



Northwest Chapter

**American Association
of
Airport Executives**

Constitution and By-Laws

**ADOPTED
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Constitution and By-Laws

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Article I - Name, Purpose and Objectives

Section 1: Name

The name of this organization shall be “Northwest Chapter, American Association of Airport Executives, Inc.”. For brevity, the organization may be known as the “Northwest Chapter”, “Chapter” or “NWAAAE”.

Section 2: Use of Name

No function, activity nor subgroup shall use the words “Northwest Chapter, American Association of Airport Executives, Inc.”, “Northwest Chapter” nor the abbreviation “NWAAAE” without the prior approval of the Chapter President. Approval may be dependent upon the person or persons responsible for such function, activity or subgroup agreeing to follow such legal, financial or other reasonable requirements as may be adopted by the Board or the membership of the Chapter.

Section 3: Purpose

In keeping with Article I, Section 2 of the Constitution of the American Association of Airport Executives, Inc., (AAAE) the purpose of the Northwest Chapter shall be the same as those of the parent organization which are as follows:

- A. To determine, implement and promote a Code of Ethics for the members of the airport management profession.
- B. To promote professionalism and financial stability in the administration of airports.
- C. To encourage professional growth of individual members through an accreditation and educational program.
- D. To further promote airport safety and operational efficiency by encouraging the airport management profession to develop and apply modern techniques to airport management.
- E. To establish and develop a systematic interchange of information and experience in the development, maintenance and operation of airports.
- F. To foster public recognition and respect for the airport management profession.
- G. To cooperate with other organizations working for the general benefit of aviation.
- H. To represent airports and the airport management profession before appropriate government bodies.
- I. To foster, promote and assist the development of air transportation.
- J. To promote full diversity of individuals, airport sizes and management positions within the AAAE leadership.

Section 4: Objectives

The objectives of the Northwest chapter are as follows:

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

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

Article II—Membership and Dues

Section 1: Membership

Membership in the Northwest Chapter shall be open to those who are eligible, whether members of the American Association of Airport Executives or not, for anyone of the following classes of membership:

- A. Executive: Membership in the Executive category shall be open only to persons exercising active responsibility for management, supervision or administration of a public airport and who are continuously engaged in such activity in Region 5 as defined in Article III, Section 3 of the AAAE By-Laws, which includes the states of Alaska, Washington, Oregon, Idaho, Montana, Wyoming, Colorado and Utah; the Canadian provinces of British Columbia, Alberta, Saskatchewan, Yukon and the Northwest Territory.

An Executive member may retain this designation for a maximum of one year after they discontinue working at a job that qualifies them for the Executive membership status.

- C. Executive Emeritus: Membership in the Executive Emeritus category shall be open only to those former Executive members who, while in good standing, retire from active airport management upon reaching retirement eligibility or for health reasons as approved by the Board of Directors.
- D. Corporate: Membership in the Corporate category shall be open to all public or private corporations, business organization or individuals who manufacture or supply any item used by airports or aircraft, or who perform any type of service for airports, or who publish periodicals dealing with aviation.

Also included in the Corporate category shall be members of authorities, commissions, city, state or federal governmental agencies or boards or other agencies engaged in the establishment, ownership, administration, operation or management of public airports.

- E. Students: Membership in the Student category shall be open to all students who are enrolled in any accredited college or university with an interest in aviation or airports.

Section 2: Class of Membership Change

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

Section 3: Membership List

The Executive Secretary of the Northwest Chapter shall maintain accurate membership records.

Section 4: Applications

Applications for membership in the Chapter, other than Executive Emeritus, shall be made online through the Chapter's website.

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

Section 5: Dues

Each person wishing to become or remain a member of the Northwest chapter, as set forth above, shall pay dues in an amount determined, and from time to time amended, by a majority vote of the membership present at a duly constituted meeting of the Northwest Chapter. Those members designated as Executive Emeritus shall pay no dues. The Executive Committee has the authority to waive membership dues on a case-by-case basis.

Section 6: Payment of Dues

Dues shall be due and payable within 30 days of the January 1st due date. Any member failing to pay dues within 90 days of the due date shall cease to be a member of the Northwest Chapter without further action on the part of the Chapter. Any individual joining the membership in the last quarter of the calendar year will be granted a membership of up to fifteen months to align with the rest of the membership, ending on December 31st of the year following payment of their initial dues.

Article III – Meetings

Section 1: Chapter Meeting

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

Section 2: Meetings of the Board of Directors

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

Section 3: Meetings Open to Membership

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

Section 4: Board Action Without Meeting

In the event the President of the Chapter shall determine that it is in the best interest of the Chapter for the Board to act on any matter expeditiously, the President may authorize the Board of Directors to vote on such matter by written ballot, email or facsimile without the conduct of a meeting of the Board. The date and results of such mail, email or facsimile vote shall be recorded in the minutes of the Chapter's proceedings. Actions of the Board made without a meeting shall require a majority vote of all Officers. Following any such action, the Board President shall notify the full Board within seven days.

Section 5: Quorum

- A. General Membership: Twenty-five (25) eligible voting members, at least two (2) of whom shall be current Officers, at any constitutionally formed Chapter meeting shall constitute a quorum for the conduction of business.
- B. Board Meeting: The President, or an Officer serving as Acting President pursuant to Sections 3, 4, or 5 of Article IV, one (1) additional Officer and three (3) additional members of the Board of Directors of the Chapter shall constitute a quorum for the purpose of conducting business.

Section 6: Voting Privileges

Every member of the Chapter in good standing, except Student members, shall be entitled to one vote. Voting shall be in person and not by proxy or mail, except as provided in the By-Laws.

Article IV – Officers and Board of Directors

Section 1: Officers

There shall be five (5) duly elected Officers of the Northwest Chapter which shall consist of a President, First Vice-President (President Elect), Second Vice-President, Secretary/Treasurer and Immediate Past President. Only a member of the American Association of Airport Executives and an Executive member of the Chapter shall be eligible for election to any office.

Section 2: President

The President shall be the principal Executive Officer of the Chapter and shall, in general, supervise all of its affairs and office appointments. He or she shall preside at all meetings. The

President shall perform such other duties and shall assume and discharge other responsibilities as the membership may, by resolution, from time to time direct.

Section 3: First Vice-President

In the absence of the President from any meeting or conference or in the event of his inability or refusal to act in the performance of their official duties, the First Vice-President (President Elect) shall perform the duties of the President and when so acting shall have all the powers of, and be subject to, all restrictions upon the President.

Section 4: Second Vice-President

In the absence of the President and First Vice-President from any meeting or conference or in the event of their inability or refusal to act in the performance of their official duties, the Second Vice-President shall perform the duties of the President and when so acting shall have all the powers of, and be subject to, all restrictions upon the President.

Section 5: Secretary/Treasurer

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

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

- A. Keep and disseminate the minutes of the Membership and of the Officers' meetings;
- B. See that all notices of Members' or Officers' meetings are duly given in accordance with these By-Laws;
- C. Be the custodian of the records;
- D. Keep a list of all members of the Chapter and determine eligibility for new members;
- E. Communicate Chapter business and news to members in a timely manner.
- F. Have custody of and be responsible for all funds of the Chapter, give receipts as necessary for any monies due and payable to the Chapter and shall deposit all such monies in the name of the Chapter in such banks, trust companies or other depositories as shall be selected by the Officers;
- G. Keep an itemized record of all receipts and disbursements for the account of the Chapter and furnish all canceled checks and drafts, a copy of each and every deposit slip, note invoice, receipted bill, cash receipt and other papers vouching for the deposit, expenditure or receipt of Chapter funds or evidencing any indebtedness or monetary obligation of the Chapter. Payment of any bill shall be made by a check signed by the Executive Secretary, Secretary/Treasurer or the President. If the check is over \$5,000, the check must be signed by the Executive Secretary or Secretary/Treasurer and countersigned by the President or one of the other Officers. For debit, credit card or electronic transfer transactions over \$5,000, the Executive Secretary must obtain permission from the President or Secretary/Treasurer prior to completing the transaction.
- H. Invoice and collect all membership dues;

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

Section 6: Immediate Past President

The Immediate Past President shall serve as Chairman of the Nominating Committee and perform such other duties as may be directed by these By-Laws or as from time to time may be assigned by the President.

Section 7: Directors

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

The Board of Directors shall manage the business affairs of the Chapter in accordance with the provisions of the By-Laws. The five duly elected Officers as provided in Section 1 of this article, along with the six Regional Directors, the two duly appointed Chapter representatives to the AAAE Board of Directors and one Corporate Director, as provided in this section, will constitute the Board of Directors of the Northwest Chapter.

Section 8: Standing Committees, Panels or Representatives

In addition to the Officers and Board of Directors, there shall be such standing committees, panels or representatives who shall be appointed by the President and subject to his supervision. They shall perform the duties enumerated for them by the Board of Directors and such additional duties as the President may require.

Section 9: Compensation

None of the Officers of the Chapter, or any appointed member of a standing committee, panel or representative of the Chapter shall be paid any compensation for their regular services to the Chapter. However, the Board may vote to advance funds or reimburse the travel costs of any such person when representing the Chapter at meetings other than those sponsored by the Northwest Chapter.

Section 10: Executive Secretary

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

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

Article V – Nominations and Elections

Section 1: Nominating Committee:

Nominations for Chapter Officers, Board of Directors and the Chapter's candidate for AAAE elected committees, offices and vacancies, shall be developed by the Nominating Committee. The Nominating Committee shall be constituted of the following members:

- A. The Chairman will be the Immediate Past President of the Chapter;
- B. The Board Member serving in the first year of his/her term from each region; and
- C. The Chapter Representative on the National Nominating Committee.

The Nominating Committee will solicit, by the most expeditious form of communication, at least fifteen (15) days prior to an annual meeting, to the general membership of the Chapter, for interested parties to fill open positions.

The Nominating Committee will review all statements of interest from responding parties and ensure that the candidates meet minimum requirements as determined by the Board of Directors. The Chapter's candidate for AAAE vacancies must be an Accredited Executive member of the Chapter.

In the event a member of the Nominating Committee is interested in a vacancy, the President shall select an Executive member of the Chapter to serve on the Committee.

Section 2: Elections and Term of Office

- A. The Officers of the Chapter shall be elected at the annual meeting of the Northwest Chapter and will serve until the next year's annual meeting. Each Officer shall hold office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall be removed in the manner hereinafter provided.
- B. Directors shall serve a term of two years. They may thereafter be re-elected for one additional term of two years. Regional and Corporate Directors shall serve a maximum of two consecutive terms, for a total of four years. In the case whereby no candidate is offered to fill a vacant Regional or Corporate Director's position, the President may elect to nominate a current Director to continue in that position for one additional term of two years.
- C. Candidates/representatives for National positions will remain the Chapter's candidate/representative until a special vote is called by the Board of Directors or President to have the Nominating Committee solicit interested parties to fill the position.
- D. The Nominating Committee will prepare a slate of candidates to fill vacancies for the membership to elect at the annual meeting.
- E. Any member entitled to vote at the Chapter Business meeting shall have the privilege to make nominations from the floor
- F. When more than one nomination exists for a vacancy, election will be by secret written ballot. Results will be tabulated and announced during the meeting.

Section 3: Disqualification and Resignation

Any Officer, Board Member or National Representative who moves out of the geographical region covered by the Northwest Chapter or who is no longer a member of AAAE or an

Executive member of the Chapter, shall automatically be disqualified from continuing as an Officer, Board Member or National Representative of the Northwest Chapter.

Section 4: Removal

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

Section 5: Vacancies

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

Article VI – Amendments and Policies

Section 1: Amendments

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

Section 2: Approval

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

Section 3: Policies

Policy decisions may be adopted by the Board of Directors or the general membership. Such decisions may expand, interpret and/or implement the intent and provisions of the Constitution and By-Laws. Approval of policies and other motions shall be by a majority vote except where these By-Laws require a larger affirmative vote. Policy decisions shall be filed with the official minutes of the meeting of the Chapter and/or Board of Directors.

Amendments: