

Georgia Airports Association - Bylaws

ARTICLE I: NAME

1.1 Name. The name of this organization shall be the Georgia Airports Association, hereinafter referred to as the "Association", whose motto shall be, "Dedicated to an Airport and Aviation System that is Worthy of a Great State."

ARTICLE II: PURPOSE AND OBJECTIVES

2.1 Purpose and Objectives. The purpose and objectives of the Association shall be as follows:

2.1.1 To promote the growth, development, improvement and safety of airports in the State of Georgia by promulgating the Association's position on issues that further this objective.

2.1.2 To provide a forum within which airport officials discuss airport and aviation issues, share professional experiences, and consult with their peers.

2.1.3 To develop, compile, educate, and communicate to airport officials technical and professional information which furthers the efficient, safe, and effective management and administration of airports.

2.1.4 To provide the General Assembly and the Administration of the State of Georgia with the Association's informed opinion on airport and aviation issues so as to assist State officials in their deliberations.

2.1.5 To represent the Association membership at the executive and legislative levels of State government.

2.1.6 To undertake all other prudently considered programs designed to foster the State's airport and aviation interests as determined by the membership.

ARTICLE III: MEMBERSHIP

3.1 Membership. Upon written application to the Association in a manner prescribed by the Board of Directors, payment of the applicable annual fee and approval by the Board of Directors, applicants may become members of the Association in one (1) of the following six (6) categories:

3.1.1 Airport Member. Any airport in the State of Georgia may apply to become a member of the Association. All permanent, full-time employees and board members of that airport shall enjoy rights and privileges as members of the Association; However, only the designated representative of an Airport Member shall have voting privileges during the plenary sessions of the Association in directing the affairs of the Association. The Dues for Airport Membership for public airports will be structured as follows:

Commercial Service Airports. Any commercial service airport in the State of Georgia may apply to become a member of the Association. All permanent, full-time employees of the Commercial Service Airport shall enjoy rights and privileges as members of the Association. Annual dues for Commercial Service Airport membership shall be based on as currently classified National Plan Integrated Airport System (NPIAS) Hub Classification.

General Aviation Airports. Any General Aviation Airport in the State of Georgia may apply to become a member of the Association. All permanent, full-time employees of the General Aviation Airport shall enjoy the rights and privileges as members of the Association. Annual dues for General Aviation Airport membership shall be categorized based on annual operations.

3.1.2 Associate Member. Any person, not covered by article 3.1.3, who wishes to be closely identified with aviation, including federal, state, or local officials, which also includes pilots, and flying clubs, may apply for membership as an Airport Associate Member. Airport Associate Members are eligible to serve on the Board of Directors, however, cannot hold an officer position in the Association.

3.1.3 Corporate Member. Any business organization or individual who represents a business, that engages in airport or aviation goods and services or is associated with airport or aviation who wants to participate in Association activities and further their contacts with airport professionals may apply for membership as a Corporate Member. All permanent, full-time employees of that Corporate Member shall enjoy rights and privileges as members of the Association. Corporate Members elect the Corporate Member to the Board of Directors as described in Article 5.4.

3.1.4. Educational Members. Any person or institution that is identified with any accredited college or university, trade or technical school with a curriculum devoted to aviation education, may apply for membership as an Educational Member.

3.1.5 Student Member. Any person who is enrolled full or part time, in an aviation course of study at an accredited College or University may apply for membership as a Student Member. The classification of membership shall terminate when the member is no longer enrolled in the College or University or upon graduation.

3.1.6 Honorary Member. Any person who has performed distinguished service, or made a significant contribution to Georgia's airports, aviation community or the Association may be elected an Honorary Member. To be considered for such membership, a member of the Board of Directors must recommend the candidate to the Board of Directors, specifying the individual's qualifications in writing. Selection will be made by the board of directors. Only two (2) such memberships shall be bestowed in any year and is considered a life-long achievement award.

3.2 Membership categories may be amended by a majority vote of the Board of Directors as needed for the purpose of creating new member types and clarifying member-type descriptions. Potential members that may qualify for more than one category shall be offered membership in the highest category for which they are eligible.

ARTICLE IV: OFFICERS AND BOARD OF DIRECTORS

4.1 Officers. The officers of the Association shall consist of the President, Vice President, the Secretary, and the Treasurer. Officers shall be each a permanent full-time employee of Airport Member and whom shall be elected at the annual conference of the Association. Only one (1) permanent full-time employee per airport shall represent the Airport Member. Officers shall hold offices for a one-year term except for the Treasurer which shall be a two-year term. In order to be considered for an officer position, the nominee shall have served at least the previous year on the Board of Directors. All officers may seek re-election. The President must be the Airport Director (or equivalent) of a Member Airport or for an Air Carrier Airport, a next senior level representative of the Airport Director.

4.2 Board of Directors. The Officers of the Association together with the immediate Past President, Directors at Large, and One Corporate Member shall constitute the Board of Directors and shall conduct the business of the Association.

4.3 Directors at Large. The Directors at Large shall be permanent full-time employees of Airport Members in good standing. Only one (1) permanent full-time employee per airport shall represent the Airport Member. Four Directors at Large shall be elected at the Annual Conference of the Association for two-year terms on a staggered basis. (Two each year) Any additional elected at Large Directors elected at the Annual Conference shall serve one-year terms. Additionally, the President shall nominate two

Directors at Large to be appointed by the Board of Directors each serving a one-year term. Directors at Large may seek reelection or appointment as applicable.

4.4 Corporate Member. One Corporate member shall serve on the board of Directors for a two-year term and may be re-elected.

ARTICLE V: ELECTIONS AND TERM OF OFFICE

5.1 Nominations. Any Airport or Corporate Member who desires to be nominated for a position shall submit their interest to serve to the Nominating Committee at least 60 days prior to the annual conference.

5.2 Nominating Committee. Nominating Committee shall be headed by the immediate past president and comprised of at least two Airport Members selected by the President and confirmed by the Board of Directors.

5.3 Slate of Officers and Board Members. The Nominating Committee shall provide the membership a recommended slate of officers, and elected Board of Directors at least 30 days prior to the annual conference for consideration. All other nominees will be listed to the membership for consideration as well. The nominating committee should make recommendations that provide the broadest possible statewide representation integrating members from General Aviation as well as Commercial Service Airports and encompass geographic location, and diversity among its members.

5.4 Elections. At the first business session of the annual conference an election shall be held for Officers and Board of Director open positions by ballot by Airport Members. Each Airport has one vote. For the Corporate Board Member position, a separate ballot shall be utilized with only Corporate members casting one vote. All elected individuals will assume their positions immediately at the conclusion of the annual conference.

5.5 Vacancies and Replacements. Any vacancy which may occur in any of the board positions, except that of Past President and Corporate Board Member shall be filled for the unexpired term by a nomination of the president with a majority vote of a quorum of the Board of Directors. Should the Corporate Member leave employment with their corporation but remain in the same line of work and become a member of the Association the Corporate Board Member may remain on the board of directors. Should the Corporate Board Member leave employment with their Corporation and leave the line of work the position will be forfeited and filled at the next Annual Conference. A vacancy in the immediate Past President position will be filled by the most recent Past President that is in good standing with the Association.

ARTICLE VI: DUTIES OF OFFICERS AND BOARD OF DIRECTORS

6.1 President. The President shall preside at all business meetings of the Association and all meetings of the Board of Directors; however, the President may delegate authority to another Officer in cases of emergency. The President may preside at other meetings of the Association, shall appoint all committee chairmen of the Association, and shall, perform such other duties as are usually and ordinarily prescribed to the office of President or as may be assigned by resolution adopted by majority vote of the Board of Directors from time to time. The President shall vote in actions of the Board of Directors only as is required to prevent a tie vote.

6.2 Vice-President. The Vice-President shall assist, consult with, counsel, and advise the President. In the absence or disability of the President, the Vice-President shall assume the duties and responsibilities of and act for the President. The Vice-President shall perform such other duties as are usually and ordinarily incident to the office of Vice- President, including that of Parliamentarian, or as may be assigned by the President or directed by majority vote of the Board of Directors from time to time.

6.3 Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Association and of the Board of Directors. The Secretary shall give notices required to be given by the Board of Directors and by these Bylaws. The Secretary shall perform such other duties as are usually and ordinarily incident to the office of Secretary or as may be assigned by the President or directed by majority vote of the Board of Directors from time to time.

6.4 Treasurer. The Treasurer shall have oversight of the funds and securities belonging to the Association and shall receive, deposit, or disburse the same according to the direction of the Board of Directors and in accordance with Article VIII of the Bylaws. The Treasurer shall ensure that full, complete, and accurate accounts and records of the Association's finances at all times. The Treasurer shall perform such other duties as are usually and ordinarily incident to the office of Treasurer or as may be assigned by the President or directed by majority vote by the Board of Directors from time to time. The Treasurer shall prepare, or cause to be prepared, and file all annual tax returns of the Association. The Treasurer shall have general charge and shall be custodian of the Association's books, records, tax returns, articles of incorporation and official seal, and shall attest the signature of the President on and affix the seal to any lawfully executed instrument of the Association and shall keep at the principal office of the Association a roster containing the name and address of each current member thereof.

6.5 Immediate Past President. The immediate Past President shall serve as Chairman of the Nominating Committee and conduct new board member orientation as soon as practical following their selection.

6.6. Board of Directors. Subject to provisions of these Bylaws and to such action of the Association as may be taken from time to time at any annual or special meeting thereof, the Board of Directors shall exercise general control and supervision over the affairs of the Association and shall be empowered to determine all questions of policy as may arise during the intervals between such meetings. The Board of Directors shall meet at such time and place, physically, electronically, or telephonically, as may be designated by the President or by consultation and polling of the Board of Directors as far in advance as possible.

ARTICLE VII: MEETINGS AND VOTING

7.1 Association Meeting and Conferences. The Association shall hold an Annual Conference of the general membership at such time and place as may be determined by the Board of Directors upon a minimum one hundred eighty (180) days advance written notice to each member. Special called meetings of the Association may be held at such times and places as may be determined by majority vote of the Board of Directors. Conferences of the Association other than the Annual Conference may be held at such time and places and upon such notice as the President and the Board of Directors may designate.

7.2. Association Voting. On each question considered by the Association, including the election of officers, each Airport member in good standing shall be entitled to one (1) vote per Airport.

7.3. Board of Directors Meetings. The Board of Directors shall meet at least once quarterly, one of which meetings shall be held in conjunction with and at the time of the Annual Conference. Additionally, the Board of Directors shall have an Installment of Officers and Board Members transition meeting following the Annual Conference.

7.4. Board of Directors Voting. A majority of the membership of the Board of Directors shall constitute a quorum thereof, and each question considered thereby shall be decided by majority vote of those attending.

ARTICLE VIII: FINANCE

8.1 Dues. The annual dues of the Association for each member class and registration fee for the Annual Conference shall be established only once a year by the Board of Directors as shall be necessary to support the activities of the Association. Statements for dues shall be issued by the Association not later than thirty (30) days prior to the beginning of each fiscal year of the Association (Ref. Section 9.3). Any member who shall not have paid said annual dues within sixty (60) days after issuance of the Association's statement shall not be reinstated except upon payment of all outstanding dues.

8.2. Depository. The depository of the Association's funds shall be a state or federally chartered bank within the State of Georgia whose deposits are insured by the Federal Deposit Insurance Corporation (FDIC) and shall be selected by the Board of Directors. Said Depository may be changed from time to time as may be deemed necessary by the Board of Directors.

8.3. Accounts. To the maximum extent reasonably possible, the funds of the Association shall be deposited in an interest-bearing depository account(s) and/or interest-bearing time deposits.

8.4. Payments. Payment of the Association's obligations shall be authorized jointly by the President and the Treasurer. Authorizations may occur via electronic mail or telephone communications, with the appropriate back-up documentation required to support said expenditures.

8.5. Audit of Accounts. Not later than thirty (30) days prior to the close of each fiscal year of the Association, the Board of Directors shall employ a Certified Public Accountant (CPA) licensed to do business within the State of Georgia. Within one hundred and eighty (180) days after the close of the fiscal year, the said CPA shall review the financial books and records of the Association and report its findings to the Board of Directors for approval. The annual review shall thereafter be made available to all the Association's members upon request, as well as the Board of Director's written approval thereof. In its report, the review shall state, in its opinion, whether or not during the fiscal year audited the expenditures of the Association were in accordance with the duly adopted budget, all expenditures were for proper and authorized purposes, all income was properly received and accounted for, and all financial books and records were fully and accurately kept.

ARTICLE IX: MISCELLANEOUS

9.1. Incorporation. The Association shall be incorporated as a not-for-profit corporation within and under the laws of the State of Georgia.

9.2. Parliamentary Authority. The most current edition of Robert's Rules of Order shall be the parliamentary authority of the Association on all questions not covered by these Bylaws.

9.3. Fiscal Year. The fiscal year of the Association shall begin on January 1st and end on December 31st of the same calendar year.

9.4. Term of Membership. The term of each membership in the Association shall be July 1-June 30 of the following year.

9.5. Amendment of Bylaws. These Bylaws may be amended at the first business session of the Annual Conference of the Association, but only upon a two-thirds majority vote of all Airport Members represented and voting, provided any such proposed amendment shall have first been submitted in writing to each member of not less than thirty (30) days in advance of said meeting and introduced at the first business session of said Annual Conference.

9.6 Emergency Powers. In the event of any emergency resulting from a widespread pandemic, or similar disaster resulting in the declaration of a state of emergency (or similar declaration) by Federal or state and during the continuance of such emergency, the following Bylaws provisions shall be in effect: A meeting or teleconference meeting of the Board of Directors may be called by the President. These Bylaws may be amended or repealed, in whole or in part, by a majority vote of the directors attending the meeting of the Board of Directors, provided such amendment or repeal shall only be effective for the duration of such emergency.

END

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