

By-Laws

Michigan Association of Airport Executives

Revised
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ARTICLE 1 **PURPOSES**

Section 1 **Purposes**

The purposes of the Michigan Association of Airport Executives are to:

- A. Promote the development, redevelopment and retention of Michigan Airports.
- B. Encourage the exchange of ideas, methods, information and experience for the operation of airports, by conducting workshops, conferences, and seminars for airport officials, airport employees, aviation vendors, suppliers and persons with related interests.
- C. Research, identify, analyze, promote and encourage federal and state legislation for the good of Michigan airports.
- D. Cooperate with Michigan airport partners, the Federal Aviation Administration, Transportation Security Administration and the Michigan Department of Transportation-Bureau of Aeronautics, in achieving programs which benefit Michigan airports.
- E. Provide professional development opportunities and training.

ARTICLE II **MEMBERS**

Section 1. **Classes of Members**

There shall be two classes of members, voting and nonvoting.

Section 2. **Voting (Executive) Members Selection**

Executive membership shall be open to persons exercising active responsibility for the management, general superintendence or administration of an airport within the bounds of the State of Michigan and who are engaged in this activity as an occupation and shall have voting privileges.

Section 3. **Nonvoting Members Selection**

- A. Associate membership may be held by any person who is interested in any way with the management and operation of airports and subscribes to the Purposes described in Article 1 above. Associate members shall not have the privilege of voting.
- B. Corporate membership shall be open to public or private corporations and individuals who are engaged in one or more of the following activities: design, development or maintenance of an airport; the manufacture or sale of aircraft, aviation fuel, air navigation facilities, equipment or materials and services used in establishment or operation of an airport. Corporate members shall not have the privilege of voting.
- C. Academic membership shall be open to individuals actively engaged in the study of airport management and/or a related field at an accredited college or university. Academic members shall not have the privilege of voting.

ARTICLE III **VOTING MEMBERS**

Section 1. Bi-Annual Meeting

Two (2) meetings of voting members of the Association shall be held each year, one of which shall be during the Annual Conference, no later than the 30th of September of each year between 8:00 a.m. and 5:00 p.m. for the purpose of electing Executive Board Members and for the transaction of such other business as may properly be brought before the meetings.

Section 2. Notice

Notice of time and place of the bi-annual meetings and special meetings shall be posted on the Association's web site. The notice shall be posted not less than 21 days before the meeting. Such further notice shall be given as may be required by law. Meetings may not be held without notice. An emergency meeting may be called with posting on the Association's web site with 24 hours notice and electronic mail notice provided to all voting members at the time of the posting.

Section 3. Quorum

A quorum of members at any meeting shall consist of twenty-five percent (25%) of the voting members of the Association. A majority of the quorum is required to pass any measure or resolution unless otherwise specified by law, the Articles of Incorporation or these By-Laws. If a quorum is present, the members may adjourn from day to day as they see fit and no notice of such adjournment need be given. When a quorum shall be present upon such adjourned date any business may be transacted which might have been transacted at the meeting as originally called. If a quorum is not present, the members present in person may adjourn to such future time as shall be agreed upon by them and notice of such adjournment and newly scheduled meeting shall be mailed to each member at least seven (7) days before such adjourned meeting.

Section 4. Voting

Each member is entitled to one (1) vote in person on each issue. Proxy voting is allowed pursuant to written proxy on file at the corporate office or carried on the person exercising proxy rights. No person may have more than one (1) vote.

Section 5. Conduct of Meetings

Meetings of the members shall be presided over by the President, or, if he/she is not present, the succession of the Executive Board. All elections shall be had and all questions decided by a majority vote of the quorum present unless otherwise provided by law, the Articles of Incorporation, or these By-Laws.

The following order of business shall be observed at both bi-annual meetings and when pertinent, at all special meetings:

- a. Roll Call
- b. Approval of Minutes of the previous meeting(s)
- c. Treasurer's Report
- d. President's Report
- e. Executive Director's Report
- f. Report of the Officers
- g. Report of the Committees
- h. Election of Officers (Fall Conference Only)
- i. Unfinished Business
- j. Membership or Public Comment
- k. New Business

Section 6. Special Meetings

Special meetings of the members shall be held at the same place as the annual meeting unless otherwise directed by the Executive Board. Special meetings may be called at any time by the President or 20% of the members upon requesting the same in writing. The Executive Director shall post on the Association's web site notice of a special meeting notice not less than ten (10) days before the special meeting and the notice shall state the time, place and purpose of the meeting.

**ARTICLE IV
EXECUTIVE BOARD**

Section 1. Executive Board

The Executive Board shall consist of the officers of the Association and shall manage the affairs of the Association.

Section 2. Meetings

The Executive Board shall meet at least four (4) times per calendar year at the time and place to be fixed by the Executive Board. Special Board Meetings may be called by the President or 50% of the Executive Board, giving at least ten (10) days, but no more than thirty (30) days notice to each Board Member.

Section 3. Quorum

Fifty percent (50%) of the Executive Board shall constitute a quorum for the transaction of business and the action of the majority of the Board Members present at a meeting in which a quorum is present shall be the action of the Board except as otherwise specifically provided in these By-Laws. A Board Member may participate in a meeting in person only.

Section 4. Powers

The Executive Board shall have the general management and control of the business and affairs of the Association and shall exercise all the powers that may be exercised or performed by the Association under the Statutes of the State of Michigan, the Articles of Incorporation or these By-Laws.

Section 5. Functions of the Executive Board

The Executive Board shall perform the following functions:

- A. Establish policies of the Association, adopt the budget, recommend to the membership the amount of annual dues, and adopt rules for the conduct of its own business.
- B. Receive and act upon reports or recommendations from any organizational constituent, standing committee(s), and any staff which may be appointed by the Executive Board.
- C. Receive at its first session at the time and place of the annual meeting a report from the committee or staff in which the work, the accomplishments, and the financial status of the Association shall be reviewed and a statement made of the major activities contemplated for the ensuing year.
- D. Establish committees of the Association; combine or discontinue committees; maintain coordination among committees; formulate general rules governing their policies.
- E. May retain or terminate services needed by the Association.

Section 6. General Powers as to Negotiable Paper

The Executive Board shall from time to time prescribe the manner of making, signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Association. Unless otherwise specified in the Articles of Incorporation, such negotiable paper shall be signed by one designated officer or agent. The Executive Board may cause an annual audit or review to be performed.

Section 7. Powers as to other Documents

The Executive Board may authorize an officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Association, and such Authority may be general or confined to specific instances. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the Association by the President and at least one other officer, and the corporate seal may be thereto affixed and attested by the Secretary or the Treasurer. Unless otherwise specified, such documents shall be signed by at least two (2) officers or agents.

Section 8. Action by Written Consent

If and when the majority of the Executive Board shall consent in writing to any action to be taken by the Association, either before or after the action is taken, such action shall be a valid Corporate action as though it had been authorized at a meeting of the Board members and the written consents shall be filed with the minutes of the proceeding of the Executive Board.

Section 9. Compensation

Members of the Executive Board shall not be compensated for serving. Actual expenses for and on behalf of the Corporation may be reimbursed if authorized by resolution of the Executive Board.

Section 10. Committees

The Executive Board may designate two (2) or more of its number to constitute a committee appropriately designed to function in specific instances, to research, study, manage, or recommend to the Executive Board action to be taken. Unless specified by the Executive Board by a majority vote, the recommendation of an appointed committee is not binding.

ARTICLE V
OFFICERS

Section 1. Officers

The officers of the Association shall consist of a President, 1st Vice-President, 2nd Vice-President, Treasurer, Secretary and Past President (non voting member of the Board). Only Executive members shall be eligible to hold office.

Section 2. Term of Office and Elections

A. The term of office of all officers shall commence upon their election and shall continue for one (1) year or until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Executive Board, with or without cause, by the affirmative vote of the majority of the officers then in office, whenever in their judgment; the best interests of the Association will be served thereby. An officer may resign by written notice to the Association. The resignation shall be effective upon its receipt by the Association or at a subsequent time specified in the notice of resignation. The Executive Board shall have the power to fill any vacancies in any offices. Vacancies filled shall be until the expiration of the term of office.

- B. Elections shall be held once a year at the business meeting at the Annual Conference. A nominating committee composed of a minimum of three (3) past presidents, appointed by the President, shall submit a slate of officers to the Annual General Membership Meeting at the fall conference. Motions from the floor may be made for additional candidates at the Annual Conference. The election shall be by written ballot, should there be nominations from the floor, and otherwise, the secretary upon motion of the membership shall cast a unanimous ballot.
- C. Newly elected officers shall begin their administration at the beginning of the second business session of the Annual Conference. The formal ceremony of transfer of administration from the past officers to the new officers shall be carried out at the final banquet of the Annual Conference in September.

Section 3. President

The President shall preside at all meetings of the Executive Board and have general charge and control over the affairs of the Association, subject to the Executive Board. The duties and authority of the President shall include, but not be limited to, executing the orders and resolutions of the Board, executing all authorized conveyances, contracts, or other obligations in the name of the Association, unless otherwise expressly stated by the Executive Board.

Section 4. Vice-Presidents

The Vice-Presidents shall perform such duties as may be assigned by the President or the Executive Board. In case of death, disability or absence of the President, the first Vice-President shall perform and be vested with all duties and powers of the President and shall perform such other duties as the Executive Board shall prescribe until a successor President is elected.

Section 5. Treasurer

The Treasurer shall keep accounts of all monies of the Association received or disbursed, and shall deposit all monies and valuables in the name of and to the credit of the Association in the banks and depositories as the Executive Board shall designate. Checks against the Association accounts shall be signed as directed by the Executive Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and other officers, at the regular meetings of the Board, or whenever they may require, an account of his/her transactions as Treasurer and of the financial condition of the Association. If required by the Executive Board, he/she shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his/her office.

Section 6. Secretary

The Secretary shall attend all meetings of the Board and record all votes and minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for committees as the Board requires. The Secretary shall give, or cause to be given, notice of all meetings to the members and any meetings of the Executive Board for which notice may be required, and shall perform such other duties as may be prescribed by the Executive Board or the President, under whose supervision he/she will act. He/she shall have custody of all books, records and papers of the Association, except such as shall be in charge of the Treasurer or some other person authorized to have custody and possession thereof by resolution of the Executive Board.

Section 7. Past President

The Past President shall serve on the election nomination committee, offer counsel and historical perspective to the Board and act as a mentor to new Board Members.

ARTICLE VI
FISCAL YEAR

Section 1. Fiscal Year

The books of the Association shall be closed on December 31st of each year. The books shall be kept on the accrual basis with such modifications as the Board may direct.

Section 2. Financial Statement

Within sixty (60) days of the close of the fiscal year, a financial statement for the Association consisting of a statement of financial condition and a statement of the results of its operations shall be presented to the Executive Board by the Treasurer.

ARTICLE VII
INDEMNIFICATION

Upon a vote of the Executive Board, each officer of the Association now or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such officer, or by reason of any action alleged to have been taken, omitted, or neglected by him/her as such officer; and the Association shall reimburse each such person for all legal expenses reasonably incurred by them in connection with any such claim or liability, provided however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his/her own willful misconduct or gross negligence.

The amount paid to any officer by way of indemnification shall not exceed his/her actual, reasonable, and necessary expenses incurred in connection with the matter involved. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe his/her conduct was lawful.

ARTICLE VIII
DUES

Dues shall be as determined by the membership.

ARTICLE IX
TERMINATION OF MEMBERSHIP

Membership shall be automatically terminated for failure to pay dues. No portion of the dues are refundable for any reason.

ARTICLE X
ANNUAL CONFERENCE

Section 1. Any political jurisdiction or airport can apply to host the Annual Conference by filing the following documents:

- A. An invitation in writing from an Executive member of the Association stating he/she will host the conference. In addition, they will provide guidance as to available properties that would have adequate rooms and meeting facilities and a desire to host the conference.
- B. An invitation in writing from the motel or hotel involved stating they have adequate meeting facilities and that they also desire to host the conference.

Section 2. Any sponsor desiring the Annual Conference shall submit the required invitational documents to the President at least one (1) year in advance of the conference date requested.

Section 3. A conference site selection committee will be appointed by the President to review the invitations and investigate the proposed sites and at the subsequent bi-annual meeting of the association this committee will report and make a recommendation to the membership in regard to their findings.

Section 4. The membership in attendance at the bi-annual meeting will choose by simple majority vote the site for the Annual Conference.

Section 5. In selecting an Annual Conference site, the Upper Peninsula shall be given preference every fifth year from its previous hosting and Mackinac Island shall be considered to be part of the Lower Peninsula.

ARTICLE XI
PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order, Revised, shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation and these By-Laws.

ARTICLE XII
RESTRICTION OF POWERS

In the event of dissolution, all assets, real and personal, shall be distributed to governmental entities or to such organizations as are qualified as tax exempt under Section 501 (c)(3) of the Internal Revenue Service Code or the corresponding provision of a future United States Internal Revenue Service law.

ARTICLE XIII
AMENDMENTS

Any of these By-Laws may be amended, altered, or repealed by a two-thirds (2/3) vote of the voting members present at any bi-annual or at any special meeting called for that purpose. Proposed amendments to the By-Laws must be mailed to each voting member at least ten (10) days prior to a scheduled meeting.