

ARIZONA AIRPORTS ASSOCIATION BY-LAWS AND CONSTITUTION

ARTICLE I – NAME

This organization shall be known as the "Arizona Airports Association", and may be herein referred to as "AzAA," or the "Association".

ARTICLE II - PURPOSE

AzAA ~~has been formed and is perpetuated~~exists to bring together all persons representing ~~either~~ publicly owned ~~or and~~ privately owned airports, and others interested in, and working for, the general benefit of aviation, for the ~~purpose of~~ mutual benefit in the operation of the various airports, the dissemination of aeronautical information, the consideration and solution of various airport and aviation problems, the fostering of public recognition of airports and the airport executive profession, and to foster, promote and assist the development of air transportation in ~~the State of~~ Arizona.

ARTICLE III - MEMBERSHIP

Section 1: Membership in AzAA shall be open to all persons or business entities that may be eligible for any class of membership enumerated ~~in Article VIII – Types of Membership of these By-Laws and Constitution of this organization herein.~~

SECTION 2: There shall be seven (7) types of membership in AzAA.

- 1.1. EXECUTIVE membership shall be open to persons exercising active responsibility for the management, general supervision or administration of an Arizona airport, and who is engaged in such activity as a gainful occupation and who devotes at least fifty percent (50%) of his or her daily working hours in matters that directly relate to the management of an airport. An Executive member may retain this designation through the end of the year for which he or she has paid dues even though he or she discontinued working at the job that qualified them for the Executive membership status unless he or she becomes gainfully employed in a position which qualifies for an alternate classification of membership.
- 1.2. ASSOCIATE membership shall be open to any individual that is interested in and actively subscribes to the purpose of AzAA as declared in Article II of the By-laws and Constitution.
- 1.3. CORPORATE membership shall be open to either public or private businesses 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 Association, except declared Board meetings. Each Corporate member shall register in writing with the Association the name of the Corporate representative, the representative's title, and business address. No official action relative to the Association by the corporate representative will be permitted until such registration has been accomplished. The Corporate representative member maintains his/her tenure with the Association if/when the type of membership is changed or altered.
- 1.4. STUDENT membership shall be open to any individuals who are engaged in the study of airport development, administration, management, and operation or in any related field of aviation (but who are not representing a school). Student membership can be a full-time or part-time student as defined by the institution in which they are enrolled, and student membership status can be

retained for a maximum of two (2) years after graduation or until a different status of membership becomes applicable.

1.5. HONORARY membership shall be by action of the membership of AzAA at large, to those individuals specifically selected as a result of their outstanding dedication and achievement in the field of airport development, management, operations or any related field of aviation. Nominations must be approved by the Board prior to action by the membership. Once an Honorary membership designation has been bestowed upon an individual, said membership shall remain in effect for perpetuity unless the Honorary member requests reclassification into another membership class, the membership has a stated time-frame, or the individual has conducted himself or herself in a manner inconsistent with the stated goals and objectives of the organization. Rescinding Honorary membership shall require a two-thirds (2/3) vote of the Executive and Executive Emeritus members present at a quorum of a regularly scheduled general membership meeting.

1.6. EXECUTIVE EMERITUS shall be open only to those Executive members who have retired from gainful employment and who are selected to Executive Emeritus status by action of the Board after receipt of a written request by the member. Executive Emeritus members who resume the duties and status required of Executive members may be returned to Executive class membership by action of the Board upon written application by the member and the tendering of annual dues as applicable. Executive Emeritus member shall maintain this classification until deceased or reclassified into another membership class. The benefits of Executive Emeritus classification derive from the Association's desire to recognize the achievements and contributions of the member and support the member in his/her retirement.

Any Executive Emeritus member that accepts employment that would qualify him/her for another AzAA membership class shall have emeritus status deferred until the member returns to a retired status, at which time he/she shall be reclassified and returned to the emeritus membership status. As stated above the member may apply for the member class to which they are eligible while employed.

Criteria for selection shall include:

1.6.1 Having actively maintained Executive membership in AzAA (or equivalent AzAA service as determined by the Board) for eight (8) consecutive years.

1.6.2 Abided by the AzAA code of ethics.

1.6.3 Contributed to the development, growth, and operation in the organization in an exemplary manner.

1.7. EX-OFFICIO membership shall be open to any individuals who are engaged to represent other aviation organizations that subscribe to the purpose of AzAA as declared in Article II of the AzAA By-laws and Constitution. Ex-officio membership includes, but is not limited to, President of the Southwest Chapter of the American Association of Airport Executives (SWAAAE); aviation related directors with the Arizona Department of Transportation (ADOT); Manager, Airports Division, Federal Aviation Administration (FAA) - Western Pacific Region; and Manager, Phoenix Airports District Office- FAA, Western Pacific Region, and the Los Angeles Airports District Office – Airports Division, FAA - Western Pacific Region. This membership type shall be bestowed upon an individual by action of the Board.

SECTION 2: MEMBERSHIP AND APPLICATIONS. Application for membership shall be made on a form approved by the Board. Membership shall be subject to approval, and type of membership assigned, by action of the Board, upon recommendation of the Membership Committee.

SECTION 3: MEMBERSHIP LISTS. The Administrative Director shall maintain a list of all members by classification and the list shall be reviewed and revised as necessary by the Board. No charge shall be made for registration on an individual or firm on such list, other than annual dues.

SECTION 4: DUES AND FEES. The annual dues shall be indicated within a Policy Decision adopted by the Board in accordance with these Bylaws.

SECTION 5: PAYMENT OF DUES. All dues shall be charged on an annual fiscal year basis and shall be due and payable July 1st of each year. Unpaid dues will be delinquent the following October 1st. Applications for new membership in the second half of the fiscal year shall have dues reduced by fifty percent (50%) and payment applied to the remaining portion of the current fiscal year.

SECTION 6: VOTING PRIVILEGES. Each Executive and Executive Emeritus member shall be entitled to one (1) vote, if their dues are current, for general membership issues, elections of Officers and Executive Directors, and other issues called by the President or Board. Each Associate member shall be entitled to one (1) vote, if their dues are current, for Associate member issues and elections of the Associate Director. Each Corporate member designated representatives shall be entitled to one (1) vote, if their dues are current, for Corporate member issues and elections of the Corporate Director.

SECTION 7: ABSENTEE VOTING. Voting members not expecting to attend the election of Officers and Directors may use the printed or electronic format (email, website, etc.) ballot, which they received in accordance with Article VII, Section 3, as an "absentee ballot". "Absentee ballots" should be marked and returned to the Administrative Director by email, 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 Administrative Director prior to the annual election. If being mailed, each "absentee ballot" shall be legibly signed by the voting member, and shall be enclosed in a plain white envelope which is sealed and marked "BALLOT" on the outside. The ballot envelope shall be placed in another envelope for mailing.

ARTICLE IV – BOARD OF DIRECTORS AND ASSOCIATION OFFICERS AND DIRECTORS

The Association shall be governed by a Board of Directors ("Board") composed of eleven (11) members including the four (4) Officers of the Association, four (4) Executive Directors, one (1) Corporate Director, one (1) Associate Director, and one (1) Administrative Director. The Administrative Director shall be the sole non-voting member of the Board.

The Officers of AzAA shall be comprised consist of the President, First (1st) Vice President, Second (2nd) Vice President, and Immediate Past President. The Directors include four (4) Executive Directors elected from, and by the Executive members, one (1) Associate Director elected from, and by the Associate members, and one (1) Corporate Director elected from, and by the Corporate members. The Administrative Director shall be a non-voting member of the Board of Directors appointed by the Board of Directors. The 2nd Vice President shall be elected annually and shall automatically move upward annually through the 1st Vice President, President, and Immediate Past President positions unless circumstances prevent this progression as outlined elsewhere herein. Elections of officers and directors will be held annually at the fourth quarter meeting of the fiscal year.

ARTICLE V – MEETINGS

SECTION 1: Two (2) statewide meetings shall be held each year, in the second (Fall) and fourth (Spring) and second (Fall) quarters of the fiscal year.

SECTION 2: Special meetings of the general membership or the Board of Directors may be called by the President.

~~SECTION 3: Twenty-five percent (25%) of the total number of Executive and Executive Emeritus members registered at an AzAA conference or AzAA sponsored event, shall constitute a quorum for the transaction of business at a general or special meeting. A majority of affirmative votes of the members represented shall be required to take action on any item of business before the meeting, except as otherwise provided herein.~~

~~SECTION 4: All special or regular meetings of the general membership of AzAA will be open to all members in good standing. The President may call for an executive session during regular or special meetings, which . In this case, the session shall be open only to Board Members.~~

~~SECTION 5: No regular or special meeting of the general membership shall be valid unless a notice is posted and sent to the membership via electronic format (email, website, etc.) at least fourteen (14) days prior to the meeting, including an agenda of items on which action is proposed to be taken, to the entire membership of the Association.~~

~~SECTION 6: Regular meetings of the Board shall be scheduled in connection with the regular conferences of the general membership and at least two (2) additional times each year, as called by the President. In order to have an official Board meeting, a quorum consisting of a majority of the elected Board members, must be present.~~

~~SECTION 7: An active member may request a copy of any item pertaining to the Association's conduct of business be mailed to them via US Postal Service.~~

ARTICLE VI - DUTIES OF THE BOARD OF DIRECTORS OFFICERS AND DIRECTORS

SECTION 1: The President shall be Chief Executive Officer of AzAA ~~and He/she~~ shall preside at all meetings of the Association. He/she shall designate the members ~~of AzAA~~ who will serve on special committees which may be formed from time to time and shall monitor the workings of these various committees. He/she shall call for special meetings of ~~AzAA the Association~~ as necessary to ensure a smooth flow of business. He/she shall perform such other tasks, which in his/her opinion are necessary for the proper conduct of Association business.

SECTION 2: The 1st Vice President, an officer of AzAA, shall ~~assume the duties of the President in his/her absence or inability to perform. He/she shall~~ maintain and update the Board's Strategic Business Plan and ~~the Board's~~ operating procedures and guidelines. The 1st Vice President shall be responsible for identifying the locations and hosts for the Fall and Spring conferences for the following year unless otherwise assigned by the President, and shall perform such other tasks as may be assigned or delegated to him/her by the President. The 1st Vice President shall assume the duties/position of the President ~~in his/her absence~~ or succeed to the office of the President in the event the President is unable to function or continue in that office.

SECTION 3: The 2nd Vice President, an officer of AzAA, shall ~~assume the duties of the 1st Vice President in his/her absence or inability to perform. He/she shall~~ be responsible for drafting the ~~AzAA Association's~~ budget for the upcoming year, ensuring an annual financial audit is conducted, and evaluating the association's means of revenue generation. The 2nd Vice President shall be responsible for the planning and execution of both the Fall and Spring conferences, and shall perform such other tasks as may be assigned or delegated to him/her by the President. The 2nd Vice President shall assume the duties of the ~~1st Vice President in his/her absence or inability to perform and the~~ Administrative Director in his/her absence or inability to perform.

SECTION 4: The Immediate Past President, an officer of AzAA, shall be responsible for representing ~~the Association~~~~AzAA~~ in "Aviation Day at the Capitol" planning efforts, and shall chair the Legislative Committee unless otherwise assigned by the President. The Immediate Past President shall chair the Nominating Committee as defined in Article VII, Section III and shall perform such other tasks as may be assigned or delegated to him/her by the President.

SECTION 5: ~~The~~ Executive, Corporate, and Associate Directors are responsible for identifying current issues affecting airports and aviation in ~~the State of~~ Arizona and bringing them to the attention of the Board ~~of Directors. In addition, These Directors they~~ are responsible for addressing the goals, needs, and concerns of their ~~ir respective Executive, Corporate, and Associate~~ membership and shall perform tasks as may be assigned or delegated by the President.

SECTION 6: The Administrative Director shall participate in Board and General Membership Meetings either in person or via teleconference, ~~and~~ keep minutes of the proceedings ~~for AzAA~~, and ~~shall~~ keep a permanent record of the minutes. He/she shall keep an accurate, up-to-date roster of the ~~Association's~~ membership ~~of AzAA~~. The Administrative Director shall submit statements to persons owing money to AzAA. He/she shall deposit all funds received by him/her in the accounts of AzAA in a recognized banking institution, and he/she shall pay out of the funds all lawful obligations of AzAA, as approved by the President and/or Board ~~of Directors~~. The Administrative Director shall be bonded in an amount sufficient to protect AzAA, as determined by the Board ~~of Directors~~, and the cost of his/her bonding shall be borne by AzAA. He/she shall, at each regular meeting of AzAA, make a complete report on the financial standing of the Association of the receipts and disbursements since the prior report. His/her books shall be audited by an Executive member appointed by the President not including current officers and board members, and a written report shall be accepted by the Board of Directors at the first quarter meeting of the fiscal year and approved by the general membership during the second quarter meeting of the fiscal year. The Administrative Director shall submit all necessary tax reports and other reports as may be required of the Association by the State or Federal Government. The Administrative Director shall be compensated for his/her services in an amount established by the Board of Directors in accordance with the budget. The Administrative Director will serve as the intermediary between organizational needs for the website and the website provider, and may be responsible for directly making modifications to the website.

Upon approval of the Board ~~of Directors~~, the Administrative Director may hire professional secretarial help to accomplish the tasks assigned to him/her.

SECTION 7: The Board ~~of Directors~~ shall establish policy for the Association. 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 decision and to take any action on behalf of AzAA, which appears too urgent to await a meeting of the general membership. The Board shall act as the contracting authority for those matters concerning the operation, development and growth of the Association and the well-being of the membership. A full report of the Board ~~of Directors's~~ activities shall be made at each general membership meeting at which time the Board's activities will be subject to acceptance and ratification or to reversal by a majority vote of the Executive and Executive Emeritus members present, subject to a quorum as indicated in Article V Section 3. The Board ~~of Directors~~ shall rule on such other matters as may properly be placed before them in accordance with other provisions of these By-Laws and Constitution.

ARTICLE VI+ - QUALIFICATIONS, ELECTIONS AND TERMS OF OFFICE

SECTION 1: Only Executive members of AzAA, in good standing, shall hold the elective offices of President, 1st Vice-President, 2nd Vice President, Immediate Past-President and four (4) Executive Board members of AzAA. The Associate Director shall be elected from and by the Associate ~~Classmembership and~~ Classmembership. The Corporate Director shall be elected from and by the Corporate Classmembership. Associate and Corporate Directors must be members in good standing. Elections of officers and directors will be held annually at the fourth quarter meeting of the fiscal year.

SECTION 2: The President, 1st Vice President, and 2nd Vice President ~~of the Association~~ shall have been elected into the Presidential positions and shall move upward through the Presidential positions annually. All other elected Board members shall serve for two (2) years. To serve on the ~~board~~ Board, individuals shall be gainfully employed in the aviation industry at the time of election and ~~be~~ is a member of AzAA in good standing. Should an elected ~~board~~ Board member become unemployed during his/her term, ~~they~~ he/she may fulfill their term unless their membership classification ~~should~~ changes.

SECTION 3: A nominating committee shall be named at each second quarter meeting of the fiscal year. The committee shall consist of five (5) members: the Chairperson (Immediate Past-President), three (3) Executive members selected by the Chairperson, and either an Associate member or Corporate member selected by the Chairperson. The committee shall meet and act as soon as possible following formation to select eligible members as nominees for each of the offices which will be due to be filled at the fourth quarter meeting of the fiscal year. Reasonable effort will be made in selecting candidates of the Board ~~of Directors~~ to provide that the Board, as finally elected, will offer a range of representation as to geography as well as size and type of airports. The report of the nominations committee shall be posted and sent to the membership via electronic format (email, website, etc.) in the form of an absentee ballot to the general membership at least thirty (30) days prior to the fourth quarter meeting of the fiscal year at which the elections are to be held. Nominations will also be accepted from the floor.

SECTION 4: Election of ~~board~~ Board members and officers will be by written ballot with space provided for additional nominations from the floor, for each elected office.

4.1 A majority (over 50%) of the votes cast shall be required to win an election for any Officer position, and for both the Associate and Corporate Director positions. ~~In the event that~~ If three (3) or more candidates receive votes for these positions and no candidate receives a majority of the votes cast, the two (2) receiving the highest number of votes will compete immediately in a runoff election which shall be decided solely on the basis of the votes cast by eligible voting members present at the time of the runoff election. ~~In the event~~ If no candidate receives a majority of the votes in a runoff election, a second runoff election will be held. If no winner emerges from the second runoff election, a coin flip will determine the winner. Absentee ballots will only be counted in the initial election in accordance with Article VIII, Section 7.

4.2 In the elections for the Executive Director positions, the candidates with the highest number of votes will be elected to the open 2-year term positions. ~~In the event~~ If there is a tie between any two candidates which results in the inability to determine a winner, a run-off between the tied candidates will be conducted as outlined above. Absentee ballots will only be counted in the initial election in accordance with Article VIII, Section 7.

SECTION 5: The President shall not be eligible to succeed himself/herself as President unless he/she shall have assumed office mid-term due to the resignation or incapacity of the previous President ~~to act~~.

SECTION 6: The Administrative Director shall be appointed by the Board of Directors and shall serve according to the terms and conditions established by the Board of Directors. The Administrative Director serves at the pleasure of the Board, and as detailed within the contract as determined by the Board.

SECTION 7: Any member of AzAA who is of the proper membership classification, and a member in good standing, shall be eligible to be elected to the Board ~~of Directors~~. However, it is expected that the Nominating Committee will select candidates who are vigorous, knowledgeable and desirous of serving AzAA in higher elective office. Members of the Board ~~of Directors~~, except for the President, 1st and 2nd Vice Presidents, and Immediate Past President shall be elected for a term of two (2) years, with the terms of various members being staggered to provide that one-half (1/2) of the Board ~~of Directors~~ shall be elected each year. A vacancy which occurs on the Board ~~of Directors~~ will be filled by the President subject to ratification by the Board, but the Board Member so appointed will complete only the unexpired term of the vacated office. He/she may then be a candidate for a new full term of office.

SECTION 8: Any person who serves as an Officer or Director of AzAA, and the property of said Officer or Director, shall be forever immune from civil liability and from corporate debts, obligations, or liabilities of any kind or nature, incurred by or for AzAA for any purpose, to the greatest extent allowed by law, and shall not be subject to suit directly or by way of contribution therefore. Any person who serves as an officer shall have no liability to the corporation, or its members, for monetary damages for breach of fiduciary duty to the greatest extent legally allowed pursuant to the laws of the State-state of Arizona; provided however, said officers shall remain liable to AzAA, and its members for the following:

- 8.1 Any breach of the person's duty of loyalty to AzAA or its members.
- 8.2 Acts or omissions which are not in good faith, or which involve intentional misconduct, or a knowing violation of the law.
- 8.3 Any transaction from which the officer derived an improper personal benefit.

This Article shall be interpreted to allow the greatest possible limitation of liability allowed by law, as the same may change from time to time, without further action or amendment.

ARTICLE VIII — TYPES OF MEMBERSHIP

~~SECTION 1: There shall be seven (7) classes types of membership in AzAA:~~

- ~~1.1. EXECUTIVE membership shall be open to persons exercising active responsibility for the management, general supervision or administration of an Arizona Airport~~airport~~, and who is engaged in such activity as a gainful occupation and who devotes at least fifty percent (50%) of his or her daily working hours in matters that directly relate to the management of an airport. An Executive member may retain this designation through the end of the year for which he or she has paid dues even though he or she discontinued working at the job that qualified them for the Executive membership status unless he or she becomes gainfully employed in a position which qualifies for an alternate classification of membership.~~
- ~~1.2. ASSOCIATE membership shall be open to any individual that is interested in and actively subscribes to the purpose of AzAA as declared in Article II of the AzAA By laws and Constitution.~~
- ~~1.3. CORPORATE membership shall be open to either public or private businesses 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 Association, except declared Board of Directors' meetings. Each Corporate member shall register in writing with the Association the name of the Corporate representative,~~

~~the representative's title, and business address. No official action relative to the Association by the corporate representative will be permitted until such registration has been accomplished. The Corporate representative member maintains his/her tenure with the Association if/when the type of membership is changed or altered.~~

- ~~1.4. STUDENT membership shall be open to any individuals who are engaged in the study of airport development, administration, management, and operation or in any related field of aviation (but who are not representing a school). Student membership can be either, are a full-time or part-time student as defined by the institution in which they are enrolled, and a student membership status can be retained for a maximum of two (2) years after graduation or until a different status of membership becomes applicable.~~
- ~~1.5. HONORARY membership shall be by action of the membership of AzAA at large, to those individuals specifically selected as a result of their outstanding dedication and achievement in the field of airport development, management, operations or any related field of aviation. Nominations must be approved by the Board of Directors prior to action by the membership. Once an Honorary membership designation has been bestowed upon an individual, said membership shall remain in effect for perpetuity unless the Honorary member requests reclassification into another membership class, the membership has a stated time frame, or the individual has conducted himself or herself in a manner inconsistent with the stated goals and objectives of the organization. Rescinding Honorary membership shall require a two-thirds (2/3) vote of the Executive and Executive Emeritus members present at a quorum of a regularly scheduled general membership meeting.~~
- ~~1.6. EXECUTIVE EMERITUS shall be open only to those Executive members who have retired from gainful employment and who are selected to Executive Emeritus status by action of the Board of Directors after receipt of a written request by the member. Executive Emeritus members who resume the duties and status required of Executive members may be returned to Executive class membership by action of the Board of Directors upon written application by the member and the tendering of annual dues as applicable. Executive Emeritus member shall maintain this classification until deceased or reclassified into another membership class. The benefits of Executive Emeritus classification derive from the Association's desire to recognize the achievements and contributions of the member and support the member in his/her retirement.~~

~~Any Executive Emeritus member that accepts employment that would qualify him/her for another AzAA membership class shall have emeritus status deferred until the individual member returns to a retired status, at which time he/she shall be reclassified and returned to the emeritus membership status. As stated above the member may apply for the member class to which they are eligible while employed.~~

~~Criteria for selection shall include:~~

- ~~1.6.1 Having actively maintained Executive membership in AzAA (or equivalent AzAA service as determined by the Board of Directors) for eight (8) consecutive years.~~
- ~~1.6.2 Abided by the AzAA code of ethics.~~
- ~~1.6.3 Contributed to the development, growth, and operation in the organization in an exemplary manner.~~
- ~~1.7. EX-OFFICIO membership shall be open to any individuals who are engaged to represent other aviation organizations that subscribe to the purpose of AzAA as declared in Article II of the AzAA By-laws and Constitution. Such Ex-officio membership includes, but is not limited to, President of the Southwest Chapter of the American Association of Airport Executives (SWAAAE); aviation~~

~~related directors with the Arizona Department of Transportation (ADOT); Manager, Airports Division, Federal Aviation Administration (FAA) – Western Pacific Region; and Manager, Phoenix Airports District Office – FAA, Western Pacific Region, and the Los Angeles Airports District Office – Airports Division, FAA – Western Pacific Region. This membership class type shall be bestowed upon an individual by action of the Board of Directors.~~

~~SECTION 2: MEMBERSHIP AND APPLICATIONS. Application for membership in AzAA shall be made on an application form approved by the Board of Directors. Membership shall be subject to approval, and class type of membership assigned, by action of the Board of Directors, upon recommendation of the Membership Committee.~~

~~SECTION 3: MEMBERSHIP LISTS. The Administrative Director shall maintain a list of all members by classification and the list shall be reviewed and revised as necessary by the Board of Directors. No charge shall be made for registration on an individual or firm on such list, other than annual dues.~~

~~SECTION 4: DUES AND FEES. The annual dues shall be indicated within a Policy Decision adopted by the Board of Directors in accordance with these Bylaws.~~

~~SECTION 5: PAYMENT OF DUES. All dues shall be charged on an annual fiscal year basis and shall be due and payable July 1st of each year. Unpaid dues will be delinquent the following October 1st. Applications for new membership in the second half of the fiscal year shall have dues reduced by fifty percent (50%) and payment applied to the remaining portion of the current fiscal year.~~

~~SECTION 6: VOTING PRIVILEGES. Each Executive and Executive Emeritus members shall be entitled to one (1) vote, if their dues are current, for general membership issues, elections of Officers and Executive Directors, and other issues called by the President or Board of Directors. Each Associate members shall be entitled to one (1) vote, if their dues are current, for Associate member issues and elections of the Associate Director. EachThe Corporate member designated representatives shall be entitled to one (1) vote, if their dues are current, for Corporate member issues and elections of the Corporate Director.~~

~~SECTION 7: ABSENTEE VOTING. Voting members not expecting to attend the election of Officers and Directors may use the printed or electronic format (email, website, etc.) ballot, which they received in accordance with Article VII, Section 3, as an "absentee ballot". "Absentee ballots" should be marked and returned to the Administrative Director by email, 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 Administrative Director prior to the annual election. If being mailed, each "absentee ballot" shall be legibly signed by the voting member, and shall be enclosed in a plain white envelope which is sealed and marked "BALLOT" on the outside. The ballot envelope shall be placed in another envelope for mailing.~~

ARTICLE VII - MEETINGS

~~SECTION 1: Two (2) statewide meetings shall be held each year, in the second (Fall) and fourth (Spring) quarters of the fiscal year.~~

~~SECTION 2: Special meetings of the general membership or the Board may be called by the President.~~

~~SECTION 3: Twenty-five percent (25%) of the total number of Executive and Executive Emeritus members registered at an AzAA conference or AzAA sponsored event, shall constitute a quorum for the transaction of business at a general or special meeting. A majority of affirmative votes of the members represented shall be required to take action on any item of business before the meeting, except as otherwise provided herein.~~

SECTION 4: All special or regular meetings of the general membership of AzAA will be open to all members in good standing. The President may call for an executive session during regular or special meetings, which shall be open only to Board Members.

SECTION 5: No regular or special meeting of the general membership shall be valid unless a notice is posted and sent to the membership via electronic format (email, website, etc.) at least fourteen (14) days prior to the meeting, including an agenda of items on which action is proposed to be taken, to the entire membership of the Association.

SECTION 6: Regular meetings of the Board shall be scheduled in connection with the regular conferences of the general membership and at least two (2) additional times each year, as called by the President. In order to have an official Board meeting, a quorum consisting of a majority of the elected Board members, must be present.

SECTION 7: An active member may request a copy of any item pertaining to the Association's conduct of business be provided to them either via US Mail or e-mail.

ARTICLE ~~VIII~~X - COMMITTEES

SECTION 1: STANDING COMMITTEES. Unless otherwise stated in this section, the standing committees will be chaired by active members of AzAA, as appointed by the President annually or as indicated herein. The committee chairpersons will choose their committee members from the members at large. Each committee will include a minimum of three (3) members including the chairperson. The Committee functions will be:

- 1.1 Ethics Committee (Chairperson - 1st Vice President) - Responsible for conducting an investigation, under rules of procedures and practice as prescribed by the Board ~~of Directors~~, into any complaint pertaining to breach of Ethics by any member. The Ethics Committee shall provide a report to the Board ~~of Directors~~ at such time as the Committee may have a complaint.
- 1.2 Nominating Committee (Chairperson - Immediate Past President) - Responsible for nomination of the Members of the Board to the membership for action at the fourth quarter general membership meeting of the fiscal year. The nominating committee will be formed as stated in Article VII, Section 3.
- 1.3 Membership Committee (Chairperson – Board Member) Responsible for recruiting, screening and classification of new applicants for membership. In addition, the membership chair will assist each committee chairperson in recruiting and selecting committee members, and maintain a roster of all committees and their members.
- 1.4 Public Relations Committee (Chairperson – Board Member) - Responsible for generating industry goodwill for the organization and its ideals with groups of people who can affect its present or future welfare. This includes hosting events and developing and maintaining various publications, websites, social media (such as Facebook, Twitter, LinkedIn) and media releases.
- 1.5 By-Laws Committee (Chairperson – 1st Vice President) - Responsible for interpreting, reviewing, and recommending changes and/or amendments to the Association By-laws and Constitution. The Chairperson shall forward all proposed amendments to the Board ~~of Directors~~ for approval prior to submitting them to the Executive and Executive Emeritus membership for consideration.

- 1.6 Legislative Committee (Chairperson - Immediate Past President) - Responsible for providing the Association with details of pending state and federal legislation and shall advise the Board ~~of Directors~~ of recommendations for action concerning any particular item of legislation on which the Association should adopt a position.
- 1.7 Promotion & Awards Committee (Chairperson – Board Member) - Responsible for identifying and acknowledging the achievements and accomplishments of AzAA members through awards and recognition programs. In addition, the committee shall manage the purchase and sale of AzAA promotional material.
- 1.8 Professional Development & Scholarship Committee (Chairperson – Board Member) – Responsible for promoting the education and development of the membership and seeking candidates, processing applications and recommending recipients for AzAA scholarships to the Board for consideration.
- 1.9 Conference Committee (Co-Chairs – 2nd Vice President and Conference Host) - Responsible for presenting the Fall and Spring conferences, and coordinating the second and fourth quarter Board meetings of each fiscal year. The Committee shall consist of, at a minimum, the next Conference Host, the Corporate Director, and the Associate Director.

SECTION 2: SPECIAL COMMITTEES. Special Committees may be appointed by the President as required.

SECTION 3: PRESIDENTIAL APPOINTMENTS. Except as required otherwise by provisions in these By- Laws and Constitution, all representatives of AzAA, ~~either internally (i.e. Committee Chairman assignments), or externally,~~ shall be appointed by the current sitting President. All such appointments shall automatically expire upon the appointing President's term expiration, resignation, or his/her incapacity to serve.

ARTICLE IX - FISCAL YEAR, BUDGET AND DISBURSEMENTS

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

SECTION 2: A proposed annual budget shall be developed by the 2nd Vice President for review and approval by the Board ~~of Directors~~ who, in turn, will submit the recommended budget to the general membership for comment at least thirty (30) days prior to the fourth quarter annual meeting of the fiscal year. If, in the opinion of the Board ~~of Directors~~, valid objections in writing and/or provided via electronic format (email, website, etc.) are received ten (10) days after posted via electronic format (email, website, etc.) of said proposed budget, the Board ~~of Directors~~ shall reconsider the budget, giving due consideration to such objections. The proposed annual budget, revised as appropriate, shall be distributed and/or posted via electronic format (email, website, etc.) and presented to the general membership for adoption at the fourth quarter annual meeting of the fiscal year. The annual budget shall be adopted by a majority vote of a quorum of Executive and Executive Emeritus members at the fourth quarter annual meeting of the fiscal year, and shall become effective July 1st, of that year. Total expenditures shall not exceed 5% of the amount contained in the total budget in any fiscal year. Subsequent changed or deviation from the budget as approved may be made only by the Board declaring special circumstances and then only by a minimum of five (5) affirmative votes by members of the Board ~~of Directors~~ in a 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 posted made accessible to the Chapter Members.

SECTION 3: Under direction of the Board ~~of Directors~~, disbursements from the Association's funds ~~of the Association~~ may be made. The Board may authorize the Administrative Director, President, 1st Vice-President, or 2nd Vice President to make payments for specific items and/or payments for any and all types of expenditures as they become due.

ARTICLE X+ - AMENDMENTS

AMENDMENTS: The ~~se-AzAA~~ By-laws and Constitution may be altered or amended at any general or special meeting of the members of the Association by receiving two-thirds (2/3) of the votes cast of quorum of Executive and Executive Emeritus members. The Board ~~of Directors~~ may propose an amendment to the By-laws and Constitution at any other time and the vote thereon may be taken by letter and/or electronic format (email, website, etc.) ballot.

To take a vote upon any proposed amendment of the By-Laws and Constitution, the Administrative Director shall have posted and sent to the membership via electronic format (email, website, etc.) a copy of the proposed amendment at least thirty (30) days before the meeting date the vote becomes due.

On a letter and/or via electronic format (email, website, etc.) Executive and Executive Emeritus members desiring to vote shall use the ballot forwarded by the Administrative Director and/or posted via electronic format (email, website, etc.) and shall indicate thereon approval or disapproval and the name of the member casting the vote. Each member shall have fourteen (14) days within which to return the ballot and/or cast their vote via electronic format (email, website, etc.). Upon expiration of the fourteen (14) days, the President and Administrative Director shall canvass the ballots and record the vote. If the proposed amendment received two-thirds (2/3) of the vote cast by Executive and Executive emeritus members, the amendment shall be deemed to have been adopted; otherwise, it shall be deemed to have been rejected. The Administrative Director shall post via electronic format (email, website, etc.) or mail the results of any letter ballot vote, and shall insert such results in the minutes of the Association at the Association's next general membership meeting.

ARTICLE XI+ - PARLIAMENTARY AUTHORITY

The Standard Code of Parliamentary Procedure shall be the Parliamentary Authority on all matters not covered by the By-laws and Constitution of the Association.

ARTICLE XII+ - POLICY DECISIONS

The Board ~~of Directors~~ may recommend Policy Decisions at any regular or special meeting of the Board ~~of Directors~~ or the general membership. Such decisions may expand, interpret, and/or implement the intent and provisions of the By-laws and Constitution. Such Policy decisions shall be numbered serially (i.e. Policy # 01-1) according to the year of adoption and shall be filed with the official minutes of the meeting of the Association and/or the Board ~~of Directors~~.

Policy Decisions shall be adopted by the general membership at any regular or special meeting or via electronic format (email, website, etc.). To take a vote upon any recommended Policy Decision, the Administrative Director shall have posted and sent to the membership via electronic format (email, website, etc.) a copy of the recommended Policy Decision at least thirty (30) days before the meeting date the vote becomes due.

On a letter and/or via electronic format (email, website, etc.) vote, Executive and Executive Emeritus members desiring to vote shall use the ballot forwarded by the Administrative Director and/or posted via electronic format (email, website, etc.) and shall indicate thereon approval or disapproval and the name of the member casting the vote. Each member shall have fourteen (14) days within which to return the ballot and/or cast their vote via electronic format (email, website, etc.). Upon expiration of the fourteen (14) days, the President and Administrative Director shall canvass the ballots and record the vote.

If the recommended Policy Decision shall receive a majority of the votes cast by Executive and Executive Emeritus members, the Policy Decision shall be deemed to have been adopted; otherwise, it shall be deemed to have been rejected. The Administrative Director shall post via electronic format (email, website,

etc.) or mail the results of any letter ballot vote, and shall insert such results in the minutes of the Association at the Association's next general membership meeting.

Each Policy Decision will be reviewed annually at the fourth quarter annual meeting of the fiscal year and will either be incorporated into the By-laws and Constitution where applicable, or reaffirmed as a continuing policy by both the Board ~~of Directors~~ and the general membership. Policy decisions remaining in effect will be renumbered serially and identified with the year of reaffirmation.

~~These is AzAA~~ By-laws and Constitution ~~were~~ approved by a vote of the Executive and Executive Emeritus membership on May 5, 2015, and is effective as of that date.