint a Chapter Delegate until such time as the Chapter's Board of Directors selects a new Chapter Delegate. The Chapter Delegate shall serve on the Policy Review Committee of the Board of Directors, and be a Member but not Chairperson of the Chapter Nominating Committee. The Chapter Delegate shall present the Chapter Nominating Committee's slate of nominations to the AAAE Nominating Committee, and advocate for those individuals nominated.

### **Article III**

#### **Officers and Board of Directors**

## **Section 1. Officers and Directors**

The Officers of the Chapter shall consist of a President, Vice-President/President Elect, and a Secretary/Treasurer. The Board of Directors or "Board" shall consist of the Officers, the two Immediate Past Presidents, and there shall be seven Directors, preferably one from each of the four states in the Chapter's geographical region, two-at-large, and a Corporate Director. Reasonable effort will be taken by the Nominating Committee to select nominees that represent the range of Chapter Membership, relative to size and type of airports, as well as the geographic regions that comprise the Chapter. Only a Regular Member who is also a Member of the parent organization shall be eligible for election to any office. The Chapter Policy Review Committee, defined below, shall not have voting rights but offer consultation to the Board.

## **Section 2. Chapter Manager**

A Chapter Manager shall be contracted by the Board of Directors to perform the duties described in Section 6 (D) of this Article. This position receives compensation for duties performed. The amount of compensation is established and approved by a majority vote of the Board and described fully in a management contract.

## **Section 3. Election and Term of Office**

The Officers and Directors of the Chapter shall be elected by the voting Members of the Chapter at the Annual Meeting of the Membership. A Secretary/Treasurer will typically be nominated and voted on each year, for a one-year term, with the intent that this Officer will ascend to Vice-President, for a one-year term, and then President, for a one-year term, in subsequent years without further nomination. Additional nominations or extended terms may be necessary and proposed by the Nominating Committee, from time to time, in the event vacancies occur or an Officer is unable to fulfil the duties of any given office. However, a nomination from the Membership for any of the Officer positions will be considered at the Annual Meeting of the Membership.

The Directors will be elected for two-year terms, staggered so that approximately one-half of the Directors are elected to office each year. Each Officer or Director shall hold office until a successor has been duly elected and qualified, or until death or resignation, or shall have been removed in the manner hereinafter provided.

## **Section 4. Removal**

Any Officer or Director elected by the Membership or appointed by the President may be removed from office by a two-thirds vote of the voting Members at the Annual Meeting of the Chapter, whenever doing so is in the best interest of the Chapter.

Such removal shall be without prejudice to the contract right, if any, of the person so removed.

#### **Section 5. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or other cause may be filled by appointment by the President, to serve until the next Annual Meeting of the Chapter. In the event a Director moves from one state to another within the Chapter, the position, upon expiration of the term of the incumbent, shall again be filled by a Member from the representative state, if applicable.

#### **Section 6. Duties**

A) President - The President shall be the Chief Executive Officer of the Chapter and shall, in general, supervise all of its affairs and offices. The President shall preside at all of the Executive Committee, Board and Membership Meetings. The President may sign, with the Chapter Manager, certificates of Membership and any contract or other instrument which the Board has authorized to be executed. The President shall have the authority to appoint committees, panels or representatives, which shall be subject to his/her supervision, to perform such duties as the President may request. The President shall perform such other duties and shall assume and discharge such other responsibilities as the Membership may, by resolution, direct from time to time. The President shall have the additional duty of Constitution & Bylaws Review Chairperson.

B) Vice President/President Elect - In the absence of the President from any meeting, or in the event of the inability or refusal of the President to act in the performance of official duties, the Vice President/President Elect shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President/President Elect shall become fully aquatinted with official duties and activities of the President, and be prepared to assist in the discharge of such. The Vice President/President Elect shall have the additional duty of Flight Plan Chairperson.

C) Secretary/Treasurer - In the absence of the president or Vice President/President Elect or in their inability or refusal to act in the performance of their official duties, the Secretary/Treasurer shall perform their duties and when so acting, shall have all the powers of and be subject to the same restriction upon the President or Vice President. The Secretary/Treasurer shall have the additional duty of Finance and Budget Chairperson, and shall be responsible for oversight of audits and Chapter brokerage and investment accounts.

D) Chapter Manager - The Chapter Manager shall be responsible for handling the Chapter's administrative functions. The Chapter Manager shall:

- 1) keep the minutes of the meetings of the Members and the Board;  
and

- 2) see that all notices of meetings of Members and the Board are duly given in accordance with this Constitution & Bylaws; and
- 3) be custodian of the records and seal to all documents requiring such affixation; and
- 4) keep a register or list of all Members of the Chapter showing their classification and voting rights, collect membership dues and issue membership certificates; and
- 5) sign, with the President, certificates of membership in the Chapter; and
- 6) have custody of and be responsible for all funds and securities of the Chapter, give receipts for any and all monies due and payable to the Chapter from any source whatsoever, and shall deposit all such monies in the name of the Chapter in such banks, trust companies, or other such depositories as shall be selected by the Board; and
- 7) keep an itemized record of receipts and disbursements for the account of the Chapter, and furnish to the Board upon request, all cancelled checks and drafts, a copy of each and every deposit slip, note, invoice, receipted bill, cash receipt, and all other papers vouching for the deposit, expenditure or receipt of Chapter funds or evidencing any indebtedness of monetary obligation of the Chapter. Such records shall be open for inspection by the Membership. The Chapter Manager shall first obtain approval of the President before making payment when the bill amount is outside of the purchasing policy approved by the Board; and
- 8) prepare periodic reports of financial status; and
- 9) provide Member support and response via telephone and email inquiries within published office hours; and
- 10) in general, perform all duties incident to the position of Chapter Manager and other such duties as may be assigned by the president or Executive Committee.

E) Directors - The Directors shall provide general council to the President, and shall perform other such duties as the President may from time to time request.

#### **Section 7. Standing Committees, Panels and Representatives**

In addition to the Officers and Directors there shall be such standing committees, panels, and representatives, which shall be appointed by the President and subject to his/her supervision. Such committees shall be described fully in the Chapter's Flight Plan and shall perform the duties enumerated for them and such additional duties as the President may request.

## **Section 8. Compensation**

None of the Offices or Directors of the Chapter shall be paid any compensation for their regular services to the Chapter. The Chapter may contract with and compensate the Chapter Manager, provided such action is approved by majority vote of the Board at its Annual Meeting.

## **Section 9. Executive Committee**

The President, Vice President/President Elect, Secretary/Treasurer, and the two Immediate Past Presidents shall constitute the Executive Committee of the Chapter. The Executive Committee is to assist the President in conducting the day to day business affairs of the Chapter. Any three of the five said Members constitute a quorum of the Executive Committee.

## **Section 10. Chapter Policy Review Committee**

Regional AAAE Directors of the Chapter, National AAAE Directors (At-large) and AAAE Officers that are also Chapter Members, past Chapter Presidents and past AAAE Officers that are also Chapter Members shall constitute the Chapter Policy Review Committee, and shall serve in a consulting capacity to the Board and Executive Committee.

## **Section 11. Use of Chapter Name**

No function, activity, or subgroup shall use the words South Central Chapter/American Association of Airport Executives or the abbreviation SCC/AAAE without the prior approval of the Chapter President.

## **Section 12. Budget**

The fiscal year of the Chapter shall be from January 1st of each calendar year through December 31st. The Board shall prepare a proposed annual budget for the forthcoming fiscal year. The Board will in turn mail/email the proposed budget to the Membership thirty days prior to the new fiscal year. If valid objections, in writing, are received ten days after mailing said proposed annual budget, the Board shall reconsider the budget, giving due consideration to such objections. The proposed annual budget, revised as appropriate after consideration of objections received, will then be presented to the Membership for consideration and approval at the Annual Meeting.

## **Section 13. Policy Decisions**

Policy decisions may be adopted by the Board of Directors or the general Membership. Such decisions may expand, interpret, and/or implement the intent and provisions of the Constitution and Bylaws. Such policy decisions shall be filed with the official minutes of the meetings of the Association and/or Board of Directors.

## **Article IV**

### **Amendments**

#### **Section 1. Amendments**

This Constitution & Bylaws may be amended by two thirds vote of the voting Members present at any Annual or special meeting held in accordance with Article II, Sections 7 of the Constitution & Bylaws, provided a copy of the proposed amendment shall be mailed/mailed to the Membership at least ten days prior to such meeting; or a mail/email ballot authorized by the President and mailed/mailed to the voting Membership by the Chapter Manager providing for the return of the ballot and counting of votes thirty days after mailing/emailing. The proposed amendment shall be adopted if it shall receive two thirds of the votes returned.

#### **Section 2. Effective Date of Amendments**

Any amendment to the Constitution and Bylaws shall only become effective upon the receipt of approval by the Board of Directors of the Parent Organization, the American Association of Airport Executives, Inc. The Chapter Manager shall submit such amendments for approval promptly upon the adoption thereof by the South Central Chapter.