

NORTHWEST CHAPTER

AMERICAN ASSOCIATION  
OF  
AIRPORT EXECUTIVES, INC.

CONSTITUTION

AND

BY-LAWS

(Revised 4/03)

# CONSTITUTION

## AND

# BY-LAWS

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## ARTICLE I

### NAME, PURPOSE, AND OBJECTIVES

SECTION 1. NAME: The name of this organization shall be “NORTHWEST CHAPTER, AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES, INC.” For brevity, the organization may be known as the “NORTHWEST CHAPTER” , “CHAPTER”, or “NWAAAE”.

SECTION 2. USE OF NAME: No function, activity nor subgroup shall use the words “NORTHWEST CHAPTER, AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES, INC.”, “NORTHWEST CHAPTER”, nor the abbreviation “NWAAAE” without the prior approval of the Chapter President. Approval may be dependent upon the person or persons responsible for such function, activity, or subgroup agreeing to follow such legal, financial, or other reasonable requirements as may be adopted by the Board or the membership of the Chapter.

SECTION 3. PURPOSE: In keeping with Article I, Section 2 of the Constitution of the American Association of Airport Executives, Inc., the purposes of the Northwest 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 represent airports and the airport management profession before appropriate government bodies.
- (i) To foster, promote and assist the development of air transportation.
- (j) To promote a diverse population within the airport management profession.

SECTION 4. OBJECTIVES: The objectives of the Northwest Chapter are as follows:

- (a) Augment the educational efforts of the American Association of Airport Executives by bringing together a membership that shares similar problems and interests because of regional proximity.
- (b) Actively seek new members for the Northwest Chapter and the American Association of Airport Executives for the purpose of improving and broadening our organization.

- (c) Enhance the professional and managerial standards of the membership by encouraging active, consistent and constructive participation in the Northwest Chapter and the American Association of Airport Executives.

## ARTICLE II

### MEMBERSHIP, APPLICATION, AND DUES

SECTION 1. MEMBERSHIP: Membership in the Northwest Chapter shall be open to those who are eligible, whether members of the American Association of Airport Executives (“AAAE”) or not, for any one of the following classes of membership:

- (a) Executive: Membership in the Executive category shall be open only to persons exercising active responsibility for management, supervision or administration of a public airport and who are continuously engaged in such activity in Region 5 as defined in Article III, Section 3 of the AAAE Bylaws, which includes the state of Alaska, Washington, Oregon, Idaho, Montana, Wyoming and Colorado; the Canadian provinces of British Columbia, Alberta, Saskatchewan, Yukon and Northwest Territory, and the countries of Asia. Also included is the “Border State” of Utah.  
An Executive member may retain this designation for a maximum of 90-days after they discontinue working in a position that qualifies them for the Executive membership status.
- (b) Associate: Membership in the Associate category shall be open to any individual who is interested in and subscribes to the PURPOSES of the Chapter, as described in ARTICLE I, Section 3. Such individuals may include those employed in Federal, State, or local government in the field of aviation or airport development and to members of Airport Governing Authorities.
- (c) Executive Emeritus: Membership in the Executive Emeritus category shall be open only to those former Executive members who, while in good standing, retire from active airport management upon reaching retirement eligibility or for health reasons as approved by the Board of Directors.
- (d) Corporate: Membership in the Corporate category shall be open to all public or private corporations, business organization, or individuals who manufacture or supply any item used by airports or aircraft, or who perform any type of service for airports, or who publish periodicals dealing with aviation.
- (e) Students: Membership in the Student category shall be open to all students who are enrolled in any accredited college or university with an interest in aviation or airports.
- (f) Honorary: Membership in the Honorary category shall be conferred on those individuals specifically selected by the Board of Directors for their outstanding dedication and achievement in the field of airport development, administration, management, or any related field of aviation.

SECTION 2. CLASS OF MEMBERSHIP CHANGE: Members who lose a respective class of membership and wish to remain members of the Chapter in another class for which they qualify, may do so by application to the President.

SECTION 3. MEMBERSHIP LIST: The Executive Secretary of the Northwest Chapter shall maintain accurate membership records.

SECTION 4. APPLICATION: Applications for membership in the Chapter, other than for Honorary and Executive Emeritus, shall be made on an application form provided by the Executive Secretary.

- (a) The action of the Board of Directors shall be determinative and final on all matters relating to membership application and classification.
- (b) No application shall be rejected on the basis of the applicant's race, color, creed, ethnic background, religion, political party, age, sex, disability or any other reason related to bias or prejudice in any of its forms.

SECTION 5. DUES: Each person wishing to become or remain a member of the Northwest Chapter, as set forth above, shall pay dues in an amount determined, and from time to time amended, by a majority vote of the membership present at a duly constituted meeting of the Northwest Chapter. Those members designated as Executive Emeritus or Honorary shall pay no dues. The annual dues for Student members shall be one-half the cost of the Executive Class. The Executive Committee has the authority to waive membership dues on a case-by-case basis.

SECTION 6. PAYMENT OF DUES: Dues shall be due and payable within 30 days of the January 1<sup>st</sup> due date. Any member failing to pay dues within 90 days of the due date shall cease to be a member of the Northwest Chapter without further action on the part of the Chapter. Any new, first-time member of the Chapter joining after June 30 of any calendar year shall be assessed dues in the amount of one-half of the annual schedule for the remainder of that calendar year.

## ARTICLE III

### MEETINGS

SECTION 1. CHAPTER MEETINGS:

- (a) There shall not be less than two Chapter business meetings each calendar year. The annual meeting shall be held at a time and place designated by the President for the purpose of conducting elections and to transact such other business as may come before the membership. The second meeting of the Chapter shall be called by the President at either the National Airports Conference or the Annual Conference of the American Association of Airport Executives.
- (b) The President may, at his or her discretion, call additional meetings of the membership upon the concurrence of the Board of Directors.
- (c) No Chapter business meeting shall be held unless written notice of such meeting has been provided to members at least fifteen (15) days prior to the meeting. Such notice shall be issued by the Executive Secretary of the association.
- (d) An agenda for each meeting, other than special or emergency meetings, of the Board and/or the General Membership shall be prepared by the Executive Secretary. The agenda shall include reports by the President, Executive Secretary, and all committees as well as a financial report and any items of old

or new business. In addition, the Executive Secretary may place on the agenda, for discussion and possible action, items which are of interest to the Chapter.

**SECTION 2. MEETINGS OF THE BOARD OF DIRECTORS:** Regular meetings of the Board of Directors shall be scheduled in connection with all meetings of the general membership and at such other times as are called by the President. Notice of all meetings of the Board of Directors shall be given to each Board member at least fifteen (15) days prior to the date of such meeting by the Executive Secretary.

**SECTION 3. MEETINGS OPEN TO MEMBERSHIP:** All meetings of the Chapter, Board of Directors and committees of the Chapter shall be open for the attendance of all members of the Chapter, except that such members may be excluded from Board discussions related to the possible removal of an officer or director and from meetings of the Nominating Committee.

**SECTION 4. BOARD ACTION WITHOUT MEETING:** In the event the President of the Chapter shall determine that it is in the best interest of the Chapter for the Board to act on any matter expeditiously, the President may authorize the Board of Directors to vote on such matter by written ballot, e-mail, or facsimile without the conduct of a meeting of the Board. The date and results of such mail, e-mail, or facsimile vote shall be recorded in the minutes of the Chapter's proceedings. Actions of the Board made without a meeting shall require a majority vote of all officers.

**SECTION 5. QUORUM:**

- (a) General Membership - 25 eligible voting members, at least 2 of whom shall be current officers, at any constitutionally formed Chapter meeting shall constitute a quorum for the conduction of business.
- (b) Board Meeting - The President, or an Officer serving as Acting President pursuant to Sections 3, 4, or 5 of article IV, one additional officer, and three (3) additional members of the Board of Directors of the Chapter shall constitute a quorum for the purpose of conducting business.

**SECTION 6. VOTING PRIVILEGES:** Every member of the Chapter in good standing, except Honorary and Student members, shall be entitled to one vote. Voting shall be in person and not by proxy or mail, except as provided in the by-laws.

## ARTICLE IV

### OFFICERS AND BOARD OF DIRECTORS

**SECTION 1. OFFICERS:** There shall be five duly elected Officers of the Northwest Chapter which shall consist of a President, First Vice-President (President Elect), Second Vice-President, Secretary/Treasurer and immediate Past President. Only a member of the American Association of Airport Executives and an Executive member of the Chapter shall be eligible for election to any office.

SECTION 2. PRESIDENT: The President shall be the principal executive Officer of the Chapter and shall, in general, supervise all of its affairs and office appointments. He or she shall preside at all meetings. The President shall perform such other duties and shall assume and discharge such other responsibilities as the membership may, by resolution, from time to time direct.

SECTION 3. FIRST VICE-PRESIDENT (PRESIDENT ELECT): In the absence of the President from any meeting or conference or in the event of his inability or refusal to act in the performance of his official duties, the First 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 restrictions upon the President.

SECTION 4. SECOND VICE-PRESIDENT: In the absence of the President and First Vice-President or in the event of their inability or refusal to act in the performance of their official duties of the President and when so acting shall have all the powers of and be subject to all restrictions upon the President.

SECTION 5. SECRETARY/TREASURER: In the absence of the President, First Vice-President and Second Vice-President, or in the event of their inability or refusal to act in the performance of their official duties, the Secretary/Treasurer shall have all the powers of and be subject to all restrictions upon the President. The Secretary/Treasurer shall verify and sign minutes of the Membership and Board meetings, be responsible for all funds, and also perform all duties incident to the office of the Secretary/Treasurer, those duties directed by these bylaws and such other duties as from time to time may be assigned by the President.

In the absence of an Executive Secretary, the Secretary/Treasurer shall:

- (a) Keep and disseminate the minutes of the membership and of the officers' meetings;
- (b) See that all notices of Members' or Officers' meetings are duly given in accordance with these bylaws;
- (c) Be the custodian of the records;
- (d) Keep a list of all members of the Chapter, determine eligibility for new members, and issue certificates;
- (e) Publish the Chapter newsletter;
- (f) Have custody of and be responsible for all funds of the Chapter, give receipts as necessary for any and all monies due and payable to the Chapter and shall deposit all such monies in the name of the Chapter in such banks, trust companies or other depositories as shall be selected by the Officers;
- (g) Keep an itemized record of all receipts and disbursements for the account of the Chapter and furnish all canceled checks and drafts, a copy of each and every deposit slip, note invoice, receipted bill, cash receipt and other papers vouching for the deposit, expenditure or receipt of Chapter funds or evidencing any indebtedness or monetary obligation of the Chapter. Payment of any bill shall be made by a check signed by the Secretary/Treasurer. If the check is over \$1,000 the check must be signed by the Secretary/Treasurer and countersigned by the President or one other Officer. A provision for a Petty Cash Fund not to exceed \$200 is hereby provided.
- (h) Invoice and collect all membership dues;

- (i) Prepare periodic reports of financial status, as directed by the Board of Directors; and
- (j) In conjunction with the Board of Directors, prepare an annual budget for presentation to the membership.

SECTION 6. IMMEDIATE PAST PRESIDENT: The Immediate Past President shall serve as Chairman of the Nominating Committee and perform such other duties as may be directed by these bylaws or as from time to time may be assigned by the President.

SECTION 7. DIRECTORS: The Board of Directors shall consist of the Chapter Officers, six (6) Regional Directors and one (1) Corporate Director. Two (2) Directors shall be elected at large from the States of Colorado, Montana, Utah and Wyoming (Eastern Region). Two (2) Directors shall be elected at large from the States of Alaska, Idaho, Oregon, Washington and the country of Asia (Western Region). Two (2) Directors shall be elected at large from the Provinces of Alberta, British Columbia, Northwest Territories, Saskatchewan and Yukon (Northern Region). One (1) Director shall be elected from the corporate membership. No State, Province or Country of Asia shall have more than one of the Regional Directors.

The Board of Directors shall manage the business affairs of the Chapter in accordance with the provisions of the by-laws. The five (5) duly elected Officers as provided in Section 1 of this article, along with the six (6) Regional Directors and one (1) Corporate Director as provided in this section will constitute the Board of Directors of the Northwest Chapter.

SECTION 8. STANDING COMMITTEES, PANELS OR REPRESENTATIVES: In addition to the Officers and Board of Directors, there shall be such standing committees, panels or representatives which shall be appointed by the President and subject to his supervision. They shall perform the duties enumerated for them by the Board of Directors and such additional duties as the President may require.

SECTION 9. COMPENSATION: None of the Officers of the Chapter, nor any appointed member of a standing committee, panel or representative of the Chapter shall be paid any compensation for their regular services to the Chapter; however, the Board may vote to advance funds or reimburse the travel costs of any such person when representing the Chapter at meetings other than those sponsored by the Northwest Chapter.

SECTION 10. EXECUTIVE SECRETARY: The Board of Directors may employ an Executive Secretary upon such terms and conditions as may be approved by a majority vote of the Board of Directors present at a duly constituted meeting of the Chapter.

The Executive Secretary shall perform the duties specified as duties of the Secretary/Treasurer in Article IV, Section 5, Items (a) through (j) and such additional duties as the President or the Board of Directors may from time to time assign.

## ARTICLE V

### NOMINATIONS and ELECTIONS

SECTION 1. NOMINATIONS: Nominations for Chapter Officers, Board of Directors, and the Chapter's candidate for AAAE elected committees, offices, and vacancies, shall be developed by the

Nominating Committee. The Nominating Committee shall be constituted of the following members: (1) The Chairman will be the Immediate Past President of the Chapter, (2) The Board Member serving in the second year of his/her term from each region, and (3) the Chapter Representative on the National Nominating Committee.

- (a) The Nominating Committee will solicit, by mail, at least fifteen (15) days prior to an annual meeting, to the general membership of the Chapter, for interested parties to fill open positions.
- (b) The Nominating Committee will review all statements of interest from responding parties and ensure that the candidates meet minimum requirements as determined by the Board of Directors. The Chapter's candidate for AAAE vacancies must be an Accredited Executive member of the chapter.
- (c) In the event a member of the Nominating Committee is interested in a vacancy, the President shall select an Executive Member of the Chapter to serve on the Committee.

#### SECTION 2. ELECTIONS AND TERM OF OFFICE:

- (a) The Officers of the Chapter shall be elected at the annual meeting of the Northwest Chapter and will serve until the next year's annual meeting. Each Officer shall hold office until his successor shall have been duly elected and shall be qualified or until his death or until he shall resign or shall be removed in the manner hereinafter provided.
- (b) Directors shall serve a term of two (2) years, may be re-elected and shall be elected on a schedule determined by the Chapter.
- (c) Candidates/representatives for National positions will remain the Chapter's candidate/representative until a special vote is called by the Board of Directors or President to have the Nominating Committee solicit interested parties to fill the position.
- (d) The Nominating Committee will prepare a slate of candidates to fill vacancies for the membership to elect at the annual meeting.
- (e) Any member entitled to vote at the Chapter Business meeting shall have the privilege to make nominations from the floor.
- (f) When more than one nomination exists for a vacancy, election will be by secret written ballot. Results will be tabulated and announced during the meeting.

SECTION 3. DISQUALIFICATION AND RESIGNATION: Any Officer, Board member, or National Representative who moves out of the geographical region covered by the Northwest Chapter or who is no longer a member of AAAE or an Executive member of the Chapter, shall automatically be disqualified from continuing as an Officer, Board member, or National Representative of the Northwest Chapter.

SECTION 4. REMOVAL: Any Officer, elected or appointed by the Officers, may be removed by a two-thirds vote of the voting membership at the annual meeting whenever, in its judgement, the best interest of the Chapter would be served, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

SECTION 5. VACANCIES: A vacancy in office because of death, resignation, removal, disqualification or any other cause, may be filled by the Board to serve until the next annual meeting of the Chapter. The filling of a vacancy without a meeting shall require a written, majority vote of the Board. The date and results of such vote shall be recorded in the minutes of the Chapter's proceedings.

## ARTICLE VI

### AMENDMENTS and POLICIES

SECTION 1. AMENDMENTS: These bylaws may be amended by two-thirds vote of the voting members present at any Chapter meeting held in accordance with Article III of these bylaws, provided that a copy of the proposed amendment shall be mailed to the membership at least fifteen (15) days prior to such meeting; or a mail ballot authorized by the President and mailed to the voting membership by the Executive Secretary, providing for the return of the ballot and counting of votes fifteen (15) days after mailing. The proposed amendment will be adopted if it shall receive two-thirds of the vote returned.

SECTION 2. APPROVAL: The Executive Secretary, or in the absence of an Executive Secretary, the Secretary/Treasurer shall submit any amendment to the by-laws to the Board of Directors of the American Association of Airport Executives for approval promptly upon the adoption thereof by the Chapter. Any such amendment to the by-laws shall become effective only upon the Chapter's receipt of approval by the Board of Directors of AAAE.

SECTION 3. POLICIES: 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 By-Laws. Approval of policies and other motions shall be by a majority vote except where these by-laws require a larger affirmative vote. Policy decisions shall be filed with the official minutes of the meeting of the Chapter and/or Board of Directors.