

**NORTHEAST CHAPTER
AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES**

P.O. Box 8

West Milford, NJ 07480

As amended: August 1996

As amended: August 2006

CONSTITUTION & BYLAWS

ARTICLE – I

Section 1 - NAME - The name of this association shall be NORTHEAST CHAPTER/ AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES, Inc. For brevity this organization may be known by the capitalized first letter of each of the words comprising its name, that is, "NEC/AAAE." No punctuation shall be used with letters "NEC/AAAE." The abbreviated name may be used in all official correspondence or communications, verbal or written, of the officers or members of the Chapter.

Section 2 - PURPOSES - The purposes of this Chapter shall be:

- a) To assist in the further development within Region 1, the Northeast Region, of the American Association of Airport Executives, of the purposes of that organization as set forth in its Constitution and Bylaws.
- b) To determine and enforce proper professional codes and standards among airport executives.
- c) To promote professional stability in the administrative functions of airport control.
- d) To promote the highest standards in all technical operation necessary to the public safety and efficient airport control.
- e) To establish systematic interchange of information and experience in the development and maintenance of airports.
- f) To foster public recognition and respect of the airport executive profession.
- g) To cooperate with other organizations working for the general benefit of aviation.

And, in addition, to:

- a) Augment the educational efforts of the parent organization by bringing together a membership that shares similar problems and interest because of its regional proximity.
- b) Actively seek new members for the Chapter and the parent organization for the purpose of upgrading the airport management profession and revitalizing the Northeast Chapter.
- c) Enhance the professional and managerial standards of the membership by encouraging active, consistent and constructive participation in the Chapter and parent organization.

Section 3 - OFFICES - The Chapter shall maintain an office as established by the Executive Committee.

Section 4 - CORPORATE DIRECTORS - In accordance with the laws of the Commonwealth of Massachusetts in which the Northeast Chapter is incorporated, there will be seven directors of the Northeast Chapter with a majority being residents of the Commonwealth. These directors must be active members of the Chapter and shall serve indefinitely until declared ineligible due to change in residence or until termination of membership.

ARTICLE II

Section 1 - MEMBERSHIPS - The membership of the Chapter shall be open to those in active membership status in the AAAE, those eligible for membership in AAAE, and those whose official positions are in Region 1 of the AAAE. Region 1 (Northeast) shall be defined and specified by the parent organization, AAAE.

Section 2 - MEMBERSHIPS - All memberships in the Chapter shall be dependent upon written application made therefore and bearing the approval of one member in good standing of the Chapter.

Section 3 - MEMBERSHIP LIST - The Secretary of the Chapter shall maintain a list of all members.

Section 4 - DUES - Dues for each classification of membership shall be in accordance with a schedule of dues adopted by the membership at any annual or special meeting.

Section 5 - PAYMENT OF DUES - All dues shall be on a calendar year basis and shall be due and payable within thirty days of the due date. Any member failing to pay dues within ninety days of the due date shall cease to be a member of the Chapter without further action on the part of the Chapter. Honorary or Executive Emeritus Members shall not be required to pay Chapter dues.

Section 6 - VOTING PRIVILEGES - Each member in the classification of Accredited, Executive, Executive Emeritus and Honorary shall be entitled to one vote. All other membership classifications, including Affiliate, Associate, and Student, shall not have voting privileges except where, by recommendation of the President, a majority of the voting membership present at any meeting extends the right to vote. The conveyance of such voting rights shall only be exercised when the issue at hand impacts classes of membership not normally entitled to vote. Except as provided in Articles IV, Section 1, voting shall be in person not by proxy.

Section 7 - ANNUAL MEETING - The annual meeting of the membership of the Chapter shall be held at least once each year at a time and place to be determined by the President for the purpose of electing officers and directors, and for the transaction of such other business as may come before such annual meeting. Special meetings may be called from time to time by the President of the Chapter. Any notice of a special meeting shall be issued by the Secretary or, due absence, inability or refusal to act, said notice may be issued by the President of the Chapter. No annual or special meeting shall be called with less than ten days written notice given to all members. Annual meetings of the Chapter shall be held concurrently with annual meeting of the parent organization, or may be held separately there from as the President may determine.

Section 8 - QUORUM - Five voting members, in addition to any officers present at any annual or special meeting or called meeting of the Chapter, shall constitute a quorum for the conduct of business.

Section 9 - CLASSES OF MEMBERSHIP - Accredited membership shall be open to those who have gained Accredited Airport Executive status as granted by AAAE. Executive membership shall be open to those who are currently engaged in the management of a public use airport and have been so engaged for at least three years. Those actively engaged in the management of a public use airport but not meeting the experience requirement shall be classified as Affiliate and remain as an Affiliate until the experience requirement is satisfied. Executive Emeritus membership shall be open to those Accredited and Executive members who have retired for reasons of health or age. Honorary membership shall be open to any individual who is or has been outstanding in airport management or related aviation field, and who has been accorded this privilege by a two-thirds vote of the members at any annual or special meeting. Associate membership shall be open to any individual or entity not otherwise qualified for membership who has an active interest in airports and airport management.

ARTICLE III

Section 1 - OFFICERS - The officers of the Chapter shall be four and consist of a president, vice president, treasurer, and secretary. All officers shall be Accredited or Executive Members, and only Accredited Members shall be eligible for election to offices of president and vice president. Members aspiring to the office of secretary or treasurer shall be, as a minimum, enrolled in the accreditation program prior to being elected. The officer next eligible for election to the office of vice president shall be attained accredited status no later than sixty days prior to the first business meeting at the annual conference of the Chapter.

Section 2 - ELECTION OF OFFICERS AND TERM OF OFFICE - The officers of the Chapter shall be elected annually for the next ensuing year by the voting members at the annual meeting of the membership. Each officer and director shall hold office until a successor shall have been duly elected and shall be qualified or until death or resignation or removal in the manner hereinafter provided.

Section 3 - REMOVAL - Any officer or director elected or appointed may be removed by a two-thirds vote of the voting membership at the annual or a special 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 4 - VACANCIES - A vacancy in any office because of death, resignation, removal, disqualification or other cause may be filled by the Executive Committee to serve until the next annual meeting of the Chapter.

Section 5 - PRESIDENT - The president shall be the principal executive officer of the Chapter and shall, in general, supervise all of the affairs and office appointments. The president 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 6 - VICE PRESIDENT - 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 official duties the 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 7 - SECRETARY - The secretary shall:

- keep the minutes of meetings of the membership and of the Executive Committee;
- see that all notices of meetings are duly given in accordance with these By-laws;
- keep a list of all members of the Chapter, issues membership cards and certificates;
- act as custodian of the records;
- sign, with the president, cards for membership in the Chapter;
- and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the office.

Section 8 - TREASURER - The treasurer shall:

- keep a complete roll of the membership of the Chapter;
- have custody of and be responsible for all funds of the Chapter;
- give receipts for any and all moneys to the Chapter;
- deposit all moneys in the name of the Chapter in such banks, trust companies or other depositories as shall be selected by the officers;
- collect member dues and submit to the secretary the name of each member for whom such dues have been received.

Section 9 - STANDING COMMITTEES, PANELS OR REPRESENTATIVES - In addition to the officers and directors, there shall be such standing committees, panel, or representatives which shall be appointed by the president and subject to his supervision. They shall perform the duties outlined for them by the officers and, directors, and shall also perform such other duties as the president may require.

Section 10 - COMPENSATION - None of the officers, directors, nor members of standing committees or panels shall be compensated for their services to the Chapter. Upon authorization of the Executive Committee, the treasurer may reimburse an officer, director or member of a committee or panel for direct expense incurred while acting for the Chapter in any of the above enumerated categories.

Section 11 - EXECUTIVE COMMITTEE - The business and affairs of the Chapter shall be managed by its Executive Committee in accordance with the provisions of these Bylaws. The duly elected officers and the immediate past-president of the Chapter shall constitute the Executive Committee. Three members shall constitute a quorum for the purpose of transacting business. The Executive Committee shall have the right to engage the services of a professional accounting firm and of a permanent secretariat in behalf of the Chapter and to set the levels of compensation thereof. The secretariat shall perform duties as assigned by the Executive Committee.

Section 12 - NOMINATING COMMITTEE - At least thirty days prior to the annual meeting of the members, the president shall appoint the chairman and two members of the Nominating Committee. All members of the committee shall be voting members as defined in Article II, Section 6 - The Nominating Committee shall prepare its recommendations for the slate of officers to fulfill the obligations of the Executive Committee in addition to its recommendations for the seven members corporate directors, and present same to the membership for vote at the annual meeting. In the event the president or any members of the president's airport staff declare his/her intentions to run for an office of the Executive Committee, a corporate directorship, or a national directorship, then the president shall instruct the vice-president to appoint the aforementioned Nominating Committee.

Section 13 - USE OF CHAPTER NAME - No function, activity nor subgroup shall use the words NORTHEAST CHAPTER/AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES nor the abbreviation NEC/AAAE without the prior approval of the Executive Committee. 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 Executive Committee or the membership of the Chapter.

ARTICLE IV

Section 1 - AMENDMENTS - The Bylaws may be amended by two-thirds of the voting members present at any annual or special meeting held in accordance with Article II, Section 7, provided that a copy of the proposed amendment shall be mailed to the membership at least ten days prior to such meeting. A mail ballot, authorized by the president and mailed to the voting membership by the secretary shall provide for the return of the ballot and counting of votes thirty days after mailing. The proposed amendment will be adopted, if it shall receive two-thirds of the votes returned.

Section 2 - EFFECTIVE DATE OF AMENDMENTS - Upon adoption of any amendment by the Chapter, the secretary shall promptly submit same to the Board of Directors of the American Association of Airport Executives. Upon receipt by the secretary of the approval of same by the Board of Directors of the American Association of Airport Executives, the amendment shall then become effective.