



By-Laws

Michigan Association of Airport Executives

Revised
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By-Laws
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ARTICLE I **PURPOSES**

Section 1. Purposes

The purposes of the Michigan Association of Airport Executives are to:

- A. Promote the development, redevelopment and retention of Michigan Airports.
- B. Encourage the exchange of ideas, methods, information and experience for the operation of airports, by conducting workshops, conferences, and seminars for airport officials, airport employees, aviation vendors, suppliers and persons with related interests.
- C. Research, identify, analyze, promote and encourage federal and state legislation for the good of Michigan airports.
- D. Cooperate with Michigan airport partners, the Federal Aviation Administration, Transportation Security Administration and the Michigan Department of Transportation Office of Aeronautics, in achieving programs which benefit Michigan airports.
- E. Provide professional development opportunities and training.

ARTICLE II **MEMBERS**

Section 1. Classes of Members

There shall be two classes of members, voting and nonvoting.

Section 2. Voting Members

Voting membership shall be open to airport or corporate organizations that are in good standing with the Association, current on payment of its annual membership dues, and meet the following requirements:

- A. Airport Members - Those organizations with active responsibility for the management, general superintendence or administration of an airport within the bounds of the State of Michigan.
- B. Corporate Members - Those organizations that are a public or private corporation that are engaged in one or more of the following activities: design, engineering, development or maintenance of an airport; the manufacture or sale of aircraft, aviation fuel, air navigation facilities, equipment or materials, or services used in establishment or operation of an airport.

Section 3. Voting Members Representatives

Each airport and corporate member organization shall identify a specific number of employees as Voting Representatives to speak for their organization and have the right to cast votes at any duly called general membership meetings of the Association. The number of Voting Representatives allowed for each organization shall be based on the membership rights as defined in Article III of these bylaws.

Section 4. Nonvoting Members

Nonvoting membership shall be open to individuals associated with organizations not affiliated with an airport or a corporate organization as defined in Article II, Section 1 as either Associate or Academic members as described below:

- A. Associate Membership may be held by any individual who is interested in any way with the management and operation of airports and subscribes to the Purposes of the Association as described in Article 1. Associate members shall not have the privilege of voting.
- B. Academic Membership may be held by any individual actively engaged in the study of airport management and/or a related field at an accredited college or university. Academic members shall not have the privilege of voting.

ARTICLE III
MEMBERSHIP MEETINGS

Section 1. General Membership Meetings

At least two (2) meetings of representatives of Voting Members of the Association shall be held each year, one of which shall be during the Annual Conference, no later than the 30th of September of each year between the hours of 8:00 a.m. and 5:00 p.m. for the purpose of electing Executive Board Members and for the transaction of such other business as may properly be brought before the membership.

Section 2. Special Membership Meetings

Special meetings of the members shall be held at the same place as the annual meeting unless otherwise directed by the Executive Board. Special Meetings may be called at any time by the President or 20% of the members upon requesting the same in writing. The Executive Director shall post on the Association's website notice of a Special Meeting not less than ten (10) calendar days before the Special Meeting and the notice shall state the time, place and purpose of the meeting.

Section 3. Notice

Notice of time and place of the General Membership meetings and Special Meetings shall be posted on the Association's web site. The notice shall be posted not less than 21 calendar days before the meeting. Such further notice shall be given as may be required by law. Meetings may not be held without notice. An emergency meeting may be called with posting on the Association's web site with 24hours notice and electronic mail notice provided to all voting members at the time of the posting.

Section 4. Quorum

A quorum of members at any meeting shall consist of twenty-five percent (25%) of the voting members (organizations) of the Association. A majority of the quorum is required to pass any measure or resolution unless otherwise specified by law, the Articles of Incorporation or these By-Laws. If a quorum is present, the members may adjourn from day to day as they see fit and no notice of such adjournment need be given. When a quorum shall be present upon such adjourned date any business may be transacted which might have been transacted at the meeting as originally called. If a quorum is not present, the members present in person may adjourn to such future time as shall be agreed upon by them and notice of such adjournment and newly scheduled meeting shall be mailed to each member at least seven (7) calendar days before such adjourned meeting.

Section 5. Voting

Voting Member Organizations shall identify Voting Representative(s) as the individuals authorized to represent their organization. The number of Voting Representatives entitled to each member organization is as follows:

- A. Large Hub Airport Members – are each entitled to authorize up to four (4) individuals as their Voting Representatives.
- B. Medium Hub Airport Members – are each entitled to authorize up to three (3) individuals as their Voting Representatives.
- C. Small Hub Airport Members – are each entitled to authorize up to two (2) individuals as their Voting Representatives.
- D. Non-Hub Airport Members, EAS Airport Members, and General Aviation Airport Members – are each entitled to authorize up to one (1) individual as their Voting Representative.
- E. Corporate Members – are each entitled to authorize up to one (1) individual as their Voting Representative.

Proxy voting is allowed pursuant to written proxy on file at the Association office or carried on the person exercising proxy rights. No person may have more than one (1) vote.

Section 6. Conduct of Meetings

All meetings of the members shall be presided over by the President, or, if he/she is not present, the succession of the Executive Board. All elections shall be had and all questions decided by a majority vote of the quorum present unless otherwise provided by law, the Articles of Incorporation, or these By- Laws.

The following order of business shall be observed at both General Membership Meetings and when pertinent, at all Special Meetings:

- A. Roll Call
- B. Approval of Minutes of the previous meeting(s)
- C. Treasurer’s Report
- D. President’s Report
- E. Executive Director’s Report
- F. Report of the Officers
- G. Report of the Committees
- H. Election of Officers (Annual Conference only)
- I. Unfinished Business
- J. Membership or Public Comment
- K. New Business

ARTICLE IV
EXECUTIVE BOARD

Section 1. Executive Board

The Executive Board shall consist of the Officers, Trustees, Past President and a Corporate Member Representative of the Association and shall manage the affairs of the Association.

Section 2. Meetings

The Executive Board shall meet at least four (4) times per calendar year at the time and place to be determined by the Executive Board. Special Board Meetings may be called by the President or 50% of the Executive Board, giving at least ten (10) calendar days, but no more than thirty (30) calendar days' notice to each Board Member.

Section 3. Quorum

Fifty percent (50%) of the Executive Board shall constitute a quorum for the transaction of business and the action of the majority of the Board Members present at a meeting in which a quorum is present shall be the action of the Board except as otherwise specifically provided in these By-Laws. An Executive Board Member may participate in a meeting in person only.

Section 4. Powers

The Executive Board shall have the general management and control of the business and affairs of the Association and shall exercise all the powers that may be exercised or performed by the Association under the Statutes of the State of Michigan, the Articles of Incorporation or these By-Laws.

Section 5. Functions of the Executive Board

The Executive Board shall perform the following functions:

- A. Establish policies of the Association, adopt the budget, recommend to the membership the amount of annual dues, and adopt rules for the conduct of its own business.
- B. Receive and act upon reports or recommendations from any organizational constituent, standing committee(s), and any staff which may be appointed by the Executive Board.
- C. Receive at its first session at the time and place of the annual meeting a report from the committee or staff in which the work, the accomplishments, and the financial status of the Association shall be reviewed and a statement made of the major activities contemplated for the ensuing year.
- D. Establish committees of the Association; combine or discontinue committees; maintain coordination among committees; formulate general rules governing their policies.
- E. May retain or terminate services needed by the Association.

Section 6. General Powers as to Negotiable Paper

The Executive Board shall from time to time prescribe the manner of making, signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Association. Unless otherwise specified in the Articles of Incorporation, such negotiable paper shall be signed by one designated officer or agent. The Executive Board may cause an annual audit or review to be performed.

Section 7. Powers as to other Documents

The Executive Board may authorize an officer or officers, trustee or trustees, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Association, and such Authority may be general or confined to specific instances. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the Association by the President and at least one other officer, and the corporate seal may be thereto affixed and attested by the Secretary/Treasurer. Unless otherwise specified, such documents shall be signed by at least two (2) officers, trustees, or agents.

Section 8. Action by Written Consent

If and when the majority of the Executive Board shall consent in writing to any action to be taken by the Association, either before or after the action is taken, such action shall be a valid Corporate action as though it had been authorized at a meeting of the Board members and the written consents shall be filed with the minutes of the proceeding of the Executive Board.

Section 9. Compensation

Members of the Executive Board shall not be compensated for serving. Actual expenses for and on behalf of the Corporation may be reimbursed if authorized by resolution of the Executive Board.

Section 10. Committees

The Executive Board may designate two (2) or more of its number to constitute a committee appropriately designed to function in specific instances, to research, study, manage, or recommend to the Executive Board action to be taken. Unless specified by the Executive Board by a majority vote, the recommendation of an appointed committee is not binding.

ARTICLE V
EXECUTIVE BOARD MEMBERS

Section 1. Composition of the Executive Board

The Executive Board shall be comprised of a maximum of seven (7) individuals, each meeting the requirements of Voting Members as defined in Article 2, Section 2 of these By-laws. Three (3) members of the Board shall be Officers. The Officers shall consist of a President, Vice-President, and Secretary/Treasurer. Two (2) members of the Board shall be Trustees. The Executive Board shall also include the Past President and one (1) representative of a Corporate Member. Only representatives of Airport Members shall be eligible to hold Officer, Past President, and Trustee positions on the Executive Board. All seven (7) members of the Executive Board shall have voting rights of the Executive Board.

Section 2. Term of Office and Elections

- A. The term of office of all Executive Board members shall commence upon their election and shall continue for one (1) year or until their respective successors are chosen or until their resignation or removal. Any Executive Board member may be removed from office at any meeting of the Executive Board, with or without cause, by the affirmative vote of the majority of the Executive Board members then in office, whenever in their judgment; the best interests of the Association will be served thereby. An Executive Board member may resign by written notice to the Association. The resignation shall be effective upon its receipt by the Association or at a subsequent time specified in the notice of resignation. The Executive Board shall have the power to fill any vacancies in any position. Vacancies filled shall be until the next election.

- B. Elections shall be held once a year at the General Membership Meeting at the Annual Conference. A nominating committee composed of a minimum of three (3) past presidents, appointed by the President, shall submit a slate of Executive Board members to the General Membership Meeting at the Annual Conference. Motions from the floor may be made for additional candidates at the Annual Conference. The election shall be by written ballot, should there be nominations from the floor, and otherwise, the Secretary/Treasurer upon motion of the membership shall cast a unanimous ballot.
- C. Newly elected Executive Board members shall begin their administration after the formal ceremony at the Annual Conference. The formal ceremony of transfer of administration from the past officers to the new officers shall be carried out at the final banquet of the Annual Conference in September.

Section 3. President

The President shall preside at all meetings of the Executive Board and have general charge and control over the affairs of the Association, subject to the Executive Board. The duties and authority of the President shall include, but not be limited to, executing the orders and resolutions of the Executive Board, executing all authorized conveyances, contracts, or other obligations in the name of the Association, unless otherwise expressly stated by the Executive Board.

Section 4. Vice-President

The Vice-President shall perform such duties as may be assigned by the President or the Executive Board. In case of death, disability or absence of the President, the Vice-President shall perform and be vested with all duties and powers of the President and shall perform such other duties as the Executive Board shall prescribe until a successor President is elected.

Section 5. Secretary/Treasurer

The Secretary/Treasurer shall keep accounts of all monies of the Association received or disbursed, and shall deposit all monies and valuables in the name of and to the credit of the Association in the banks and depositories as the Executive Board shall designate. Checks against the Association accounts shall be signed as directed by the Executive Board. The Secretary/Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and other Executive Board members, at the regular meetings of the Board, or whenever they may require, an account of his/her transactions as Secretary/Treasurer and of the financial condition of the Association. If required by the Executive Board, he/she shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Executive Board for the faithful performance of the duties of his/her office. The Secretary/Treasurer shall also review record of votes, minutes of all proceedings, and notice of all meeting as prepared by the Executive Director.

Section 6. Trustees

The Trustees of the Executive Board shall participate in meetings of the Board and perform duties the Executive Board requires including but not limited to participation on Committees.

Section 7. Past President

The Past President shall serve on the Executive Board, serve on the election nomination committee, provide counsel and historical perspective to the Executive Board, and act as a mentor to new Board Members.

Section 8. Corporate Member Representative

The Corporate Member Representative shall serve on the Executive Board shall participate in meetings of the Board and perform duties the Executive Board requires including but not limited to participation on Committees.

ARTICLE VI
FISCAL YEAR

Section 1. Fiscal Year

The books of the Association shall be closed on December 31st of each year. The books shall be kept on the accrual basis with such modifications as the Executive Board may direct.

Section 2. Financial Statement

Within sixty (60) calendar days of the close of the fiscal year, a financial statement for the Association consisting of a statement of financial condition and a statement of the results of its operations shall be presented to the Executive Board by the Secretary/Treasurer.

ARTICLE VII
INDEMNIFICATION

Upon a vote of the Executive Board, each Executive Board Member of the Association now or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such officer, or by reason of any action alleged to have been taken, omitted, or neglected by him/her as such Executive Board Member; and the Association shall reimburse each such person for all legal expenses reasonably incurred by them in connection with any such claim or liability, provided however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his/her own willful misconduct or gross negligence.

The amount paid to any Executive Board Member by way of indemnification shall not exceed his/her actual, reasonable, and necessary expenses incurred in connection with the matter involved. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe his/her conduct was lawful.

ARTICLE VIII
ANNUAL DUES

Annual dues shall be as recommended by the Executive Board and approved by the membership.

ARTICLE IX
TERMINATION OF MEMBERSHIP

Membership shall be automatically terminated for failure to pay dues. No portion of the dues are refundable for any reason.

ARTICLE X
ANNUAL CONFERENCE

Section 1. Any political jurisdiction or airport can apply to host the Annual Conference by submitting the following documents:

- A. An invitation in writing from a Voting Member of the Association stating he/she wishes to host the conference. In addition, they will provide guidance as to available properties that would have adequate rooms and meeting facilities and a desire to host the conference.
- B. An invitation in writing from the motel or hotel involved stating they have adequate meeting facilities and that they also desire to host the conference.

Section 2. Any sponsor desiring the Annual Conference shall submit the required invitational documents to the President at least one (1) year in advance of the conference date requested.

Section 3. A conference site selection committee will be appointed by the President to review the invitations and investigate the proposed sites and at a future Executive Board Meeting of the Association this committee will report and make a recommendation to the Board in regard to their findings.

Section 4. The Executive Board members in attendance at the Executive Board Meeting will choose by simple majority vote the site for the Annual Conference.

Section 5. In selecting an Annual Conference site, the Upper Peninsula shall be given preference every fifth year from its previous hosting and Mackinac Island shall be considered to be part of the Lower Peninsula.

ARTICLE XI
PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation and these By-Laws.

ARTICLE XII
RESTRICTION OF POWERS

In the event of dissolution, all assets, real and personal, shall be distributed to governmental entities or to such organizations as are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Service Code or the corresponding provision of a future United States Internal Revenue Service law.

ARTICLE XIII
AMENDMENTS

Any of these By-Laws may be amended, altered, or repealed by a two-thirds (2/3) vote of the voting members present at any General Membership Meeting or at any Special Meeting called for that purpose. Proposed amendments to the By-Laws must be provided to each voting member at least ten (10) calendar days prior to a scheduled meeting.