

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
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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 Medina, Ohio 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

Chapter Administrator of the Chapter or, should the President and Chapter Administrator 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, Kansas 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 Executive Director/Chapter Administrator of the Great Lakes Chapter shall maintain accurate membership records. 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 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, investigate, 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 three 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. The third meeting of the Chapter shall be the Winter Board Meeting held at a time and place designated by the Executive Committee for the purpose of determining the site selection of future Annual Conference location and other such business that may come before the general membership.
- (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 Executive Director/Administrator 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 Executive Director/Administrator.

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, electronic 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/or electronic 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 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. 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 Treasurer shall have all the powers of and be subject to all restrictions upon the President. The Treasurer shall serve as the Chair of the Chapter Business and Finance Committee and shall be responsible for all funds, and also perform all duties incidental to the office of the Treasurer, those duties directed by these By-Laws and such other duties as from time to time may be assigned by the President. The Treasurer is selected by the Chapter Officers from a pool of applicants then ratified by the membership at one of the two official chapter business meetings. The Treasurer serves at the discretion of the Chapter Officers.

The Treasurer shall:

- (a) Be the custodian of the Chapter financial records*
- (b) 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/by 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 agreed by the officers.*

- (d) Assure that all Chapter member dues, conference registration, sponsor and exhibitor fees are deposited in the appropriate accounts as in item (b) above prepare periodic reports of the Chapter financial status as requested by the officers*
- (e) Coordinate with the Executive Director or Administrator to publish financial reports as necessary for inclusion in the report packages for any regular and special meetings or at the request of the Officers and Executive Committee.*
- (f) Coordinate with the Executive Director or Administrator to publish the annual budget for presentation to the Officers and Executive Committee at the Winter Executive Committee Meeting or as requested by the Officers.*
- (g) Assure that the Chapter maintains adequate commercial liability, commercial auto, and crime liability insurance to protect the Chapters and its Officers.*

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 Treasurer, Immediate Past President, state/provincial representatives and the members of the parent association Board of Directors representing the Chapter, and a representative of the Corporate Advisory Committee, 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 and is eligible to serve a second consecutive term. Approval beyond two consecutive terms requires approval from the President. In order to maintain continuity within the Executive Committee, the members representing the states of Kansas, Nebraska, Iowa, and Missouri (Region 1) 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/ADMINISTRATOR:

The Officers and Executive Committee may choose to employ an Executive Director/Administrator 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/Administrator shall perform the duties specified in items (a) through (n) below and such additional duties as specified in an agreement and/or as may be assigned by the Officers and the Executive Committee.

The duties of the Executive Director/Administrator should be as follows:

- (a). Keep and disseminate the Minutes of the General Membership Meetings and Officer and Executive Committee meetings in accordance with these By-Laws.
- (b). See that all notices of member and/or Officer and Executive Committee Meetings are duly given in accordance with these By-Laws.
- (c). Be the custodian of records related to membership and meetings.
- (d). Maintain a list of all members of the Chapter and accept applications for new members and issue member identification cards and appropriate materials to new members.
- (e). Invoice Chapter members for annual dues each year at the close of the calendar year.
- (f). Report to and coordinate with the Chapter Treasurer regarding all payments made and revenues received for Chapter activities from: (1) Annual dues payments. (2) Monies received for all conference registrations, sponsor donations, exhibit fees. (3) All other income or expenses that may occur.
- (g). Provide clerical assistance to the Chapter Officers and Executive Committee and Chapter Committee Chairpersons as may be necessary.
- (h). Provide the necessary person(s) required to staff registration desks at all Chapter conferences.
- (i). Receive and process registrations, produce badges and attendance lists for all Chapter conferences/workshops.
- (j). Provide Website and social media management and technology support services.
- (k). Provide marketing and communication support services.
- (l). Provide Chapter conference and event management assistance as necessary working/coordinating with annual Conference hosts and/or AAAE staff.
- (m). Assist with Chapter conference sponsor fund raising as may be necessary.
- (n). Coordinate with the Treasurer regarding Chapter liability insurance needs as related to Chapter conference activities.

ARTICLE V NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATIONS: Nominations for Chapter Officers, Executive Committee, and the Chapter's candidate for a Regional Director position on the National Board as well as a AAAE National Officer position and other 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 email, 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, Regional Directors on the AAAE Board of Directors, and candidates for an 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 and Chapter candidates/representatives to serve as a Regional Director on the National Board and the Executive Committee.
- (b) The Officers of the Chapter will serve until the next year's annual meeting. Each Chapter 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) Regional and National Directors shall serve a term of two years on the National Board and may be re-elected.
- (d) Candidates for an AAAE National Officer position and seeking the Chapter's endorsement will be considered annually by the Nominating Committee and presented to the Chapter's Executive Committee for endorsement at the Chapter's Winter Board Meeting. Self-nominated candidates for a National Officer position remain eligible for the Chapter's endorsement if presented prior to the Winter Board Meeting.

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

When more than one nomination exists for a Chapter Officer, Regional Director or Executive Committee vacancy, election will be by secret written ballot. Results will be tabulated by the Executive Director/Administrator and announced during the meeting. With regard to National Officer position, the Chapter may nominate or endorse as many candidates for the vacancy as it deems appropriate.

- (e) The Nominating Committee will recommend a corporate committee member to be on the executive committee annually. The full membership will vote on this nomination at the annual 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 and/or electronic, 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 Executive Director/Administrator, 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.

*"Mail" throughout this document shall apply to e-mail, facsimile, or standard mail.

Section 2. APPROVAL: The Chapter President 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 the 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.