

ARTICLE I: NAME

- 1.1 Name. The name of this organization shall be the Georgia Airports² 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 public use 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; and
 - ~~2.1.5~~ 2.1.6 To undertake any and all other prudently considered programs designed to foster the State’s airport and aviation interests as determined by the membership.

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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) ~~or more~~ of the following fivesix (56) categories:
- 3.1.1 Airport Member. ~~The owner, proprietor, sponsor, or designated representative of a~~Any public-use airport in the State of Georgia may apply to have his or her airport become a member of the Association. Only the representative of an Airport Member shall

have voting privileges during plenary sessions of the Association in directing the affairs of the Association. All permanent, full-time employees of that airport shall enjoy rights and privileges as members of the Association; however, only an authorized Designated Representative shall enjoy voting privileges. Each ~~Airport Member~~ member airport shall be entitled to one (1) vote.

~~The person who exercises an Airport Members voting privilege shall be determined by, and serve as, the representative of the member airport.~~

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~~3.1.3.1.2~~ Airport Executive Member. Any person gainfully employed or otherwise actively and continuously engaged in the professional executive-level management or administration of a public-use airport in the State of Georgia may apply for membership as an Airport Executive Member. Only Airport Executive Members are eligible to hold elective office in the Association. Each Airport Executive Member shall enjoy voting privileges.

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~~3.1.3.1.3~~ Corporate Member. Any corporation or entrepreneur who engages in airport or aviation goods and services, or any business organization associated with airport or aviation 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 shall not enjoy voting rights, other than the Board of Directors member described in Article 4.2..;

~~3.1.4~~ Associate Member. ~~Any person or official other than those specified in paragraphs 3.1.2 and 3.1.3 above who shares the Association's purpose and objectives may apply for membership as an Associate Member.~~

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~~3.1.5~~ 3.1.4 Student Member. Any person who is enrolled full time in an aviation course of study at an accredited College or University may apply for membership as a Student Member. This classification of membership shall terminate when the member is no longer enrolled in the College or University or upon graduation. Student Members shall not enjoy voting rights.

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~~3.1.6~~ 3.1.5 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 candidates to the Board of Directors, specifying the individual's qualifications in writing. Thereafter, and upon a

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majority vote of the Board of Directors, the candidate may be presented to the full membership for consideration. A simple majority vote of the membership at the Association's Annual Meeting and Conference is sufficient to elect an Honorary Member. Except for the election of such members at the Association's first meeting, only two (2) such memberships shall be bestowed in any one calendar year. Honorary Members shall enjoy voting rights.

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.

4.2 Board of Directors. The Board of Directors of the Association shall consist of the Officers of the Association, one (1) Corporate Member voted on by the Association at Large, the immediate past President, and no less than four (4) Directors At Large. The President shall select from the membership and appoint the ~~four (4)~~ Directors At Large so as to provide the broadest possible statewide representation on the Board, integrating members from General Aviation as well as Commercial Service Airports whenever possible.

Comment [A11]: This should be up to the President to determine how many people He/She/she needs to be on the Board.

4.24.3 Board of Directors Succession Plan. The President, Vice President and Secretary are positions that have had at least one (1) year of membership in the Association and can fulfill the attendance requirement at the quarterly meetings. The succession of the Board is as follows: the current Secretary is next year's Vice President; the current Vice President is next year's President; and the current President is next year's Immediate Past President.

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ARTICLE V: ELECTIONS AND TERM OF OFFICE

5.1 Nominations. Nominations for President, Vice-President, ~~and Secretary, and Treasurer~~ shall be offered by a Nominating Committee comprised of ~~five (5) representatives of the Airport Members of the Association who shall be appointed, and its chairman designated, by the President no later than thirty (30) days prior to the Annual Meeting of the Association~~ Board of Directors members. The residences of the ~~Nominating Committee~~ nominated members shall be well distributed over the State to allow maximum participation from member airports. The Nominating Committee shall meet prior to the opening of the Annual Meeting and shall present its recommend slate of officers to the membership at the first business session of the Annual Meeting, which recommended slate shall lie upon the table until the second business session of the Annual Meeting. Additional nominations may be made by a representative of an Airport Member from the floor at the second business session prior to the election of officers and directors. Only Airport Executive Members of the Association shall be eligible to hold elective office. Nominations for the Corporate Member on the Board of

Directors shall be accepted from the floor at the first business session of the Annual meeting and voting members in good standing shall cast their votes by secret ballot (unless there is only one nomination). Results of the vote shall be announced before the second business session.

- 5.2 Election. The President, Vice-President, Secretary ~~and Corporate Member and Treasurer~~ shall be elected at the second business session of the Association's Annual Meeting by majority vote of the representatives of Airport Members therein present and assembled. The Treasurer is selected by, and serves at the pleasure of, the Board of Directors.
- 5.3 Term. The President, Vice-President, ~~and Secretary and Treasurer~~ shall assume office upon the closing of the Annual Meeting of the Association at which they were elected and shall hold office until the close of the business of the next succeeding Annual Meeting, or until the Successors shall have been duly elected. The President shall appoint the Directors At Large within thirty (30) days of assuming office, which Directors shall hold office until close of business of the next succeeding Annual Meeting of the Association.
- 5.4 Vacancies. Any vacancy which may occur in any of the offices, except that of Past President and Directors At Large, between the Annual Meetings of the Association shall be filled for the unexpired term by majority vote of a quorum of the Board of Directors in regular meeting assembled.

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. ~~He/He/She~~ may preside at other meetings of the Association. ~~He/He/She~~ shall appoint all committee chairmen of the Association, and shall, perform such other duties as are usually and ordinarily incident 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. ~~He/He/She~~ 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 Boards of Directors. ~~He/He/She~~ shall

give notices required to be given by the Board of Directors and by these By-Laws. ~~He shall have general charge and shall be custodian of the Association's books, records, and official seal, and he 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.~~ He/She 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 custody 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 these By-Laws. He/She shall keep and maintain full, complete and accurate accounts and records of the Association's finances at all times. He/She 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.

He/She shall have general charge and shall be custodian of the Association's books, records, and official seal, and he 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.

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The Treasurer is a compensated position. His/her compensation shall be determined by the Board of Directors based upon the duties required, and may be adjusted from time to time by the Board.

- 6.5 Board of Directors. Subject to provisions of these By-Laws 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 as may be designated by the President or by ~~vote of a majority of its members polled by the Secretary, but only after a minimum of twenty four (24) hours advance notice of such meeting shall have been given to each member by the Secretary~~ consultation and polling of the Board of Directors as far in advance as possible. A majority of the membership of the Board of Directors shall constitute a quorum thereof, and each question considered shall be decided by majority vote of those attending.

ARTICLE VII: MEETINGS AND VOTING

- 7.1 Association meeting and conferences. The Association shall hold an Annual Meeting and 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~~^{eightythree} (1830) 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 ~~and upon a minimum of seven (7) days advance written notice to each member.~~ Conferences of the Association other than the Annual conference may be held at such times 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 ~~Association member~~^{Airport Member} in good standing ~~and represented~~ shall be entitled to one (1) vote. ~~All Association members~~^{Airport Member} shall be required to have paid the current fiscal year's dues of the Association to be in good standing and entitled to vote.
- 7.3 Board of Director Meetings. The Board of Directors shall meet at least quarterly, one of which meeting shall be held in conjunction with and at the time of the Annual Meeting and 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 Meeting and Conference shall be established by the Board of Directors from time to time as shall be necessary to support the activities of the Association. Statements for dues shall be issued by the Treasurer not later than thirty (30) days prior to the beginning of each fiscal year of the Association. Any member ~~which~~^{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 ~~and approval of the Board of Directors.~~
- 8.2 Depository. The depository of the Association's fund 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 Checks. Checks in payment of the Association's obligations shall be authorized jointly by the President ~~and the Vice President and shall be signed by~~ 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~~ rather than ~~thirty~~ ~~thirty~~ (30) days prior to the close of each fiscal year of the Association, the Board of Directors shall ~~appoint from among the membership, but not including officers or directors of the Association, an Audit Committee comprised of three (3) members, each possessing competent knowledge of business finances~~ employ a Certified Public Accountant (CPA) licensed to do business within the State of Georgia. Within ninety (90) days after the close of the fiscal year, the said ~~CPA Audit Committee~~ shall ~~review~~ audit the financial books and records of the Association and report its findings to the Board of Directors for approval. The ~~annual review report of the Audit Committee~~ shall thereafter be made available to any and all of the Association's members upon request, as well as the Board of Director's written approval thereof. In its report, the ~~review~~ Audit Committee 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 the 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 By-Laws.
- 9.3 Fiscal Year. The fiscal year of the Association shall begin on October 1st and end on September 30th of the ~~following~~ next year.
- 9.4 Term of Membership. The term of each membership in the Association shall coincide with the Association's fiscal year.
- 9.5 Amendment of By-Laws. These By-Laws may be amended at the second business session of the Annual Meeting 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 ~~read in~~ introduced at the first business session of said Annual Meeting.

- Recommended by Board of Directors and approved by the General Membership at the annual meeting of ~~September, 2004~~October, 2009.

~~Originally adopted on the ————20th day of October~~January, 2009~~1990~~ by the ~~Founding members~~Board of Directors Officers of the Association assembled in conference, whose signatures affixed hereto follow:

_____ President

_____ Vice President

_____ Secretary

_____ Treasurer