

CONSTITUTION and BY - LAWS

GREAT LAKES CHAPTER

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES, INC.

Adopted in Chicago, Illinois, August 1, 1968
Amended in Norman, Oklahoma, October 8, 1968
Further Amended, Daytona Beach, Florida, May 23, 1971
Further Amended, Boyne Falls, Michigan, August 10, 1974
Further Amended, Portland, Oregon, June 9, 1975
Further Amended, Atlanta, Georgia, May 3, 1977
Further Amended, Las Vegas, Nevada, May 22, 1988
Further Amended, Toledo, Ohio, August 10, 1991
Further Amended, Branson, Missouri, August 8, 1998
Revised, Lexington, Kentucky, July 18, 2003
Further Amended, Columbus, Ohio, August 7, 2009
Further Amended, Bellaire, MI, August 8, 2014

CONSTITUTION and BY-LAWS

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**GREAT LAKES CHAPTER,
AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES, INC.**

A nonprofit organization organized under the laws of the State of Wisconsin.

CONSTITUTION AND BY-LAWS

ARTICLE I

NAME, PURPOSE, OFFICES AND OBJECTIVES

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

SECTION 2. PURPOSE: In keeping with Article I, Section 2 of the Constitution of the American Association of Airport Executives, Inc., the purposes of the Great Lakes Chapter shall include those of the parent organization and shall be 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 and assist professional growth of Chapter members.
- (d) To promote airport safety and operational efficiency by encouraging the airport management profession to develop and apply modern techniques to airport management.
- (e) To establish and develop a systematic interchange of information and experience in the development, maintenance and operation of airports.
- (f) To foster public recognition and respect for the airport management profession.
- (g) To cooperate with other organizations working for the general benefit of aviation.
- (h) To represent airports and the airport management profession before appropriate government bodies.
- (i) To foster, promote and assist the development of air transportation.
- (j) To promote a diverse population within the airport management profession.

SECTION 3. OFFICES: The Chapter shall maintain a principal office in the County of Milwaukee, the location of which may be changed from time to time by action of the Executive Committee, and, in the absence of any express direction otherwise by the said Committee, such office shall be the office of Chapter’s registered agent in said County. The Chapter may also maintain a business office for transaction of business and the receipt of communications between meetings for the members of the Chapter or its officers, the location of which shall be designated from time to time by the Executive Committee of the Chapter. In the absence of such designation, the business office of the Secretary-Treasurer of the Chapter or, should the President and Secretary-Treasurer so agree, the business office of the President of the Chapter may be such business office.

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

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

ARTICLE II

MEMBERSHIP, APPLICATION, AND DUES

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

- (a) Executive: Membership in the Executive category shall be open only to persons exercising active responsibility for management, supervision or administration of a public airport and who are continuously engaged in such activity in the states of Nebraska, Iowa, Missouri, Michigan, Wisconsin, Illinois, Minnesota, North Dakota, South Dakota, Ohio, Indiana, and Kentucky, and in Ontario and Manitoba, Canada.
An Executive member may retain this designation for a maximum of 90-days after they discontinue working at a job that qualifies them for the Executive membership status.
- (b) Associate: Membership in the Associate category shall be open to any individual who is interested in and subscribes to the PURPOSES of the Chapter, as described in Article I, Section 2.
- (c) 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.
- (d) Honorary: Membership in the Honorary category shall be open to those individuals who have demonstrated outstanding dedication and achievement in the field of airport development, administration, management, or any related field of aviation.
The privilege of honorary membership shall be extended to such individuals only by a two-thirds (2/3) affirmative vote of the membership present at any regular or special meeting.
Members granted honorary membership shall be exempt from annual dues as described in Article II, Section 5, and shall retain voting privileges as described in Article III, Section 6.

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 organization.

SECTION 3. MEMBERSHIP LIST: The Secretary/Treasurer of the Great Lakes Chapter shall maintain accurate membership records.

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

- (a) The action of the Executive Committee 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 Great Lakes Chapter, as set forth above, shall pay annual 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 Great Lakes Chapter. Those members designated, as Honorary shall pay no dues.

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 120 days of the due date shall cease to be a member of the Great Lakes Chapter without further action on the part of the Chapter.

SECTION 7. ETHICS: The Great Lakes Chapter endorses the Code of Ethics as adopted by the parent organization, American Association of Airport Executives (AAAE). This Code of Ethics shall be binding upon all chapter members.

The Chapter President, when deemed necessary, may appoint an Ethics Committee consisting of a Chair plus four other chapter members.

The duties of the Ethics Committee shall include, but not be limited to:

- (a) Review and/or monitor the activities of the AAAE Ethics Committee and report to the President and Executive Committee any activities of interest or amendments to the AAAE Code of Ethics and/or related rules and procedures.
- (b) Advise the President on any issues or concerns pertaining to ethics that have been brought before the Ethics Committee.
- (c) Upon the request of the President, conduct an investigation, under rules of procedure and practice as prescribed by the Executive Committee, into any complaint pertaining to breach of ethics by any chapter member.

ARTICLE III **MEETINGS**

SECTION 1. CHAPTER MEETINGS:

- (a) There shall not be less than two Chapter business meetings each calendar year. The annual meeting shall be held at a time and place designated by the Executive Committee 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 the Annual Conference of the American Association of Airport Executives, or other designated time and location.

- (b) The President may, at his or her discretion, call additional meetings of the membership upon the concurrence of the Executive Committee.
- (c) No Chapter business meeting shall be held unless written notice of such meeting has been provided to members at least 15 days prior to the meeting. Such notice shall be issued by the Secretary/Treasurer of the Chapter.

SECTION 2. MEETINGS OF THE EXECUTIVE COMMITTEE: Regular meetings of the Executive Committee 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 Executive Committee shall be given to each Committee member at least 15 days prior to the date of such meeting by the Secretary/Treasurer.

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

SECTION 4. EXECUTIVE COMMITTEE 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 Executive Committee to act on any matter expeditiously, the President may authorize the Executive Committee to vote on such matter by written ballot, e-mail, or facsimile without the conduct of a meeting of the Executive Committee. The date and results of such mail, e-mail, or facsimile vote shall be recorded in the Minutes of the Chapter's proceedings. Actions of the Executive Committee made without a meeting shall require a majority vote of all Executive Committee members present.

SECTION 5. QUORUM: General and Executive Committee Meetings: A majority of the members present at any regular annual meeting, including the Winter Executive Committee Meeting or any special or called meeting of the Chapter shall constitute a quorum for the conduct of business.

SECTION 6. VOTING PRIVILEGES: Every member of the Chapter in good standing 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 EXECUTIVE COMMITTEE MEMBERS

SECTION 1. OFFICERS: There shall be three duly-elected Officers of the Great Lakes Chapter which shall consist of a President, First Vice-President (President Elect) and Second Vice-President. Only an Accredited Airport Executive 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 principle Executive Officer of the Chapter and shall, in general, supervise all of its affairs and office appointments. The President shall preside at all meetings, and shall perform such other duties and shall assume and discharge such other responsibilities as the membership may, by Resolution, from time to time direct.

SECTION 3. FIRST VICE-PRESIDENT (PRESIDENT ELECT): In the absence of the President from any meeting or conference or in the event of the President's inability or refusal to act in the performance of the President's official duties, the First Vice-President (President Elect) shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all restrictions upon the President.

SECTION 4. SECOND VICE-PRESIDENT: In the absence of the President and First Vice-President, or in the event of their inability or refusal to act in the performance of their official duties of the President and when so acting, the Second Vice-President 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 Executive Committee 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.

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'/Executive Committee 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, determine eligibility for new members, and issue membership cards for new members;
- (e) Have custody of and be responsible for all funds of the Chapter, give receipts as necessary for any and all monies due and payable to the Chapter and shall deposit all such monies in the name of the Chapter in such banks, trust companies or other depositories as shall be selected by the Officers;
- (f) Invoice and collect all membership dues;
- (g) Prepare periodic reports of financial status, as directed by the Officers; and
- (h) In conjunction with the Officers, prepare an annual budget for presentation to the membership.

SECTION 6. EXECUTIVE COMMITTEE: The Executive Committee shall manage the business affairs of the Chapter in accordance with the provisions of the By-Laws. The three duly-elected Officers, as provided in Section 1 of this Article, along with the Secretary/Treasurer, Immediate Past President, state/provincial representatives and the members of the parent association Board of Directors representing the Chapter, will constitute the Executive Committee of the Great Lakes Chapter.

SECTION 7. APPOINTMENT OF STATE/PROVINCIAL REPRESENTATIVES AND TERM OF OFFICE: The Executive Committee members shall be chosen by a caucus of members present from each state/province at the annual meeting of the Chapter. The selection by each state/province shall be ratified by the membership. Each member so appointed shall serve a two year term or until a successor shall be appointed and qualified. In order to maintain continuity within the Executive Committee, the members representing the states of Nebraska, Iowa, and Missouri (Region I) and Minnesota, North Dakota and South Dakota (Region III), shall be appointed at the annual meeting of the Chapter held on the odd numbered years, while the members representing the states of Michigan, Wisconsin and Illinois (Region II), and Ohio Indiana, and Kentucky (Region IV) and Ontario and Manitoba, Canada (Region V), shall be appointed at the annual meeting held on even numbered years. Should any state/province not be represented at the Annual meeting to select a member of the Executive Committee as required herein, then the President shall appoint a representative from that state/province who shall be subject to ratification by the Executive Committee.

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

SECTION 9. COMPENSATION: None of the Officers of the Chapter, nor any appointed member of a standing committee, panel or representative of the Chapter shall be paid any compensation for their regular services to the Chapter; however, the Executive Committee 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 Great Lakes Chapter.

SECTION 10. EXECUTIVE DIRECTOR: The Executive Committee may employ an Executive Director upon such terms and conditions as may be approved by a majority vote of the Executive Committee at a duly constituted meeting of the Chapter.

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

ARTICLE V

NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATIONS: Nominations for Chapter Officers, Executive Committee, and the Chapter's candidate for a AAAE National Officer position, offices,

and vacancies, shall be developed by the Nominating Committee. The Nominating Committee shall be constituted generally by the following members: An accredited Chairman to represent the Chapter at the National level on nomination issues and two accredited Executive members with preference given to Past Chapter Presidents without a conflict of interest in their desire to be nominated.

The Nominating Committee will solicit, by mail, no more 180 days and no less than 15 days prior to an annual meeting, from the general membership of the Chapter, any interested parties to fill open positions.

- (a) The Nominating Committee will review all statements of interest from responding parties and ensure that the candidates meet minimum requirements as determined by the Executive Committee. All Chapter Officers, AAAE Board of Directors, and candidates for a AAAE National Officer position must be an Accredited Executive member of the parent organization prior to assuming office.
- (b) In the event a member of the Nominating Committee is interested in a vacancy, the President shall appoint another Executive Member of the Chapter to serve on the Committee.

SECTION 2. ELECTIONS AND TERM OF OFFICE:

- (a) The Nominating Committee will prepare nominations to fill vacancies for the membership to elect at the Annual Great Lakes Chapter meeting, to include Officers of the Chapter, members of the National Board of Directors and Chapter candidates/representatives for the AAAE National Officer position.
- (b) The Officers of the Chapter will serve until the next year's annual meeting. Each Officer shall hold office until his or her successor shall have been duly elected and qualified, or until death; or until resignation, or shall be removed in the manner hereinafter provided.
- (c) National Board of Directors shall serve a term of two years and may be re-elected.
- (d) Candidates for a AAAE National Officer position will be considered annually by the Nominating Committee and presented to the Chapter membership at the Chapter annual conference.

Any member with voting privileges, as outlined in Article III, Section 6, will be entitled to vote at the Chapter Business meeting, and shall have the privilege to make nominations from the floor.

When more than one nomination exists for a vacancy, election will be by secret written ballot. Results will be tabulated by the Secretary/Treasurer and announced during the meeting.

SECTION 3. DISQUALIFICATION AND RESIGNATION: Any chapter Officer or Executive Committee member who moves out of the geographical region covered by the Great Lakes Chapter, who is no longer a member of AAAE or an Executive member of the Chapter, or who is no longer actively engaged in airport management or an airport/aviation related professional or service industry position, shall automatically be disqualified from continuing as an Officer or Executive Committee member of the Great Lakes Chapter.

A Chapter member who is nominated by the chapter and duly elected by the AAAE as an AAAE Director, Board of Examiner (BOE) member or Officer representing the Great Lakes Chapter shall serve their term in accordance with the provisions of Article III and IV of the Constitution and Bylaws of the AAAE and/or such policies that may be adopted from time to time by the AAAE Board of Directors pertaining thereto.

SECTION 4. REMOVAL: Any Officer, elected or appointed, 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, disqualification or any other cause may be filled by an appointment by the Executive Committee 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 Executive Committee. 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, provided that a copy of the proposed amendment shall be mailed to the membership at least 15 days prior to such meeting; or a mail ballot authorized by the President and mailed to the voting membership by the Secretary/Treasurer, providing for the return of the ballot and counting of votes 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 Director shall submit any amendment to the by-laws to the Board of Directors of the American Association of Airport Executives for approval promptly upon the adoption thereof by the Chapter. Any such amendment to the by-laws shall become effective only upon the Chapter's receipt of approval by the Board of Directors of AAAE.

SECTION 3. POLICIES: Policy decisions may be adopted by the Executive Committee 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 the Executive Committee.