

**THE AVIATION COUNCIL OF ALABAMA**  
**RESTATED BYLAWS**

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**ARTICLE I**  
**NAME**

1.1 The organization shall be known as The Aviation Council of Alabama (“the Aviation Council”).

1.2 The Aviation Council is and shall continue to be a non-profit organization.

**ARTICLE II**  
**PURPOSES**

2.1 The purpose of the Aviation Council is to foster and promote aviation facilities, safety, industry, business and public policy in Alabama. The Aviation Council shall strive to achieve its stated purpose through the following:

A. Coordinating resources and talents of airports (both public and private), individuals, companies, educational institutions, regulatory bodies and governmental agencies.

B. Representing the interests of the membership at the legislative and executive levels of government.

C. Providing education opportunities for members through annual meetings, legislative workshops, seminars and programs.

**ARTICLE III**  
**MEMBERSHIP**

3.1 Those interested in promoting the cause of aviation in Alabama shall be eligible for membership in the Aviation Council upon making application and paying the prescribed membership fee. The membership fee shall be established, and revised from time to time by the Board of Directors.

3.2 Requests for membership shall be made by completing the Aviation Council membership application form and submitting it to the Secretary. The Secretary shall forward the completed application form to the Board of Directors.

3.3 Applicants may be admitted to membership in the Aviation Council by a majority vote of directors present and voting at any meeting of the Board of Directors at which there is a quorum. The Board of Directors may reject any application for membership for what is believed to be good cause.

3.4 The membership year shall begin October 1 and end September 30. Membership in the Aviation Council shall be non-assignable and non-transferable.

3.5 Membership categories and voting rights shall be as follows:

A. Commercial Service Airports include Alabama's essential air service airports, non-hub and small hub airports. Commercial Service Airports are entitled to designate up to fifteen (15) Active Voting Members each.

B. General Aviation Airports include both publicly-owned and privately-owned airports in the State of Alabama. General Aviation Airports are entitled to designate up to ten (10) Active Voting Members each.

C. Associates are entities that are involved in providing goods and/or services to the aviation industry or airports, or are otherwise involved in aviation related pursuits. Associates are entitled to designate up to five (5) Active Voting Members each.

D. Education Institutions are accredited schools in the State of Alabama providing programs, courses of study or training in areas related to aviation. Educational Institutions are entitled to designate up to five (5) Active Voting Members each.

E. Governmental Entities are governmental departments, agencies, commissions or other bodies in the State of Alabama that are involved in airport development, regulation or funding. Governmental Entities are entitled to designate up to five (5) Active Voting Members each.

F. Individuals include persons interested in promoting flying, airports, and aviation in Alabama and shall have one (1) vote each, unless he or she is designated as a voting member by another category of voting member.

G. Students include individuals (19 years or older) with an interest in airports or aviation related activities, who are enrolled in an accredited school or aviation related program in the State of Alabama. Student members shall have no voting rights.

H. Honorary Members are individuals selected from time to time by majority vote of the Board of Directors. Honorary Members need not be actively involved in aviation related activities. Honorary members shall have not voting privileges.

3.6 Only Active Voting Members shall be entitled to vote at meetings of the Aviation Council. Active Voting Members shall be defined as members who (1) have been admitted to membership by the Board of Directors in a membership category with voting rights, (2) are current in payment membership dues, and (3) are "active" (as defined below). "Active are those

members who have attended at least one (1) of the following Aviation Council meeting during the last two (2) year period:

- A. any official meeting of the Aviation Council; or
- B. any official meeting of the Board of Directors.

3.7 Active Voting Members may vote in person or by proxy on such forms as are authorized and approved by the Board of Directors and provided by the Secretary. Each proxy form, duly executed, shall be tendered to the Secretary (or one designated by the Secretary), prior to voting on any issue at any meeting of the Aviation Council.

3.8 Individuals designated to vote by another category of voting member (Commercial Service Airport, General Aviation Airport, Associate, Educational Institution or Governmental Entity) must be designated by name and must themselves be active members of the Aviation Council. Individuals who are designated to vote by one of the above referenced categories of voting member shall not be entitled to also vote as a member of another category. (That is to say one person, one vote.) The Board of Directors shall determine, and from time to time change, the amount of the membership dues assessed to each category of member. The Board of Directors shall have the authority to waive the assessment of dues for prospective members for a promotional period, if it is determined to be in the best interest of the Aviation Council. The number of votes to which each category of member is entitled may be in relation to the amount of dues assessed to the member, and shall be determined, and from time to time changed, by the Board of Directors.

#### **ARTICLE IV FINANCES**

4.1 The revenue of the Aviation Council shall be derived from annual membership dues and from such other assessments and sources as shall be approved by the Board of Directors.

4.2 There shall be an annual accounting of the finances of the Aviation Council by a certified public accountant not affiliated with the Board of Directors. All other financial administration shall be directed by the Treasurer.

4.3 The fiscal year of the Aviation Council shall begin on October 1 of each year and end on September 30 of the next succeeding year.

#### **ARTICLE V MEETINGS OF THE MEMBERSHIP**

5.1 An annual meeting of the membership of the Aviation Council shall be held at a time and place determined by the Board of Directors (which shall be within the State of Alabama).

5.2 Regular or special meetings of the membership may be held upon ten (10) days' advance notice upon call by the President or upon a call by the majority of the Board of Directors. Such notice shall give the time and place of such meeting (which shall be within the State of Alabama), and shall be given electronically or sent by regular mail to the last known address given by the members of the Aviation Council. The notice need not state the business to be transacted or the purpose of any such meeting unless otherwise provided by these Bylaws.

5.3 No business shall be conducted at any meeting of the membership unless a majority of the Board of Directors is in attendance.

5.4 The act of a majority of the votes entitled to be cast by Active Voting Members of the Aviation Council voting at any regular, special or called meeting at which there is a quorum shall be the act of the membership, unless a greater number is required by law, the Articles of Incorporation or these Bylaws. One-tenth (1/10) of the votes entitled to be cast by all Active Voting Members of the Aviation Council shall constitute a quorum for meetings of the membership.

## **ARTICLE VI ADMINISTRATION**

6.1 The administrative and business affairs of the Aviation Council shall be vested in the Board of Directors, consisting of a minimum of thirteen (13) and a maximum of nineteen (19) elected members. Only Active Voting Members of the Aviation Council from any membership category with voting privileges shall be eligible for election to the Board of Directors. The members of the Board of Directors shall further be selected in a manner which represents the various membership categories and which represents the state geographically.

6.2 The then current Board of Directors shall submit a slate of proposed members to fill any vacancies on the Board of Directors no less than ten (10) days prior to the annual meeting of the membership. Other nominations may be submitted from the floor at the annual meeting.

6.3 The Board of Directors shall be responsible for the following:

- A. Setting over-all policy, establishing rules and regulations for operations and for adopting an annual budget for the Aviation Council;
- B. Establishing dues and from time to time revising the dues assessed to the various categories of members, together with determining the voting rights of the membership categories.
- C. Reviewing the finances and financial statements of the Aviation Council
- D. Entering into contracts and agreements for consulting and professional services.

- E. Hiring and terminating employees and independent contractors, and fixing the terms of their employment.

## **ARTICLE VII BOARD OF DIRECTORS**

7.1 The Board of Directors shall be elected by a majority of the votes entitled to be cast by Active Voting Members present in person or by official proxy, at the annual meeting of the Aviation Council.

7.2 Regular meetings of the Board of Directors will be held monthly on the third Wednesday of each month, at 10:00 a.m., and at a location (within the State of Alabama) designated by the President. Special meetings may be called by the President or by any two (2) directors, upon two (2) days' advance notice given to each director. Written notice of a special meeting may be posted on the website of the Aviation Council or may be delivered personally, or sent by e-mail or regular mail. The written notice shall state the place, day and time of any special meeting, but need not state the business to be transacted or the purpose of the special meeting. Such notice may be waived by any director, either before or after the meeting.

7.3 A majority of the members of the Board of Directors in office shall constitute a quorum for the transaction of business. The act of a majority of directors present and voting at any meeting at which there is a quorum shall be the act of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation or these Bylaws. No vacancy in the membership of the Board of Directors shall impair the right of a quorum of directors to exercise all powers and duties of the Aviation Council.

7.4 Any notice required to be given may be waived when signed by the director to receive such notice, either before or after the meeting. Attendance of a director at a meeting of the Board of Directors constitutes a waiver of notice of such meeting, unless the director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the holding of such meeting.

7.5 Matters on which the Board of Directors is authorized to act may be acted upon at a regular, special or called meeting of the Board of Directors. Matters on which the Board of Directors is empowered to act may also be taken by unanimous written consent.

7.6 Any meeting of the Board of Directors may be continued in session, by being adjourned to a specified time and place, by a majority of directors present at a duly called meeting of the Board of Directors.

7.7 The term of office of directors shall be for three (3) years, starting on October 1 following his or her election by the Aviation Council. Terms of the Directors shall be staggered, with approximately one-third (1/3) of the current directors ratified following adoption of these restated Bylaws serving for a one (1) year term, approximately one-third (1/3) of the current directors ratified following adoption of these restated Bylaws serving for a two (2) year term and

one-third (1/3) of the current directors ratified following adoption of these restated Bylaws serving for a three (3) year term. Directors shall be permitted to serve consecutive terms.

7.8 A Director who is absent for over one-half of the meetings of the Board of Directors during any twelve (12) month period without good cause may be removed from the Board of Directors by a majority vote of the Board of Directors, at any meeting at which there is a quorum.

7.9 In the event of a vacancy on the Board of Directors, for reasons other than the expiration of the term of a director, the Board of Directors shall hold a meeting to elect a successor to serve out the term of the retiring director. Under such circumstances, the Board of Directors can elect a successor director by a majority vote of the Board of Directors, at any meeting at which there is a quorum.

7.10 Members of the Board of Directors shall notify the Secretary of their postal mailing and e-mail address, and of any change in either address. Any notices required by these Bylaws shall be deemed delivered when posted on the website of the Aviation Council or sent by postal mail or e-mail to the director at the last address given to the Secretary.

## **ARTICLE VIII OFFICERS**

8.1 The officers of the Aviation Council shall consist of the President, Immediate Past President, Vice President, Secretary, Treasurer, and Executive Director. All officers other than the Treasurer and the Executive Director, shall be members of the Board of Directors. The Treasurer may, but need not be, a member of the Board of Directors. The Executive Director shall be selected by the Board of Directors but shall not be a member of the Board of Directors. One (1) person is not permitted to hold more than one (1) office. The officers of the Aviation Council, other than the Executive Director, shall be elected by a majority of the votes entitled to be cast by Active Voting Members present in person or voting by proxy at the annual meeting of the Aviation Council. Each elected officer shall hold office for a term of one (1) year, commencing on October 1 and ending on September 30 of the calendar year immediately succeeding his or her election. Each elected officer shall remain in office for the term to which he or she is elected, and until a successor has been duly appointed. In the event of a vacancy in any elected office, the Board of Directors shall hold a special election to elect a successor, and to fill any vacancy resulting from such election, for the remainder of the term of the office(s) being filled.

8.2 The officers of the Aviation Council shall have such powers as are customarily performed by such officers and as may from time to time be determined to be necessary or beneficial by the Board of Directors; including, but not limited to the following:

A. President. The President shall preside at meetings of the Aviation Council and the Board of Directors, and ensure that resolutions and determinations of the organization are enacted. The President shall establish committees and appoint members to the committees, unless otherwise provided for by these Bylaws. The

President shall execute written documents or instruments for and in the name of the Aviation Council, as authorized by the Aviation Council, the Board of Directors or as the ordinary conduct of business may require. The President shall perform such other duties as are properly incident to his or her office, or as directed by the Board of Directors, or stipulated in these Bylaws or as may be required by law.

B. Immediate Past President. The Immediate Past President shall serve as chairman of the nominating committee.

C. Vice President. The Vice President shall perform the duties of the President in the event of the President's absence, disability, resignation or removal, or as authorized by the Board of Directors or as required by law. The Vice President shall chair the annual meeting and annual conference of the Aviation Council.

D. Secretary. The Secretary shall (1) keep, or cause to be kept, minutes of all meetings of the Aviation Council and the Board of Directors, (2) give, or cause to be given, all notices required by the Bylaws, and (3) perform such other or further duties as are properly incident to the office, or as designated by the Board of Directors, stipulated in these Bylaws or as may be required by law.

E. Treasurer. The Treasurer shall (1) maintain, or cause to be maintained, accurate books and financial records of the Aviation Council, (2) prepare, with the assistance of the Board of Directors and officers, an annual budget for the Aviation Council, (3) receive all funds due and payable to the Aviation Council, and deposit such funds into depositories and accounts designated by the Board of Directors, (4) disburse and expend such funds as authorized by the Board of Directors, (5) maintain accurate books and accounts of the Aviation Council's property, assets and business transactions, (6) maintain copies of all bills and invoices for review by the Board of Directors, (7) render such reports and accountings as shall be required by the Board of Directors or by law; (8) ensure that new and existing members are invoiced for membership dues, (9) promptly notify the Board of Directors of all members whose dues or assessments are delinquent, and (10) perform all duties as are properly incident to the office, or designated by the Board of Directors, stipulated in these Bylaws or required by law. The Treasurer shall be required to execute a fidelity bond in such amount as may be directed by the Board of Directors. The Aviation Council shall pay the cost of such bond.

F. Executive Director. The Executive Director shall serve as chief operating officer for the Aviation Council and shall perform the duties and responsibilities which are customary for the office and as are delegated to him or her by the Board of Directors. The Executive Director shall keep accurate lists of the membership; including those members qualifying as Active Voting Members. Together with the Secretary the Executive Director shall make all records of the Aviation

Council available to the membership and give such notices as are required by the Bylaws.

8.3 The Board of Directors shall have the authority to employ such personnel, employees and independent contractors and to retain professional services as deemed necessary, and to fix the terms and condition of their employment.

8.4 Members of the Board of Directors shall not receive any compensation from the Aviation Council for serving as directors or for performing assigned duties.

## **ARTICLE IX INDEMNIFICATION**

9.1 The Aviation Council shall indemnify any current or former director, officer, employee, independent contractor or agent who may have served at the request of the Aviation Council, from any suit or proceeding (whether civil, criminal or administrative, whether threatened, pending or otherwise) by reason of the fact that he or she was a director, officer, employee, independent contractor or agent of the Aviation Council, against judgments, fines, amounts paid in settlement, legal fees and expenses, actually and reasonably incurred in connection with such action, if the person acted in good faith, in a manner in which he or she believed to be in the best interests (or not opposed to the best interests) of the Council, and had no reason to believe that his or her conduct was unlawful. (The termination of any action, suit or proceeding by judgment, order, settlement, conviction or plea of nolo contendere, or its equivalent, shall not in and of itself create a presumption that the person did not act in good faith and in a manner reasonably believed to be in the best interest of the Aviation Council.) Provided, however, no indemnification shall be made with respect to any suit or proceeding as to which such person shall have been judged to have committed an act involving wanton or willful misconduct in the performance of his or her duty. (Notwithstanding, the Aviation Council is authorized to make such other indemnification for current and former directors and officers as shall be deemed appropriate by a duly adopted resolution of the Board of Directors, regardless of an adjudication of liability for intentional or wanton or willful misconduct in the performance of the individual's duties, where the Board of Directors determines that, in view of all circumstances, such individual acted fairly and reasonably and is entitled to indemnification.)

9.2 The Aviation Council shall provide an adequate amount of Directors' and Officers' insurance to be determined by a majority vote of the Board of Directors.

## **ARTICLE X COMMITTEES**

10.1 The President, in consultation with the Board of Directors, shall establish such committees and appoint the chairman and members of such committees as he or she deems necessary to promote the interests of the Aviation Council.



10.2 The President, in consultation with the Board of Directors, shall determine the term of any committees (new or previously established) and shall have the authority to appoint new chairmen and committee members to existing committees.

**ARTICLE XI  
AMENDMENTS**

11.1 These Bylaws may be altered, amended, revoked or repealed from time to time by the affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the members present and voting at any meeting of the Board of Directors at which there is a quorum, provided the members of the Board of Directors are given notice of the meeting and the substance of the changes at least ten (10) days before such meeting. The required notice may be waived by any director, either before or after the meeting at which the Bylaws are altered, amended, revoked or repealed.

11.2 The Board of Directors shall advise the members of the Aviation Council of changes to the Bylaws at the next official meeting of the Aviation Council following any amendment of the Bylaws.

ADOPTED this the 4<sup>th</sup> day of February, 2014.

**THE AVIATION COUNCIL OF ALABAMA**

By:   
Its: President

**ATTEST:**

By:   
Its: Secretary