



Alabama Business Aviation Association

Organizational Bylaws

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Article I.

NAME AND OFFICE

Section 1 – Name. The name of this organization, which was incorporated on July 21, 2015, under the state laws of Alabama, is Alabama Business Aviation Association. Hereafter in these Bylaws, it is called the “Association.”

Section 2 – Principal Office. The principal office of the Association shall be in Alabama.

Article II.

PURPOSE AND AIMS

Section 1 – Purpose and Aims. The Association is an organization formed to enhance communication among those involved in business aviation within the State of Alabama. The Association will provide its members the opportunity to meet and share knowledge and friendships. The Association will educate and enhance the Alabama business aviation community and the general public alike, and to enhance professionalism, safety, and efficiency through programs and guest speakers. The Association will be a conduit for the Alabama business aviation community to project a unified voice, via a majority vote of the membership, on significant issues facing the business aviation community. The Association will promote the future of aviation by providing scholarships to deserving youth as the Association is fiscally able.

Article III.

MEMBERSHIP

The Membership of the Association shall consist of Corporate Members, Business Members and Associate Members.

Section 1 – Corporate Members. Any commercial or industrial enterprise (corporation, company, partnership, limited liability company, financial institution, proprietorship or individual) engaged in business, commerce, trade or industry, and any government organization, school, college, university or not-for-profit organization, which owns or operates United States registered aircraft, primarily not for hire, as a transportation aid in the conduct of its business or activities, shall be eligible for Corporate Membership, provided that less than 50 percent of its sales volume is from the field of aviation.



Each Corporate Member shall have the right to one (1) vote at all meetings of the Association. A Corporate Member shall appoint one of its officers, board members, and/or full-time employees as its Representative to act for it in the affairs of the Association. It may from time to time, in the absence of such appointee, designate from among its officers, board members and/or full-time employees, an alternate to represent it temporarily and vote on its behalf. The term “Corporate Member” as used hereinafter, shall mean either a Corporate Member or a duly appointed Representative or alternate.

Section 2 – Associate Members. Any business entity that does meet the standards described in Section 1, either because the business (1) does not own or operate aircraft, (2) operates primarily for hire, or (3) derives 50 percent or more of its total business from aviation

Each Business Member shall have the right to one (1) vote at all meetings of the Association. A Business Member shall appoint one of its officers, board members, and/or full-time employees as its Representative to act for it in the affairs of the Association. It may from time to time, in the absence of such appointee, designate from among its officers, board members and/or full-time employees, an alternate to represent it temporarily and vote on its behalf. The term “Associate Member” as used hereinafter, shall mean either an Associate Member or a duly appointed Representative or alternate.

Section 3 – Individual Members. Any individual who does not qualify for membership under sections 1 or 2. The individual must demonstrate an interest in business aviation to the satisfaction the President and Chief Executive Officer. The term “Individual Member” shall mean the sole person for who membership has been granted.

An Individual Member shall be entitled to be heard at any meeting of the Association on any matter pertaining to aviation and within the scope of the Association’s activities, but shall not be entitled to vote or be deemed part of a quorum at any meeting of the Association.

Section 4 – Application for Membership. Application for Membership shall be submitted in a form approved for such purpose by the President and Chief Executive Officer. To be admitted to Membership, each applicant must be approved by the President and Chief Executive Officer.

A Member’s liability for payment of dues shall commence on the first day of the month that is most coincident with approval of the application. No Member shall have the right to vote until the Member’s dues have been paid.

Section 5 – Termination. A Membership may be terminated (a) by the Board of Directors, for conduct determined in the sole discretion of the Board of Directors to be prejudicial to the welfare of the Association or its Members; or (b) by the President and Chief Executive Officer for failure to pay dues within ninety (90) days after renewal date, provided that in both cases notice of impending action has been given to the Member and opportunity for hearing has been offered.



Section 6 – Resignation. Any Member may resign at any time. Such resignation shall not relieve the Member from paying any outstanding indebtedness due the Association. The resignation shall take effect at the specified time, or if no time is specified, at the time of notice to an officer of the Association. The Association, at their discretion, may waive the annual membership cost or a pro-rata share based on the date of resignation.

Section 7 – Voting Rights. Only Corporate Members and Associate Members, as herein above defined and described, and in good standing, shall be entitled to vote.

Section 8 – Membership Dues and Affiliate Fees. The Board of Directors shall determine the amount of annual Membership dues and the manner of payment, but the changes therein shall not be effective until thirty (30) days after the Members are notified of such change.

The Board of Directors shall also determine the annual fees to be charged for the granting of Affiliate Status as defined in Article III, and any changes therein shall be effective as with changes in Membership dues.

Section 9 – Assessments. No assessment shall be levied by the Board of Directors on the Members unless so authorized by the majority vote at a special meeting of the Association called for the purpose, or at an annual meeting of the Association at which action on the proposed assessment is a stated item of business. If any assessment shall be so authorized, any Member who elects to resign from Membership rather than pay the assessment shall incur no liability therefor.

Section 10 – Membership Certificates. Each Member shall receive a certificate of Membership, which shall be in a form selected by the Board of Directors. Affiliates shall also receive a certificate in such form as may be selected by the Board of Directors.

Article IV.

OFFICERS, BOARD OF DIRECTORS, ELECTIONS, AND DUTIES

Section 1 – Principal Officers. The Principal Officers of the Association shall be the President, Vice President, a Secretary and a Treasurer.

President: The President shall be the Chief Executive Officer of the Association and shall normally preside at all Membership meetings and at all board meetings. The President shall serve for two years.



Vice President: In the absence of the President, the Vice President shall perform any and all of the duties of the President and shall have such other powers and perform such other duties, as the membership shall direct. Further, it shall be the duty of the Vice President to monitor all business throughout the year to ensure that it is conducted in accordance with Association Bylaws. The Vice President shall serve for two years.

Secretary: The Secretary shall record all votes and minutes of all meeting proceedings: shall attend to the giving and serving of notices of all meetings and shall keep such books and records as deemed necessary by the membership.

Treasurer: The Treasurer shall be responsible for and have supervisory custody of all the funds and securities of the Association and shall make such payments as may be necessary or proper on behalf of the Association and shall endorse or sign all checks, notes, receipts, and vouchers for deposit in the name of the Association at a bank known to the Principal Officers and convenient to the business of the Association. Further a complete and accurate accounting of the Association's business transactions will be kept in the books of the Association and these will be open to the membership for their inspection. The Treasurer will provide a financial report of the Association to all members.

Concerning the Principle Officer positions, the term shall run from January 1st-until December 31st two years later.

Elections shall take place at the annual meeting held no sooner than sixty (60) days before the expiration of the term. Notice of that meeting will be sent to the membership no later than fourteen (14) days prior to the meeting. Nominations will be submitted beginning 60 days prior to but no later than thirty (30) days before the election. Election will be made by simple majority of the Board of Directors.

Section 2 – Board of Directors. A Board of Directors comprised of twelve (12) members shall oversee the operation of the Association, define objectives and establish policy. The Board members will be:

The Principal Officers of the Association

The Immediate Past President. In the event that there is no Immediate Past President available, this position will be filled by an At-Large Member Director.

Seven (7) At-Large Member Directors.

The Association President shall serve as Chairman of the Board.



The term of the at-large member Directors will be three (3) years. The term of the Principal Officer Directors will be their term of office. The term of the Immediate Past President Director will be until there becomes a new Immediate Past President.

The term shall run from January 1st until December 31st two years later. Elections shall take place at the annual meeting held no sooner than ninety (90) days before the expiration of the term. Notice of that meeting will be sent to the membership no later than fourteen (14) days prior to the meeting. Nominations will be submitted beginning 60 days prior to but no later than thirty (30) days before the election. Election will be made by simple majority of the present members.

Section 3 – Absence of Officers at Membership Meetings. Principal Officers shall assume the duties of those officers not in attendance. Should no Principal Officer be present, a Board Member shall preside. A member may be appointed to record the meeting's proceedings.

Section 4 – Removal & Resignation: A director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective. One or more directors may be removed, with or without cause. No director may be removed, except as follows: (a) a two-thirds (2/3) affirmative vote of all ballots cast by a quorum, either in person or proxy; and (b) the membership eligible to vote must be given prior written notice of a meeting called for the purpose of removing one or more Directors. Such notice shall state that a purpose of the meeting is to vote on the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting. In this case 50 percent of Corporate and Associate Members shall constitute a quorum. The presiding officer shall determine by sign-in roster or roll call that a quorum is present.

Section 5 – Failure to Attend. In any case where a director fails to attend three (3) regular meetings of the Board of Directors, the board may, at the third consecutive meeting, declare such director's position vacant and fill such vacancy in accordance with Article IV, Section 6 hereof.

Section 6 – Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the current members of the board of directors. Each director, so elected, shall hold office for the un-expired term of his or her predecessor and until a successor is elected and qualified.



Article V.

COMMITTEES & DUTIES

NOMINATING COMMITTEE

The objective of the Nominating Committee is to ensure that the Association is populated with an adequate level of membership to maintain a dynamic and balance between the varied levels of the membership, and in cooperation with the President/Leadership team, present qualified candidates for the succession process in leadership and the board of director positions, as outlined in Article IV of these By-laws.

The Nominating Committee shall provide a slate of candidates to the Membership at large for the confirmation and assignment of roles.

This Committee shall consist, at minimum, of a Committee Chairman. The Chairman position will be filled by the Vice Chairman of the board or his appointee. Additional appointees may be solicited to serve as required. There is no term limit for the Chairman.

MEMBERSHIP COMMITTEE

The objective of the Membership Committee is to ensure a relevant and adequate level of membership to continue initiatives set forth by the Association leadership. This Committee shall be tasked with tracking membership and providing status updates to the Board.

The application process will be conducted per Article III, Section 4, of these By-laws.

This Committee shall consist, at minimum, of a Committee Chairman. Additional appointees may be solicited to serve as required. There is no term limit for the Chairman.

EVENTS COMMITTEE

The objective of the Events Committee is to develop, plan and implement programs and events that will advance the Mission of the Association, to the benefit of the Association membership and the aviation community. This Committee will coordinate all activities with the Association President and shall not commit the Association to any financial commitment or responsibility without approval per Article VIII of these By-laws.

This Committee shall consist, at minimum, of a Committee Chairman. Additional appointees may be solicited to serve as required. There is no term limit for the Chairman.

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COMMUNICATIONS COMMITTEE

The objective of the Communications Committee is to develop and implement methodologies and processes for communicating the activities, events and business of the Association, and maintain them in a current status. This includes, but is not limited, to the Association website and all social media platforms currently in use.

This Committee shall consist, at minimum, of a Committee Chairman. Additional appointees may be solicited to serve as required. There is no term limit for the Chairman.

SCHOLARSHIP COMMITTEE

The objective of the Scholarship Committee is to promote education and training as a means for career advancement for those individuals who are currently pursuing an aviation career path in flight, maintenance, dispatch or management, through awarding of funds for tuition or expenses directly related to those activities. These scholarships are intended for recipients who have residence within the state of Alabama. This will be accomplished through events and activities that will encourage donations to the Association's Scholarship Fund. Scholarship funds will be awarded annually, following an application and review process. The Committee Chairman will be responsible for oversight and planning of the application process, review process, and the notification to recipients. The Chairman will work closely with the Events and Communications Committee chairs in promoting scholarship activities. Whenever possible, scholarship awards will be conducted at one of the Association events.

This Committee shall consist, at minimum, of a Committee Chairman. Additional appointees may be solicited to serve as required. There is no term limit for the Chairman.

Article VI.

MEETINGS

Section 1 – Annual Meetings. The annual meeting of the Association for the election of Directors and for the transaction of such other business as may properly be brought before the meeting shall be held on a day other than Saturday or Sunday, other than major religious holidays, and other than a Federal holiday during the month of October, November, or December in each year, at a time and place which has been approved by the Board of Directors.

Section 2 – Board Meetings. The Board of Directors shall meet in November to establish plans and objectives for the coming year. Meetings thereafter shall be held on an “as required” basis.

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Section 3 – Special Meetings. Special meetings of the Association may be called at any time by the Board of Directors or shall be called by the Chairman of the Board upon the written request of ten (10) percent or more of the combined total of Corporate Members and Business Members in good standing and entitled to vote, determined as of the first date a Member signs a request. The written request must specify the business proposed for consideration at the proposed meeting and must be delivered personally or sent by registered mail or by facsimile transmission to the Secretary. All special meetings shall be held at the principal office of the Association unless the Board of Directors designates some other place.

Section 4 – Notices. Notice of the time and place of each annual or special meeting of the Association shall be served by mail, or electronic mail if authorized by the Member, not less than ten (10) nor more than fifty (50) days before the meeting, upon each Member whose name appears on the books of the Association as a Corporate Member or Business Member in good standing and entitled to vote. Such notice shall be sent to each Member at its mailing or electronic address as they appear on the books or records of the Association. Notice of each meeting of the Association shall be accompanied by a proxy appointment form which provides, at each Member's option, for delegation of voting power to a person or persons named by the Board of Directors. Notice of each annual or special meeting of the Association shall state the purpose or purposes for which the meeting is called. Notice may also be provided to Associate Members, Affiliates and other interested parties.

Section 5 - Quorum. At any meeting of the Association, unless otherwise provided by law or these Bylaws, ten (10) percent of the combined total of Corporate Members and Business Members in good standing and entitled to vote, present in person or by proxy, shall constitute a quorum for all purposes.

Section 6 - Voting and Ballots. At every duly called meeting at which a quorum is present, each Corporate Member and Associate Member in good standing and entitled to vote shall be entitled to one vote on all questions properly submitted for a vote of the Members, which vote may be cast in person or by proxy. Directors shall individually be elected by a majority of the votes cast by Members entitled to vote. In a case where there are more candidates than Director positions open, those chosen shall be those candidates, the total of whom equals the number of open positions, who individually obtain the highest number of votes. Votes for Director positions may not be cumulative. Any other action taken by vote of the Members who are in good standing and entitled to vote shall be authorized by a majority vote thereon, except as provided otherwise in these Bylaws or in law. The vote for Directors shall be by ballot if the Board of Directors so determines or if so requested by majority vote of the Members and proxies present who are in good standing and entitled to vote.

Section 7 – Record Date. Unless otherwise specified in these Bylaws, the record and count of Corporate and Business Members in good standing and entitled to vote shall be determined seventy (70) days prior to each meeting of the Association, unless the Board of Directors fixes, in advance, a different future date as the record date.



Section 8 – Electronic Meetings. The Board of Directors may authorize that any annual or special meeting of the Association be conducted, pursuant to law, by means of the Internet or other electronic communications technology and not be held at a geographic location.

Article VII.

VOTING

Section 1 – Voting of Membership. Only Corporate and Associate Members shall have the right to vote. Each member having voting rights shall be entitled to one (1) vote upon each matter submitted to a vote at any meeting of the Members. Individual members do not have voting rights.

Quorum: Unless otherwise provided in the Bylaws, twenty percent (20%) of the votes entitled to be cast on a matter represented in person or by proxy shall constitute a quorum at a meeting of Members. Provided, that in no event shall a quorum consist of less than twenty percent (20%) of the votes entitled to be cast on a matter. However, less than a quorum shall have the right to successively adjourn the meeting to a specified date not longer than 45 days after such adjournment.’

Election Vote: A simple majority of the total Business and Associate membership ballots cast will be required to elect an Association officer or Member Director.

Proxy: A member eligible to vote who anticipates being absent during a vote may submit a written or electronic proxy to the Association Secretary, to be counted, on any matter which may come before the membership.

Membership Poll: In matters of extremely important or unusual Association business, the Board of Directors may deem it necessary to poll the membership. In this event a mailing, either physical or electronic, will be directed to the members presenting the issues along with a ballot or means for reply. Members shall be notified that each reply will be duly recorded as specified, or if no reply is received, a vote in the affirmative or in accordance with the recommendation of the Board of Directors will be recorded.



Article VIII.

LOANS, CHECKS, DEPOSITS, AND CONTRACTS

Section 1 – Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors.

Section 2 – Checks, Drafts, etc. All checks, drafts or other orders for the payment of money issued in the name of the Association, shall require dual signatures and shall be signed by the designated officers, agent or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3 – Deposits. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks or other depositories as the Board of Directors may select.

Section 4 – Contracts. The Board of Directors may authorize by resolution any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association.

Article IX.

CHARITABLE PURPOSE

Section 1 – Officers and Board. The Officers and Board of Directors is responsible for ensuring that all actions of the Association are compliant with Alabama and Federal law, including all Internal Revenue Service and Alabama Department of Revenue regulations, governing charitable organizations.

Section 2 – Charitable Giving. The Board of Directors will establish criteria for providing scholarships to deserving members of the community. From time to time based upon fiscal conditions of the Association, upon a majority vote of the Board of Directors, the Association will provide such scholarships.



Article X.

DISSOLUTION

Section 1 – Procedure. By a 2/3 vote of a quorum of Corporate and Associate members, a resolution for dissolution shall be presented to the Board of Directors. A 2/3 vote of all Board Members is required to dissolve the Association.

Section 2 – Wrap-up. The dissolution shall be conducted in accordance with the laws of the State of Alabama.

Section 3 – Charitable Pour-over. At the time of dissolution, and after all business of the Association is complete, all remaining assets of the Association shall be given to any eligible 501(c) organization selected by majority vote of the Board of Directors.

Article XI.

Officers, Board Members, and Employee Indemnification

Section 1 - Indemnification. Any person made or threatened to be made a party to any action, suit, or proceeding (collectively “action”), because such person served on a Committee or was Director, Officer, or employee of the Association, shall be indemnified against all judgements, fines, amounts paid in settlement, reasonable costs and expenses including attorney’s fees and any other liabilities that may be incurred as a result of such action, only if it is determined that the person acted in good faith, the conduct giving rise to the action arose from the person’s official capacity as a Committee member or Director, Officer, or employee of the Association, and the person reasonably believed his/her conduct in this official capacity was in the Association’s best interest and with respect to any criminal actions or proceedings the person had no reasonable cause to believe that his/her conduct was unlawful. Such indemnification shall be provided whether or not such person is a Member or is holding office or is employed at the time of such action and whether or not any such liability is incurred to the adoption of this Article. Such indemnification shall not be exclusive of other rights such person may have and shall pass to the successors, heirs, executors, or administrators of such person. The termination of any such action by judgement, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such person was liable by reason of willful misconduct or that he/she had reasonable cause to believe that his/her conduct was unlawful. If any action is threatened or is known, the person seeking indemnification must notify the Board of Directors in writing within five (5) business days. If any such action is concluded through compromised settlement, the settlement must be approved by majority vote of the Board of Directors. This indemnification is intended to apply to the fullest extent of the law.



Article XII.

AMENDMENTS

Section 1 – Amendments. These Bylaws may be amended, repealed or altered, in whole or in part, and new Bylaws may be adopted, by the affirmative vote of two-thirds of the votes cast by the Board of Directors at a meeting duly called or by a majority of eligible members at a regularly scheduled annual meeting or a special meeting.