CONSTITUTION AND BY-LAWS

CALIFORNIA ASSOCIATION OF AIRPORT EXECUTIVES, INC.

SOUTHWEST CHAPTER OF AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES

CALIFORNIA ASSOCIATION OF AIRPORT EXECUTIVES, INC.
CONSTITUTION

ARTICLE I—NAME

This organization shall be known as the "California Association of Airport Executives, Inc.", The Southwest Chapter of the American Association of Airport Executives, and it may be referred to as the "CAAE".

ARTICLE II—PURPOSE

The California Association of Airport Executives has been formed and is perpetuated to band together all persons representing either publicly owned or privately owned airports, and others interested in and working for the general benefit of aviation, for the purpose of mutual benefit in the operation of the various airports, the dissemination of aeronautical information, the consideration and solution of various airport and aviation problems, the fostering of public recognition and respect for the airport executive profession, and the presentation of a united front in matters of benefit to the progress of aviation and of specific benefit to airports. The purpose of this Association will be also in keeping with the purpose of the American Association of Airport Executives.

ARTICLE III—MEMBERSHIP

Membership in the California Association of Airport Executives shall be open to all persons or business entities who may be eligible for any class of membership enumerated in ARTICLE III of the BY-LAWS of this organization. Such persons also shall be eligible for membership in the American Association of Airport Executives.

ARTICLE IV—OFFICERS

The officers of the California Association of Airport Executives shall be the President, the President-Elect, the Secretary/Treasurer, six Executive members elected at large to be Directors and the Immediate Past President. Only the President and the President-Elect shall be required to be members of the American Association of Airport Executives. The officers of CAAE shall be the Board of Directors.

ARTICLE V—MEETINGS

Section 1. Two regular statewide meetings shall be held each year, one in the summer and one in the winter.

Section 2. Special meetings of the CAAE or the Board of Directors may be called by the President.

Section 3. Fifteen Executive members in good standing shall constitute a quorum for the transaction of business at a general or special meeting of the membership of the CAAE, and no less than ten affirmative votes shall be required to take action on any item of business before the meeting.

Section 4. All special or regular meetings of the CAAE will be open to all members in good standing, unless the President designates the meeting to be an Executive session, in which case the meeting shall be open only to Executive members in good standing.

Section 5. No regular or special meeting of either the Board of Directors or the general membership shall be valid unless a written notice is mailed at least two weeks prior to the meeting, including an agenda of items on which action is proposed to be taken, to the entire membership of the Board of Directors or the Association, as appropriate.

ARTICLE VI—FINANCE

An annual budget shall be adopted by vote of the general membership at the annual summer meeting of the CAAE, for the current fiscal year, and total expenditures shall not exceed the total budgeted amounts in any fiscal year. However, amendments to the annual budget may be made by unanimous action of the members of the Board of Directors either in meeting assembled or by mailed ballots.

NOTE: This Constitution has been revised and is effective as of January 4, 1979.

Delmar L. Canady - Secretary/Treasurer

Richard C. Smith - President

CALIFORNIA ASSOCIATION OF AIRPORT EXECUTIVES,INC.

BY-LAWS

ARTICLE I—DUTIES OF OFFICERS

Section 1. The President shall be the chief executive of the California Association of Airport Executives. He shall preside at all meetings of the corporation as well as the Board of Directors. He shall designate the members of the CAAE who shall serve on one or more of the various committees which are enumerated in these By-Laws or which he shall establish to fulfill a special function only during his own term in office. He shall monitor the workings of the various committees, coordinating their efforts and encouraging the highest possible standard of performance. He shall call for special meetings of the CAAE or the Board of Directors when and as necessary to assure the smooth flow of corporate business or to respond to developing circumstances which are of an immediate concern to the CAAE or a substantial portion of its members. He shall undertake to perform such other tasks which in his opinion are necessary for the proper conduct of the Association's business.

Section 2. The President-Elect shall assume all the duties of the President in his absence or inability to perform. He shall perform such other tasks as may be assigned or delegated to him by the President.

Section 3. The Secretary/Treasurer, as Secretary, shall attend and keep minutes of the proceedings of all meetings of the CAAE and/or the CAAE Board of Directors, and he shall keep a permanent record of the minutes. He shall keep an accurate, up-to-date roster of the membership of the CAAE. He shall be responsible for the publishing

and dissemination on a regular basis of a newsletter or information bulletin containing timely information and articles of interest for members of the CAAE. As Treasurer he shall submit statements to persons owing money to the CAAE, including membership dues, and he shall receive payments tendered to the CAAE. He shall deposit all funds received by him in the accounts of the CAAE in a recognized banking institution, and he shall pay out of the funds all lawful obligations of the CAAE, as approved by the President and/or the Board of Directors. Authorized signatures for withdrawing funds from the accounts of the CAAE shall be those of the President and President-Elect jointly or of the Secretary/Treasurer alone. The Secretary/Treasurer shall be bonded in an amount sufficient to protect the CAAE, as determined by the Board of Directors, and the cost of his bonding shall be borne by the CAAE. He shall make at each regular meeting of the CAAE a complete report on the financial standing of the Association and of the receipts and disbursements since the prior report. His books shall be audited at least once each year by the Finance Committee, and a written report, signed by the chairman of the committee, shall be made to the Association. The Treasurer shall submit all necessary tax reports and other reports as may be required of the Association by State or Federal Government. The Secretary/Treasurer, in his discretion and within the budget allowed for his office, may hire professional secretarial help to accomplish the tasks assigned to him.

Section 4. The Board of Directors shall establish policy of the CAAE. The Board shall monitor the activities of the President and advise him in the performance of his duties. Each member of the Board shall be the chairman of one of the standing committees of the CAAE. The Board of Directors is empowered to make any decision and to take any action on behalf of the CAAE which appears too urgent to await a meeting of the general membership. A full report of the Board of Directors' activities shall be made at each general membership meeting at which time the Board's activities will be subject to acceptance and ratification or to reversal by a majority vote of the membership present, subject to a minimum of ten votes in unison being required to take general membership action. The Board of Directors shall rule on such other matters as may properly be placed before them in accordance with other provisions of these By-Laws.

ARTICLE II—QUALIFICATIONS, ELECTIONS AND TERMS OF OFFICERS

Section 1. Only Executive Members who are certified Airport Executives of the California Association of Airport Executives shall hold elective office in the CAAE.

Section 2. Officers shall be elected at the Annual Summer Meeting. Those elected shall be installed during the same meeting. They shall serve until a subsequent election which corresponds with the approximate term of office specified in these By-Laws for the particular position: President—one year; President-Elect—one year; Member of the Board

of Directors—two years; Secretary/Treasurer—continuing (subject to annual review and approval by the Board of Directors). A "nominee" for the appropriate AAAE office or Member of theAAAE Board of Directors shall be elected at the Annual Winter Meeting.

Section 3. A nominating committee shall be named at each Annual Summer Meeting. The committee shall consist of five executive members; the Chairman, appointed by the President, and four members elected by voice vote of the members present. The committee shall meet and act as soon as possible following naming to select eligible members as nominees for each of the offices which will be due to be filled at the next succeeding Annual Summer Meeting and to select eligible members as "nominees" for the appropriate AAAE office or member of the AAAE Board of Directors which will be due to be elected at the next succeeding Annual Winter Meeting. Reasonable effort will be made in selecting candidates for the Board of Directors to provide that the Board, as finally elected, will offer a range of representation as to geography as well as size and type of airports. The report of the nominations committee shall be made to the general membership in writing at least one month prior to the Annual Summer or Winter Meeting at which the elections are to be held. Nominations will be accepted from the floor.

Section 4. Election of officers will be by written ballot with space provided for a write-in candidate for each elective office. A majority of the votes cast shall be required to win an election. In the event that three or more candidates receive votes for a single office and no candidate receives a majority of the votes cast, the two receiving the highest number of votes will compete immediately in a runoff election.

Section 5. The President of the CAAE shall have succeeded to his office from the office of President-Elect. He shall not be eligible to succeed himself as President unless he shall have assumed office mid-term due to the resignation or incapacity of the President to act.

Section 6. The President-Elect of the CAAE shall have served as a member of the Board of Directors for at least two years prior to assuming the Office of President-Elect by election. Should the office of the President become vacant, the President-Elect shall assume the President's office and complete the term of office, followed by the term of office to which the President-Elect would have been otherwise entitled. A new person to fill the office of President-Elect will be chosen by the Board of Directors from among their own members.

Section 7. The Secretary/Treasurer shall continue in office for as long as he desires, subject to review and approval of his performance at least once each year by the Board of Directors. Nominees for the office of Secretary/Treasurer will be drawn from Executive or Executive Emeritus classes of membership.

Section 8. Any member of the CAAE who is of the proper membership classification shall be eligible to be elected to the Board of Directors.

However, it is expected that the nominating committee will select candidates who are vigorous, knowledgeable and desirous of serving the CAAE in higher elective office. Members of the Board of Directors shall be elected for a term of two years, with the terms of the various members being staggered to provide that one-half of the Board of Directors shall be elected each year. A vacancy which occurs on the Board of Directors will be filled by the President subject to ratification by the Board, but the Board member so elected will complete only the unexpired term of the vacated office. He may then be a candidate for a new full term of office.

ARTICLE III—MEMBERSHIP

Section 1. There shall be five classes of membership in this organization:

1. EXECUTIVE membership shall be open only to persons who are exercising active responsibility for the management, general superintendence or administration of a publicly owned or privately owned, public-use airport, and who are continuously engaged in such activity as a gainful occupation. The "Executive" class of membership includes, (1) "Executives" by virture of position and responsibility; (2) "Certified Airport Executives" as designated by the CAAE; (3) "Accredited Airport Executives" as designated by the AAAE.

2. ASSOCIATE membership shall be open to any individual who is interested in and subscribes to the PURPOSE of the California Association of Airport Executives, as declared in Article II of the corporation constitution.

3. HONORARY membership shall be conferred by action of the membership of the CAAE at large, to those individuals specifically selected for their outstanding dedication and achievement in the field of airport establishment, development, administration, management, operation or in any related field of aviation.

4. CORPORATE membership shall be open to either public or private corporations, authorities, commissions, agencies or boards who are engaged in activities relating to the use and promotion of airports or aviation or of products and services which are used in airport and aviation activites. Each Corporate member shall be entitled to appoint one representative who shall be authorized to represent the Corporate member at any meeting or other proceedings of the CAAE, except declared Executive sessions. Each Corporate member shall register in writing with the Secretary of the CAAE the name of the corporate representative, the representative's residence and business address and position of the representatives with the Corporate member prior to any official action before the CAAE be said representative with the Corporate member prior to any official action before the CAAE by said representation being permitted.

5. EXECUTIVE EMERITUS membership shall be open only to those Executive members who have retired from gainful employment and who are selected to Executive Emeritus status by action of the Board of Directors. Reinstatement to Executive status may be granted by the Board of Directors, upon written application, at any time that the Executive Emeritus member

shall have resumed the duties and status required of Executive members.

Section 2. New Memberships. Applications for membership in the CAAE shall be made on an application form approved for use by the Board of Directors. Applications shall be subject to approval, and class of membership assigned, by action of the Board of Directors, upon recommendation of the Membership Committee.

Section 3. Membership Lists. The Secretary shall maintain a list of all members by classification, and the list shall be reviewed and revised as necessary by the Board of Directors at each Annual Meeting. No charge shall be made for registration of an individual or organization on such list, other than the annual dues, if any, which are payable for membership.

Section 4. Dues and Fees.

1. The initiation fee and annual dues for the various classes of membership, except Honorary and Executive Emeritus, shall be as recommended by the Board of Directors and adopted by the membership.

2. There shall be no annual dues for Executive Emeritus and Honorary members.

Section 5. Payment of Dues. All dues shall be charged on an annual fiscal year basis and shall be due and payable July 1 of each year. Unpaid dues shall be delinquent the following January 1. Any member delinquent in payment of dues shall forfeit his membership and be dropped from the membership list. An extension of time may be granted by the Board of Directors if acceptable reason for non-payment is submitted. In order to participate in any official meeting, a member must not be delinquent in payment of his annual dues. Any member of the Executive classification dropped for non-payment of dues may be readmitted to membership as an Executive Member only upon two-thirds (⅔) vote of the Board of Directors. The Board shall adopt rules and policies establishing the standards for such readmission to membership in the Executive class.

Section 6. Voting Privileges. Executive Members shall be entitled to one vote. An Executive Member who is the designated and registered representative of a Corporate Member shall not be entitled to an individual vote until such time as such designation and registration shall have been terminated by the Corporate Member.

(1) Executive Members who reside and are employed outside the State of California shall be entitled to one vote except on matters pertaining to California Legislation. (2) All other membership classifications shall not have voting privileges except where, by resolution, a majority of the voting membership present at any meeting extends the right to vote upon business coming before such meeting. Such voting privilege shall not be granted for the election of officers, the amendment of Articles of Incorporation, or the amendment of this Constitution and By-Laws. The voting members present at any meeting may poll non-voting members upon any business or questions which may be under consideration or porposed for consideration by the Board of Directors or the voting members. The poll taken of such non-voting

members shall not be determinative upon any such business or question.

Section 7. On a two-thirds (⅔) vote of the Board of Directors, an officer or member may be suspended at any time for either an overt act or an omission to act which is considered detrimental to the Association.

ARTICLE IV—COMMITTEES

Section 1. Standing Committees. The standing committees will be chaired by the Directors, as appointed by the President, annually, and their functions will be:

(1) Ethics Committee—(President-Elect)—Responsible for conducting investigation, under rules of procedures and practice as prescribed by the Board of Directors, into any complaint pertaining to breach of Ethics by any member.

(2) Nominating Committee—(Immediate Past President)—Responsible for nomination of President-Elect, members of the Board of Directors and Secretary/Treasurer as required.

(3) Conference Committee—Responsible for the planning and staging of the Association's Annual Summer Conference. (Any Executive member, with committee membership open to any member.)

(4) Credential Committee—Responsible for professional development and professional certification, in accordance with a program and standards approved and adopted by the Board of Directors. (Any Director, with committee membership open to certified airport executives only.)

(5) Historical Committee—Responsible to develop and maintain a record of organization activities having historical significance. (Any Executive member, with committee membership open to any member.)

(6) Membership Committee—Responsible for recruiting, screening, and classification of new members. (Any Director, with committee membership open to Executive members only.)

(7) Finance Committee—Responsible for budget and audit function, salary survey, and means of revenue generation. (Any Director, with committee membership open to Executive members only.)

(8) ITS Conference Committee—Responsible for the planning, coordination, and staging of the Association's Annual Winter ITS Conference. (Any Executive member, with committee membership open to any member.)

(9) Publicity and Awards—Responsible for public relations and awards such as "Airport Manager of the Year", "Wanamaker", "Scholarship" and "Special Award". (Any Director, with committee membership open to Executive members only.)

Section 2. Special Committees. May be appointed by the President as required.

ARTICLE V—AMENDMENTS

AMENDMENTS. These By-Laws may be altered or amended at any general or special meeting of the membership of the Association by a two-thirds (⅔) vote of the Executive membership present. The Board of Directors may propose an amendment to the By-Laws at any other time and the vote thereon may be taken by letter ballot.

To take a vote upon any proposed amendment to the By-Laws, the Secretary shall mail to each Executive member at his last known post

office address, a copy of the proposed amendment at least thirty (30) days before the meeting or vote is to be taken by letter.

On a letter vote Executive members desiring to vote shall use the ballot forwarded by the Secretary and shall indicate thereon their approval or disapproval of the proposed amendment. Each Executive member shall have thirty (30) days within which to return the ballot. Upon expiration of the thirty (30) days, the President and Secretary shall canvass the ballot and record the vote.

If the proposed amendment shall receive two-thirds (⅔) of the vote cast by Executive members, provided that at least twenty-five (25) votes are received, the amendment shall be deemed to have been adopted; otherwise, it shall be deemed to have been rejected. The Secretary shall announce the result of any letter ballot vote by mail or through the official bulletin of the Association, if any, and shall insert such result in the minutes of the Association as having been taken at a meeting of the Association held by the correspondence as of the date on which the ballot was canvassed.

ARTICLE VI—POLICY RESOLUTIONS

From time to time as determined by the membership, a numbered series of policy resolutions expanding, interpreting, and implementing, the intent of this Constitution and By-Laws, may be adopted by the Board of Directors or the membership and when so adopted shall become a part of these By-Laws as though set forth in detail herein.

ARTICLE VII—PARLIAMENTARY AUTHORITY

Roberts' Rules of Order shall be the parliamentary authority on all matters not covered by the Consitution and By-Laws of the Association.

NOTE: These By-Laws have been revised and are effective January 4, 1979.

Delmar L. Canady - Secretary/Treasurer

Richard C. Smith - President

Policy Decision 76-1

The Board of Directors of CAAE, on July 16, 1976, in accordance with Section IV of the By-Laws, adopted the following schedule of fees for initiation and annual dues:

MEMBERSHIP CLASSIFICATION	INITIATION	DUES
Executive	$15	$25
Associate	$15	$25
Corporate	$15	$30
Executive Emeritus	No Charge	No Charge
Honorary	No Charge	No Charge

James A. Hunter, President

D.L. Canady, Secretary-Treasurer

Policy Decision 76-2

The Board of Directors of CAAE, on July 16, 1976, in response to Section III of the By-Laws relative to the bonding of the Secretary-Treasurer, established the acceptable amount of Fidelity Bond for the Secretary-Treasurer at $5,000.00.

James A. Hunter, President

D. L. Canady, Secretary-Treasurer

Policy Decision 76-3

The Board of Directors of CAAE, on July 16, 1976, directed that the files and records of the CAAE be purged on the following basis:

(1) Routine correspondence removed and destroyed after two (2) years.

(2) Financial records to be retained in accordance with requirements of the State and Federal Government relative to the laws governing non-profit corporations.

(3) Items of historical interest be retained until selectively approved for disposal by action of the Board of Directors.

James A. Hunter, President

D. L. Canady, Secretary-Treasurer

Policy Decision 76-4

The Board of Directors of CAAE, on July 16, 1976, directed that the Membership Committee screen applications for membership in the CAAE in accordance with the guide-lines in effect on this date, pending the establishment of new guide-lines in accordance with the classes of membership enumerated in the By-Laws adopted by vote of the membership on May 16, 1976.

James A. Hunter, President

D. L. Canady, Secretary-Treasurer

Policy Decision 76-5

The Board of Directors of CAAE, on November 19, 1976, reaffirmed the Policy allowing the payment of one-half of the regular annual dues for new members whose applications are accepted when more than six months of the particular fiscal year in which the application has been made, has expired.

James A. Hunter, President

D. L. Canady, Secretary-Tressurer

Policy Decision 76-6

The Board of Directors of CAAE, on November 19, 1976 adopted a Policy interpreting Paragraph V ARTICLE III - MEMBERSHIP of the By-Laws. Relative to Executive Emeritus membership, the words ".....who have retired from gainful employment....." shall refer to employment in the field of airport management. The status of Executive Emeritus may be conferred upon former Executive members who are still gainfully employed as long as the employment does not carry responsibility for active management of an Airport.

James A. Hunter, President

D. L. Canady, Secretary-Treasurer

Policy Decision 77-1

The Board of Directors of CAAE on July 18, 1977 adopted a policy permitting memberships which had been allowed to lapse, but which had not been terminated for cause, to be reinstated upon request without refiling an application for membership, and no initiation fee need be paid for the reinstatement.

James A. Hunter, President

D. L. Canady
Secretary-Treasurer

Policy Decision 77-2

The Board of Directors of CAAE on July 18, 1977 adopted a policy stating that membership cards no longer will be issued each year; rather, a card will be issued only on initial membership, and replacements, if necessary, will be furnished upon individual request, without cost.

James A. Hunter, President

D. L. Canady
Secretary-Treasurer

Policy Decision 78-1

The Board of Directors of CAAE on January 17, 1978 adopted a policy authorizing CERTIFIED AIRPORT EXECUTIVES, as designated by this organization, to use the initials "CAE" following their name.

John Dickinson, President

D. L. Canady
Secretary-Treasurer

Policy Decision 78-2

The Board of Directors of CAAE on January 17, 1978 adopted a policy whereby the President Elect of CAAE shall be authorized to be the official representative of this Association at the Annual Conference of the American Association of Airport Executives, and that his trip will be funded by CAAE, if necessary.

John Dickinson, President

D. L. Canady
Secretary-Treasurer

Policy Decision 78-3

The Board of Directors of CAAE on July 16, 1978 adopted a policy clarifying eligibility for membership designation in the category of Executive. Under the policy Executive members must spend at least thirty percent (30%) of their working hours in matters directly related to the management of an airport.

John Dickinson, President

D. L. Canady
Secretary-Treasurer

Policy Decision 78-4

The Board of Directors on October 13, 1978 adopted a policy which permits an Executive Member to continue in the same classification for the remainder of the particular year for which his dues have been paid, even though he may no longer be working at a job that would qualify him for Executive Membership.

D. L. Canady R. C. Smith

Policy Decision 79-1

The Board of Directors on January 2, 1978 adopted a policy which defines the guidelines for approving Executive Emeritus status for a member. They are:

1. Has become a Certified Airport Executive
2. Has maintained Membership in CAAE
3. Has abided by CAAE Code of Ethics
4. Has reached 50 years of age (or extenuating circumstances merit earlier age)
5. Has retired officially from the airport management profession
6. Has been elected to Executive Emeritus status by action of the Board of Directors for service to CAAE

D. L. Canady R. C. Smith

Policy Decision 79-2

The Board of Directors on March 16, 1979 adopted a policy whereby the President of CAAE shall be the official representative of this organization or the Aviation Technical Advisory Committee of the California Transportation Commission.

D. L. Canday R. C. Smith

Policy Decision 79-3

The Board of Directors on March 16, 1979 adopted a policy directing the Secretary to pay all bills as they accrue with retroactive approval of the Board being given along with the approval of the financial report at each Board meeting.

D. L. Canady R. C. Smith

Policy Decision 80-1

The General Membership at their meeting of July 16, 1979 approved raising membership dues $5.00 in each category effective July 1, 1980.

MEMBERSHIP CLASSIFICATION	INITIATION	DUES
Executive	$20.00	$30.00
Associate	$20.00	$30.00
Corporate	$20.00	$35.00
Executive Emeritus	No Charge	No Charge
Honorary	No Charge	No Charge