

SWAAAE

CONSTITUTION AND BYLAWS

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CONSTITUTION AND BYLAWS

OF THE

SOUTHWEST CHAPTER

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES, INC.

ARTICLE I - NAME

This organization shall be known as the **Southwest Chapter American Association of Airport Executives**. The organization is a non-profit corporation formed under the laws of the State of California. The organization may be referred to as **SWAAAE**. Within this Constitution and Bylaws, the organization will be referred to as the **Chapter**.

The organization was formed in 1947 as the California Association of Airport Executives, Inc. (CAAE). In 1979 the membership approved an expansion of the organization to include four Southwestern States: Utah, Arizona, Nevada, and California; and added the identity of the Southwest Chapter American Association of Airport Executives (CAAE/SWAAAE) to the name of the organization at the request of the Board of Directors of the American Association of Airport Executives (AAAE). Currently, the Chapter represents Arizona, Nevada, and California, Hawaii, American Trust Islands in the South Pacific, the Baja Norte/Sur - Sonora regions of Mexico, and the countries of Australia and New Zealand.

Utah, a border state with the Northwest Chapter AAAE, and served by the Northwest Mountain Regional Airports District Office of the Federal Aviation Administration, located in Denver, CO was released from its affiliation with SWAAAE in November 2014 and is now affiliated exclusively with the Northwest Chapter AAAE.

The Chapter has been known as the CAAE/SWAAAE since 1979 and in 1993 the membership voted to formally change the name to better reflect the total geographical representation of the organization. However, the California Association of Airport Executives remains an integral part of the Chapter based on the initial action of the CAAE in the development and growth of the total organization.

ARTICLE II - PURPOSES

The Chapter was formed and continues for the following purposes:

- A. To bring together all persons representing publicly owned and privately owned airports, and others interested in working for the benefit of airports and aviation, for mutual benefit in the operation of the various airports, the dissemination of aeronautical knowledge and the consideration and solution of various airport management and aviation problems.
- B. To foster public recognition and respect for the airport executive profession.

- C. To set and maintain a consistently high level of ethics in airport management.
- D. To present a unified front in matters of concern to aviation, air transportation, and specifically, airports.
- E. To promote professionalism in airport management.
- F. To be committed to diversity among individuals participating in Chapter programs and activities and assisting members in achieving diversity in recruiting, developing, and promoting airport employees at their airports.
- G. To support the purposes of the American Association of Airport Executives.

ARTICLE III - MEMBERSHIP, APPLICATIONS, CERTIFICATION AND REINSTATEMENT

Section 1. Membership

Membership in the Chapter shall be open to all persons or business entities who may be eligible for any class of membership enumerated in this Article.

Section 2. Classes of Membership.

Membership in the Chapter shall be as follows:

- a. **EXECUTIVE**, which is open to those persons who are gainfully employed full time by an airport and who devote at least fifty percent (50%) of their daily working hours in matters directly related to the management, administration, operation, or maintenance of an airport.

An Executive member may retain this designation through the end of the year for which they have paid their annual dues even though they discontinue working at the job that qualified them for the Executive membership status. Individuals who have been awarded the designation of Certified Airport Executive (C.A.E.) and/or Accredited Airport Executive (A.A.E.) may hold the status of Executive member as long as they remain gainfully employed in airport management. If the member's employment status qualifies him or her for a different class of membership, they shall be placed in the appropriate class, pending approvals as outlined in Article III, Section 3.

- b. **ASSOCIATE**, which is open to those persons who have an interest in airport management and development of aviation in general or are in the field of aviation by a government agency or serve as an official of an airport governing body but do not meet the minimum qualifications for Executive status.

- c. CORPORATE, which is open to either public or private corporations who are engaged in activities relating to the use and promotion of airports or aviation or of products which are used in airport and aviation activities. Each Corporate member shall be entitled to appoint one (1) representative who shall be authorized to represent the Corporate member at any meeting or other proceeding of the Chapter. Each Corporate member shall register in writing with the Chapter the name of the Corporate representative, the representative's title, residence and business address and the position of the representative relative to the Corporate member. No official action relative to the Chapter by the Corporate representative will be permitted until such registration has been accomplished.

- d. ACADEMIC, which is open to individuals engaged in the study of airport management or related field at an accredited university or college with a programmed graduation date within six (6) years of application and continuing a maximum of two (2) years beyond the date of graduation, or until a different status of membership becomes applicable. Faculty involved in guidance of students through these programs may also qualify for Academic membership.

- e. EXECUTIVE EMERITUS, which shall be open only to those Executive members who have retired from gainful employment in the field of airport management and who meet the following qualifications:
 - (1) Has become a Certified Airport Executive (C.A.E.) or an Accredited Airport Executive (A.A.E.), and

 - (2) Has, for no less than ten years, maintained membership in AAAE, SWAAAE, or another of AAAE's recognized regional chapters, and

 - (3) Has reached fifty (50) years of age and has either retired from active airport management or extenuating circumstances have forced an early retirement,

or

 - (4) Has been elected to Executive Emeritus membership by the Board of Directors for exemplary service to the Chapter.

Executive members who retire from or leave airport management, but are gainfully employed in the aviation industry in any other capacity, and that are eligible for other classifications of membership do not qualify for Executive Emeritus.

Executive Emeritus members who resume the duties indicative of Executive status will be returned to Executive class membership by action of the Board of Directors, subject to the tender of annual dues, as applicable.

- f. HONORARY, which shall be conferred on those individual positions specifically selected by the Board of Directors associated with airport management and stated in a published policy decision.
- g. 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 Executive Director.

Section 3. Applications for Membership.

Applications for membership in the Chapter, other than for Honorary or Executive Emeritus, shall be made on an application form approved by the Board of Directors. The application shall be accompanied by such supplementary information as is required on the form. With the application there shall be submitted payment in the proper amount to cover the cost of membership for the first year, or portion thereof, as applicable. Applicants will be investigated, as necessary, by the Executive Director and/or the Membership Committee Chair. Certificates of membership shall be issued by the Executive Director for qualified applicants for Associate, Corporate and Academic memberships. Applications for Executive membership shall be submitted to the Board of Directors along with the report and recommendation of the Executive Director for final approval prior to the issuance of a membership certificate. Upon receiving the recommendation, the Board of Directors shall either approve or reject the application. If rejecting the application for Executive membership, the Board of Directors may offer a different class of membership to the applicant. If an application is rejected for any class of membership, or if the applicant refuses to accept the class of membership offered, there shall be a full refund to the applicant of all money which was tendered for dues.

Members seeking Executive Emeritus status must submit a request in writing to the Executive Director, demonstrating the member meets the requirements as outlined in Article III, Section 2, Part e. The request will be submitted to the Board of Directors for review and approval.

Section 4. Board Action Related to Application.

The action of the Board of Directors shall be determinative and final on all matters relating to membership application and classification.

Section 5. Diversity Statement.

No application shall be rejected on the basis of 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 6. Certified Airport Executive (C.A.E.) Application.

Certified Airport Executive (C.A.E.). Executive members, after completion of one (1) year of membership in the Chapter, may apply for consideration by the Board as a Certified Airport Executive (C.A.E.). The member must have completed six (6) years in active airport management or have satisfied alternate requirements as specified by the Credentials Committee, and be gainfully employed in the field of airport management in the SWAAAE geographical region at the time application is made for the C.A.E. status.

Members so designated may use the initials C.A.E. after his/her name in recognition of this certification.

Section 7. Reinstatement.

Reinstatement of a former member, upon his/her written request may be approved by the Board of Directors, providing the reinstatement is to the same class of membership formerly held, the request is submitted within two (2) years following lapse of the earlier membership, and the request is accompanied by a payment for the current year's dues, or portion thereof, as applicable.

ARTICLE IV - DUES

Section 1. Annual Dues.

Annual dues shall be paid by each member of the Chapter except those members designated as Executive Emeritus or Honorary members.

Section 2. Annual Dues Payment Dates.

Annual dues shall be due and payable as of July 1st of each year for the ensuing twelve (12) months. Unpaid dues shall become delinquent on September 1st of each year.

Section 3. Pro-Rated Dues.

Dues shall be one-half of the regular annual dues for new members whose applications are approved when less than one-half of the membership year remains.

Section 4. Delinquent Dues.

Members whose dues become delinquent shall be dropped from the active membership rolls of the Chapter and shall forfeit all rights and privileges of Chapter membership.

Section 5. Changes of Fees and Dues.

The amount of the membership dues shall be set from time to time by vote of the general membership, upon recommendation of the Board of Directors. The amount of the current dues shall be stated in a published policy decision.

ARTICLE V - OFFICERS, BOARD OF DIRECTORS AND THEIR DUTIES

Section 1. Officers.

- a. The Officers of the Chapter shall be the President, 1st Vice President, 2nd Vice President, Past President, seven (7) Directors, and two (2) Corporate Directors. The Officers shall be referred to collectively as the Board of Directors. An Executive Director, a non-voting position, shall also serve in the capacity of Corporate Secretary of the Chapter.

- b. The 2nd Vice President shall be elected annually and shall automatically move upward annually through the presidential positions unless circumstances prevent this progression as outlined elsewhere herein.
- c. No more than two (2) members from the same region (Northern California, Southern California or Arizona/Nevada) shall be permitted to rotate into, or occupy, the Presidential positions at the time of an election.

Section 2. President.

The President shall be the chief executive officer of the Chapter and shall preside over all meetings of the Chapter as well as the Board of Directors. He/she shall designate members of the Chapter, who are willing to serve during the President's term of office, to one or more of the various committees which are enumerated in the Chapter Procedures Manual, or which the President shall establish to fulfill a special function. He/she shall monitor the workings of the various committees, coordinating their efforts and encouraging their highest standard of performance. The President shall call special meetings of the Board of Directors when and as necessary to assure the smooth flow of Chapter business or to respond to developing circumstances which are of immediate concern to the Chapter or to a substantial portion of its members. The President shall undertake to perform such other tasks which in his/her opinion are necessary for the proper conduct of the Chapter's business or which are specified in other sections of the Bylaws.

Section 3. 1st Vice President.

The 1st Vice President shall assume all of the duties of the President in his/her absence, inability or refusal to perform. The 1st Vice President shall serve as the Chairperson of the Time and Place Committee in the determination of the location of the Chapter's Summer Conference. The 1st Vice President shall serve as Chairperson of the Finance Committee. He/she shall perform such other tasks as assigned to him/her by the President. The 1st Vice President shall assume the duties/position of President at the end of his/her term or succeed to the office of the President in the event the President is unable to function or continue in that office.

Section 4. 2nd Vice President.

The 2nd Vice President shall assume all of the duties of the 1st Vice President in his/her absence, inability, or refusal to perform. He/she shall maintain the Constitution and Bylaws of the Chapter and be responsible for appropriate amendments and other interpretations of the contents of this document. He/she shall perform such other tasks as are assigned to him/her by the President. The 2nd Vice President shall assume the duties/position of the 1st Vice President at the end of his/her term and shall progress through the Presidential positions in the Chapter.

Section 5. Past President.

The Past President shall serve as a member of the Board of Directors for a period of one (1) year following his/her term as President. He/she shall serve as Chairperson for the Nominating Committee and shall advise the Board as to the eligibility of any member considered for a nomination or appointment to the chapter Board of Directors as outlined

in Article VI, and for AAAE representative positions as outlined in Article IX, herein. The Immediate Past President shall also serve as the Chairperson of the Ethics Committee unless circumstances warrant an alternative Chairperson as outlined in Article X – Code of Ethics, Enforcement. Should an investigation be ongoing at the conclusion of his/her term, for continuity, he/she will remain on the Ethics Committee and lead the investigation until resolved, while the next Immediate Past President steps in as Chair of the Committee.

Section 6. Executive Director.

The Executive Director shall serve as Corporate Secretary for the Chapter and shall have the responsibility for providing administrative support for the Chapter, the Board of Directors and the President. He/she shall perform those duties specified in a contract negotiated with and approved by the Board of Directors. He/she shall be responsible for the screening and determination of eligibility of all applicants for Chapter membership. He/she is authorized to issue Certificates of Membership to eligible applicants for Executive, Associate, Corporate and Academic classes of membership, as provided in Article III, Section 3, herein. The Executive Director shall report at the next meeting of the Board all certificates of membership which have been issued by the Executive Director since his/her latest prior report to the Board.

Section 7. Board of Directors.

The Board of Directors shall establish policy for the Chapter. The Board shall monitor the activities of the President and advise him/her in the performance of his/her duties. The Board of Directors is empowered to make any decisions and to take any action on behalf of the Chapter except those actions specifically reserved to the membership by the Constitution and Bylaws.

- a. The Board of Directors shall act as the contracting authority for those matters concerning the operation, development and growth of the Chapter and the well-being of the membership. The Executive Director or Conference Committee Chairperson may negotiate and contract for conference requirements (hotels, meals, conference facilities, social activities, etc.) for the Summer and Winter Conferences, special events, workshops or other events designated by the Board. The Conference Committee Chairperson shall advise the Board of all actions taken for these events at the next scheduled Board meeting following such action.
- b. The members of the Board of Directors are expected to attend Board meetings to assure the smooth and orderly flow of the Chapter's business. Should any member of the Board of Directors be absent from two (2) meetings in succession, that Director shall be prohibited from further serving on the Board unless a vote of the remaining Board members excuses the absences. In the event that Board member's absences are not excused, a replacement Director shall be appointed by the President and shall serve in accordance with the provisions of Article VI, Section 2.e., herein.
- c. Members of this Chapter serving as Officers, Directors, Nominating Committee representative, or Board of Examiners Representative for the AAAE shall also serve as members of the SWAAAE Board of Directors concurrently with their term as Officer/Director/Representative of the AAAE. These representatives shall serve in a non-voting advisory

capacity acting as a liaison with the AAAE Board and coordinating activities concerning the national Association and this Chapter.

ARTICLE VI - OFFICERS QUALIFICATIONS, TERMS OF OFFICE, NOMINATIONS AND ELECTIONS

Section 1. Officers Qualifications.

- a. Elective office in the Chapter shall be open to Executive Members who meet the following minimum requirements:
 - 1) Executive Member with at least two (2) years prior membership with SWAAAE, or
 - 2) Are Certified Airport Executives, or
 - 3) Are active Accredited Airport Executives as determined by the American Association of Airport Executives, and
 - 4) Have demonstrated prior active participation in, and contribution to, the chapter as determined by the Nominating Committee, and
 - 5) Are recommended for the nomination by the Nominating Committee
 - 6) Exception to these requirements is the office of Corporate Director (see Article VI, Section 1.g).
- b. The President and 1st Vice President of the Chapter shall have been elected into the Presidential positions and shall move upward through the Presidential positions annually.
- c. The 2nd Vice President shall be elected by the general membership and shall have served as a member of the Board of Directors for at least one (1) year prior to his/her consideration for nomination/election to this office. Such prior service need not immediately precede the nomination for the office.
- d. The Past President shall have served as President of the Chapter immediately prior to his/her assumption of this office.
- e. Directors shall represent the Chapter's geographical region in which they are currently employed (see Article VI, Section 3). Exceptions to this requirement are the offices of At-Large and Corporate Directors.
- f. The President, 1st Vice President, 2nd Vice President, and Executive Director shall be members of the American Association of Airport Executives (AAAE) during their terms of office or while under contract to this Chapter. The Chapter shall budget and pay for, if necessary, the initiation fees and dues attendant to this requirement.
- g. Elective office as a Corporate Director in the Chapter shall be open to the Corporate members who meet the following minimum requirements:
 - 1) Corporate Member with at least two (2) years prior membership with SWAAAE, and
 - 2) Have demonstrated prior active participation in, and contribution to, the Chapter as determined by the Nominating Committee, and

- 3) Are recommended for the nomination by the Nominating Committee.

Section 2. Terms of Office.

The terms of office for the various Officers shall be as follows:

- a. President - One (1) year. In the event the President is unable to serve a full term, the 1st Vice President will assume the position of President for the remainder of the term. If the office is assumed with less than six (6) months remaining in the term, the assuming President shall serve the balance of that term and a subsequent full term. If the office of President is assumed prior to January 1st of the applicable term of office, the assuming President shall serve the remaining months of the term and then assume the office of Past President for a full term.
- b. 1st Vice President - One (1) year. In the event the 1st Vice President is unable to serve a full term or shall have assumed the office of President at mid-term, the 2nd Vice President will assume the position of 1st Vice President and will move upward through the Presidential positions.
- c. 2nd Vice President - One (1) year. Exceptions to the length of term are when he/she shall have been appointed to fill the office of 2nd Vice President due to the inability of the incumbent to serve or when the incumbent has been appointed to fill the remaining term of the 1st Vice President. Under these circumstances, the appointed 2nd Vice President shall continue in office only until the next general election (either Summer or Winter general membership meeting). A Winter Conference election will either confirm the appointment for the remainder of the term or elect another individual to the office. A Summer Conference election will either confirm the 2nd Vice President for a subsequent full term or elect another individual to the office. In the event of a midterm appointment to the office by the President and confirmed by a majority vote of the Board of Directors, the requirement for one (1) year of prior Board service is waived.
- d. Past President - One (1) year. In the event the Immediate Past President is unable or unwilling to serve, his/her position shall be filled by the Past President once removed. If this individual also is not available to serve, the Board of Directors may appoint an additional Director to serve as Past President for the full term.
- e. Director - Two (2) years as follows: One (1) Director will represent all areas outside California (At-Large). Six (6) of the Directors shall represent specific geographical regions within the Chapter that best represent the appropriate division of the Chapter. Two (2) Directors will represent the Corporate Membership. These representative Directors are as follows:

Arizona	One (1) Director
Nevada	One (1) Director
Northern California*	Two (2) Directors

Southern California*	Two (2) Directors
At-Large **	One (1) Director
Corporate	Two (2) Directors

*The dividing line between Northern and Southern California regions shall be the southern boundaries of Monterey, Fresno, and Mono Counties.

**Representing all areas outside California.

Any Director who changes their respective place of employment, within the Chapter but outside of their region of representation, (except for the Corporate Director) shall remain in office until the completion of their current term. He/she may be considered by the Nominating Committee for a Board position within the new region of employment based upon the overall qualifications of the individual. If a Director is unable to complete his/her term for any reason the President shall appoint an interim Director to fill the vacancy. This Director shall be appointed from the eligible members within the same region as the departing Director and shall serve only until the next Summer general membership meeting at which time an election shall be held to fill the office for either a full or partial term, as appropriate.

- f. Corporate Director - Two (2) years. Two (2) of the Directors shall be Corporate members elected by the corporate membership at the annual Summer Conference during the General Membership meeting with a quorum of eight (8) corporate members present. In the event an elected Corporate Director cannot serve his/her full term, an interim Corporate member shall be appointed by the President and shall serve only until the next general membership meeting at which time a new Corporate Director shall be elected by the Corporate members for either a full or partial term, as appropriate.
- g. Executive Director - The Executive Director shall be appointed by the President and shall serve according to the terms of a contract negotiated and approved by the Board of Directors and signed by the President and 1st Vice President of the Chapter. He/she shall serve in accordance with the term specified in the contract or until such time as the contract is terminated in accordance with the provisions therein.
- h. Termination of Board Members (Officers) - In the event an Officer of the Chapter is no longer gainfully employed in a management position for more than six (6) consecutive months that qualifies him/her for Executive membership and subsequently as a member of the Board, he/she shall be required to resign from the respective office and a replacement shall be appointed by the President and shall serve until the next general election. This requirement is based upon the image of the Officers of the Chapter as active airport executives and is for the good of the Chapter. Following said resignation, the Officer may continue as an Executive member as specified in Article III, Section 2.a., herein, if he/she so chooses.

Section 3. Nominations.

- a. Nominations for the offices of 2nd Vice President, Director and Corporate Director, as appropriate, shall be developed by the Nominating Committee and presented to the Board of Directors. Each individual nominated by the Nominating Committee for election to 2nd Vice President, Director and Corporate Director shall be confirmed by a majority vote of the Board of Directors. Individuals that have been confirmed by the Board shall be presented to the general membership at the annual Summer Conference for election.
 - i. The names of nominees for 2nd Vice President and Directors by office, shall be published and made accessible by the Executive Director to the Executive and Executive Emeritus members at least two (2) weeks in advance of the meeting at which the election is to be held and the ballots counted.
 - ii. The names of nominees for the Corporate Director shall be published and made accessible by the Executive Director to the Corporate Members at least two (2) weeks in advance of the meeting at which the election is to be held and the ballots counted.
- b. Director nominees shall be qualified members from the respective regions for which the election applies. Directors will be elected on an even/odd cycle with nominations as follows:

Even year elections - One (1) Director from the Arizona, Northern and Southern California regions and one (1) Corporate Director.

Odd year elections - One (1) Director from the Nevada, Northern and Southern California regions, At-Large and one (1) Corporate Director.
- c. In an effort to maintain a balance of representation from each of the regions, the nominee(s) for 2nd Vice President should be from one of the regions (Northern California, Southern California, and Areas Outside of California) in a rotational cycle.

Section 4. Election of Officers.

Election of 2nd Vice President, Directors, and Corporate Directors will be by secret written ballot, during the first general membership meeting of the annual Summer Conference. Results will be tabulated and announced during this meeting.

- a. Each ballot shall be printed with the names of the nominees for the various offices being sought.
- b. Sufficient ballots will be made available by the Executive Director to allow for the vote of Executive, Executive Emeritus and Corporate Members at the

meeting. Voting members not expecting to attend the election of officers may use the printed or electronic ballot, which they received in accordance with Article VI, Section 3.a., herein, as an absentee ballot. Absentee ballots should be marked and returned to the Executive Director via website, e-mail, mail, messenger or in person for counting at the annual election. It is the sole responsibility of the eligible member casting the absentee ballot to have it reach the Executive Director prior to the annual election. Each Absentee ballot shall carry no identifying marks. When voting via a website, the site shall require an individual user id, issued by the Executive Director, and a secure password to log in and cast a vote. If being emailed, the ballot should be scanned and submitted as an attachment. In all other cases, the absentee ballot should be enclosed in a plain white envelope that is sealed and marked **BALLOT** on the outside and signed by the voting member. Additionally, if being mailed, the ballot envelope should be placed in another envelope for mailing.

- c. A majority of the votes cast for each office shall be required to win an election. In the event three (3) or more candidates receive votes for a single office, and no candidate receives a majority of the votes cast, the two (2) candidates receiving the highest numbers of votes cast shall participate immediately in a run-off election which shall be decided solely on the basis of the votes cast by the eligible voting members present at the time of the run-off election.
- d. Elections involving proposals and propositions which could have an effect on the general membership shall be handled in the same manner as an election of officers except that the ballots shall not be secret, and the name and signature of the member casting an absentee ballot must appear on the ballot. Each ballot will be accompanied by instructions explaining the voting procedure and the proposal/proposition being offered.
- e. Mailed ballot elections shall be ordered by the Board of Directors when deemed necessary. When so ordered, the Executive Director shall mail a ballot to each eligible voting member. The same procedures as outlined above for absentee ballots shall be followed except that a date by which the mailed-in ballots must be received will be indicated in the instructions mailed. Ballots received after the indicated date will not be counted. Ballots shall be opened and counted by the Executive Director and one (1) other Director appointed by the President. A valid election shall result if twenty-five (25) or more votes are received. An affirmative majority of the votes received will be required to pass the proposal or proposition. The Executive Director shall publish the results of such election.
- f. Officers elected at the annual Summer Conference shall be introduced by the in-coming President at the conference Presidents' Banquet. This recognition will constitute the installation of the newly elected Officers for their respective terms of office.
- g. Should situations or circumstances occur regarding election or replacement of officers not covered by this Constitution and Bylaws, the President shall have the authority to make appointments that will enable the Chapter to continue to function effectively. Appointments so made

shall be valid only until the next Summer general membership meeting.

ARTICLE VII - MEETINGS, NOTICE, AGENDA, VOTING, QUORUM AND MINUTES

Section 1. General Membership – Regular Meetings.

Regular general membership meetings shall be held at least twice annually, once in the winter and once in the summer. Corporate Member meetings shall be held at least twice annually, once in the winter and once in the summer and shall be led by the Corporate Directors. The 1st Vice President and the 2nd Vice President should attend the Corporate Member meetings unless the Corporate Members request to meet without any Executive Members present.

Section 2. Board of Directors – Regular Meetings.

Regular meetings of the Board of Directors shall be scheduled in connection with the regular meetings of the general membership and at least two (2) additional times each year as called by the President. One (1) or both of the additional meetings may be canceled at the discretion of the President if no business has presented itself for the agenda. If a meeting has been scheduled and subsequently is canceled, the Executive Director will notify all interested parties concerning the cancellation.

Section 3. General Membership and/or Board of Directors – Special Meetings.

Special meetings of either or both the Board of Directors and the general membership may be called, as appropriate, by the President if urgent business affecting the Chapter demands immediate attention.

Section 4. Notice of Meetings.

Notice of all regular meetings, including an agenda, which lists all items of business on which action will be taken, will be posted and made accessible to all members not less than two (2) weeks prior to the date on which the meeting is scheduled to be held. Upon written request to the Executive Director, members may also have a copy of the agenda mailed to them at the time of posting. For convenience, chapter members will be notified of meeting agendas by a combination of the agenda being posted on the Chapter's website, e-mailing the agenda to members and mailing the agenda to those members who require notification via traditional U.S. Mail. Included with the notice and agenda shall be a brief description and/or explanation of those items of business on which action is proposed, in order to alert the general membership. Such advance notice and agenda shall not be required for the second and any succeeding meeting(s), which may occur or be called during an annual meeting. Such advance notice, if any, which is reasonably possible shall be given for special meetings called by the President to deal with business of an emergency nature. Emergency matters that impact directly on the operation of the Chapter that arise after publication of the agenda for a scheduled meeting of the Board of Directors may be acted upon by the Board during the meeting without prior notification to the general membership.

Section 5. Agenda of Meetings.

An agenda for each meeting, other than special or emergency meetings, of the Board of

Directors and/or the general membership shall be prepared by the Executive Director. The agenda shall include reports by the President, the Executive Director and all committees as well as a financial report and any items of old or new business. In addition, the Executive Director shall place on the agenda, for discussion and possible action, any item which is of interest to the Chapter and which has been requested by one (1) or more voting members of the Chapter.

Section 6. Voting.

Voting privileges shall be vested only in those members classified as Executive/Executive Emeritus and each voting member shall have one (1) vote.

Section 7. Quorum.

A quorum for action to be taken at any Board of Directors meeting shall be at least seven (7) directors. A quorum for action at any general membership meeting shall be at least twenty (20) Executive/Executive Emeritus members, at least two (2) of whom shall be current officers of the Chapter. A quorum for action at any corporate membership meeting shall be at least eight (8) corporate members.

Section 8. Motion Approval.

Approval of any motion shall be by a majority of those votes cast on said motion except where these Bylaws require a larger affirmative vote on a particular item.

Section 9. Open/Closed Meeting Sessions.

All meetings of the general membership and the Board of Directors shall be open to the public. During meetings of the Board of Directors, closed sessions may be held concerning the following matters: awards, ethics, personnel, financial negotiations, or potential litigation. Any resulting action of the Board of Directors shall be reported at open session.

Section 10. Minutes.

Minutes shall be taken of all reports and actions taken at a meeting of the general membership, Corporate Directors and the Board of Directors of the Chapter by the Executive Director. A copy of the minutes of every legally constituted meeting of the Chapter shall be posted and made accessible to the Chapter Members.

ARTICLE VIII - FISCAL YEAR, BUDGET AND DISBURSEMENTS

Section 1. Fiscal Year.

The fiscal year for the Chapter shall start July 1st of each year and end on June 30th of the following calendar year.

Section 2. Proposed Annual Budget.

A proposed annual budget shall be developed by the Executive Director for review by the Finance Committee and presentation to the Board of Directors who, in turn, will

make a recommendation to the general membership at the annual Summer meeting. The proposed budget, with any corrections or changes, shall be adopted by the general membership providing a quorum is present and two-thirds (2/3) of the voting members present so approve, except in no case shall the budget be adopted with less than fifteen (15) affirmative votes. In the event the required affirmative votes are not cast by the general membership to approve the budget, then the budget may be approved by the Board of Directors with nine (9) members concurring. Subsequent changes or deviations from the budget as approved may be made only by the Board declaring special circumstances and then only by a minimum of nine (9) affirmative votes by members of the Board of Directors in meeting assembled or polled by mailed ballots or by means of a telephone vote. The date and results of a special mailed ballot or telephone vote shall be recorded in the minutes of the Chapter. These minutes shall then be made accessible to the Chapter Members.

Section 3. Disbursements.

Upon direction of the Board of Directors, disbursements from the funds of the Chapter may be made either by the Executive Director acting alone or by the President and 1st Vice President acting jointly. The Board of Directors may authorize the Executive Director to make payments for specific items and/or payments for any and all types of expenditures as they become due.

ARTICLE IX - AAAE REPRESENTATION

Section 1. Board of Directors.

One (1) or more nominees shall be proposed by the Nominating Committee for election by the general membership to represent the Chapter as a candidate for office on the AAAE Board of Directors and/or the AAAE Secretary/Treasurer position and/or other AAAE elected office. The Nominating Committee shall adhere to the minimum requirements as outlined in the AAAE Bylaws and other applicable governing documents when considering candidates for any AAAE Representative position. Further, the Nominating Committee shall weigh additional desired experience or qualifications as provided in the SWAAAE Procedures Manual when considering candidates for nomination in any AAAE Representative position. Whenever possible, the Nominating Committee shall propose more than one (1) name for each position. The Nominating Committee when proposing nominees for Chapter representative shall be mindful of the Chapter's need to develop strong candidates to move through the chairs of AAAE, further the Chapter's diversity efforts, and create opportunities for interested and eligible members. Such candidate, or candidates, as appropriate, shall be elected in conformance with Article VI, Section 4.b., covering Election of Officers, at the annual Winter Meeting of the Chapter held during the Airport Management Short Course, and those elected shall become candidates at the next election held by AAAE for the office, or offices, as appropriate.

Section 2. Board of Examiners.

When applicable, the President shall solicit interest from members and, in conjunction with the chair of the Nominating Committee, propose to the Chapter's Board of Directors the names of two (2) or more qualified members to be confirmed as the Chapter's recommendations for the AAAE Board of Examiners.

Section 3. Nominating Committee.

At the annual Winter Board meeting of the Chapter, the Board of Directors shall elect an Executive member, for a period of one (1) year (in conjunction with AAAE's bylaws) as the Chapter's representative on the AAAE Nominating Committee. Said representative shall have served on the Chapter Board of Directors for not less than two (2) years.

Section 4. AAAE Annual Conference.

The President or the 1st Vice President shall be the principal representative of the Chapter at the Annual Conference of the American Association of Airport Executives (AAAE). The 2nd Vice President shall serve as representative if either the President or 1st Vice President is unavailable to attend. The Executive Director, as outlined in his/her contract, may attend the Annual AAAE Conference and serve as a representative for the Chapter. The Chapter shall provide funds for attendance of the conference for the President, 1st Vice President, 2nd Vice President, and/or the Executive Director as appropriate.

Section 5. Unforeseen Circumstances:

Should situations or circumstances occur regarding a vacancy, election or replacement of an AAAE Board Member, BOE Representative or Nominating Representative not covered by this Constitution and Bylaws, the President shall have the authority to make appointments that will enable the chapter to continue to function effectively and retain appropriate representation with AAAE. Time permitting, the President will seek replacement recommendations from the Chapter Nominating Committee and concurrence from the Board prior to making the appointment. Appointments so made shall be valid only until the next appropriate General Membership election or Board appointment opportunity, depending on the position.

ARTICLE X - CODE OF ETHICS, ENFORCEMENT

Section 1. Code of Ethics.

A Code of Ethics shall be promulgated by the Board of Directors for guidance to the members of the Chapter in the conduct of their professional endeavors related to airport management and to the Chapter.

Section 2. Enforcement.

Enforcement of the Code of Ethics, as adopted by the general membership, shall be a specific duty of the Board of Directors which shall take action after receiving a recommendation from the Ethics Committee. On a two-thirds (2/3) vote of the Board of Directors, at least nine (9) members concurring, an officer or a member of the Chapter may be suspended at any time for either an overt act or an omission to act which contravenes the Code of Ethics or which is considered highly detrimental to the Chapter.

Section 3. Suspension.

A member who has been suspended under this Article shall not be eligible for any class of membership in the Chapter for a period not to exceed five (5) years or until approved by a two-thirds (2/3) vote of the Board of Directors or the general membership at a regular meeting.

Section 4. Ethics Complaints Involving Ethics Committee Members

If an ethics complaint is filed against any member of the Ethics Committee, the President will make the appropriate temporary appointment(s), as described below, until the complaint is resolved.

- a. If the complaint is filed against the Chair, another Past President will be appointed to serve as Chair of the Committee.
- b. If the complaint is filed against the Vice Chair, another member of the Board of Directors will be appointed to serve as the Vice Chair.
- c. If the complaint is filed against another member(s) of the Ethics Committee, another member(s) of the Board of Directors will be appointed to serve as Ethics Committee members.
- d. If the President is included in an ethics complaint, the responsibility to appoint and/or designate replacement Ethics Committee members will follow the line of succession, as outlined in Article V, to the next available person not included in the complaint. If a complaint is filed against the entire Executive Committee, the Board of Directors will appoint replacements until the complaint is resolved.

ARTICLE XI - COMMITTEES, MEMBERSHIP AND DUTIES

Section 1. Executive Committee.

An Executive Committee shall consist of the President, Immediate Past President, 1st Vice President and 2nd Vice President. The Chapter's Executive Director shall be a non-voting member of the Executive Committee. Any three (3) of said voting members constitutes a quorum of said Executive Committee. The Executive Committee may act for the Board of Directors in the approval of applications for membership, reclassifying or classifying members, to receive reports of any Standing or Ad Hoc Committee, or to act upon any business of the Chapter in an emergency nature or requiring prompt action of the Board. The Executive Committee, so acting, shall within ten (10) days of such action, report to the members of the Board of Directors the action of the Executive Committee.

Section 2. Standing Committees.

In addition to the Executive Committee and Board of Directors, there shall be such standing committees, panels, or representatives, which shall be appointed and subject to supervision by the President or his/her designee. They shall perform the duties enumerated for them by the President, Executive Committee, or Board of Directors, and such additional duties as may be required.

Section 3. Committee Leadership and Succession Planning.

For the purposes of succession planning within the chapter, except as otherwise specified in these Bylaws, Committee Chairs will identify a Vice Chair for approval by the President

or Executive Committee as defined in the Chapter Procedures Manual. The Vice Chair of each committee shall be appointed as such with the intention of being appointed the Chair in subsequent years, where applicable, the requirements and terms of which are identified in the Chapter Procedures Manual and as amended from time to time.

Section 4. Special/Ad Hoc Committees.

Special or Ad Hoc committees may be appointed as deemed necessary by the President. Such committees shall terminate upon retirement from office of the appointing President unless a carryover appointment is made by the succeeding President, or when the work of the committee has been completed.

ARTICLE XII - AMENDMENTS

The Constitution and Bylaws may be amended at any general or special meeting of the general membership providing a quorum is present and two-thirds (2/3) of the voting members present so approve; however, in no case will the Constitution and Bylaws be amended with less than twenty (20) affirmative votes of the general membership in attendance at the time. The Executive Director shall post a copy of any proposed amendments to the Chapter website at least two (2) weeks in advance of the meeting date at which a vote is to be taken.

ARTICLE XIII - 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 Chapter Constitution and Bylaws. Such policy decisions shall be numbered serially according to the time of adoption and shall be filed with the official minutes of the meetings of the Chapter and/or the Board of Directors. Policy decisions will be reviewed annually by the Governance Committee at the Winter Conference and will either be incorporated into the Constitution and Bylaws where applicable, or reaffirmed as a continuing policy by the general membership. Policy decisions remaining in effect will be renumbered serially and identified with the year of reaffirmation.

ARTICLE XIV – PROCEDURES

In addition to other powers conferred and duties imposed by the Articles of Incorporation and these By-Laws upon the Board of Directors, it shall empower Committee Chairs, other key volunteers, and the Executive Director to create procedures to guide the management of the affairs of the Chapter, consistent with the Articles of Incorporation, these By-Laws or adopted Policy Decisions. Procedures will be updated regularly and presented to the Board for information.

ARTICLE XV - PARLIAMENTARY AUTHORITY

The Standard Code of Parliamentary Procedure, Third Edition, by Alice Sturgis shall be the parliamentary authority on all matters not covered specifically by the Constitution and Bylaws of the Chapter. The Executive Director shall serve as Parliamentarian for the Chapter.

ARTICLE XVI – CONFLICT OF INTEREST POLICY

The purpose of the following policy and procedures is to prevent the personal interest of members of the Executive Committee, staff members, Board members, and volunteers from interfering with the performance of their duties to the Southwest Chapter AAAE or result in personal, financial, professional, or political gain on the part of such persons at the expense of the Southwest Chapter AAAE or its members, supporters and other stakeholders.

Section 1. Disclosure.

Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors and the Executive Committee in all conflicts of interest, including but not limited to the following:

- a. A Board member or Executive Committee member is related to another Board Member or Executive Committee member by blood, marriage or domestic partnership.
- b. A Board member or Executive Committee member whose organization stands to benefit from the Southwest Chapter AAAE for any subcontract, goods, or services other than as part of his/her regular Chapter responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws.
- c. A volunteer working on behalf of Southwest Chapter AAAE who meets any of the situations or criteria listed above.

Section 2. Evaluating Conflict of Interest.

Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so, the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect Southwest Chapter AAAE's best interests. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum provided that at least one (1) consenting director is disinterested.

Section 3. Prohibited from Discussion.

An interested Executive Committee member or Board member shall not participate in any discussion or debate of the Executive Committee or Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present Board or Executive Committee member.

Section 4. Prohibition from Resource Distribution.

Anyone in a position to make decisions about spending Southwest Chapter AAAE's resources (i.e. scholarships or transactions such as purchase contracts) who also stands

to benefit from that decision has a duty to disclose that conflict as soon as it arises (or becomes apparent): he/she should not participate in any final decisions.

Section 5. Policy Distribution.

The Executive Director shall give a copy of this policy to all Executive Committee members, Board members, Chapter members and volunteers or other key stakeholders upon commencement of such person's relationship with Southwest Chapter AAAE or at the official adoption of this stated policy.

ARTICLE XVII – WHISTLEBLOWER POLICY

Section 1. Retaliation.

No Executive Committee member, Board of Director member or Chapter member who in good faith reports a violation under Articles X and/or Article XVI of these bylaws shall suffer harassment, retaliation or adverse treatment. Any chapter member who retaliates against another Chapter member who has reported a violation in good faith is subject to expulsion from the Chapter. The Whistleblower Policy is intended to encourage and enable Chapter members to raise serious concerns within the organization prior to seeking resolution outside the organization.

Section 2. Ethics Committee Oversight.

It shall be the responsibility of the Ethics Committee to oversee the foregoing Conflict of Interest and Whistleblower policies and report any violations to the Executive Committee and the Board of Directors.