



BYLAWS

of the

University Aviation Association

(Revision 01/01/2021)

BYLAWS

UNIVERSITY AVIATION ASSOCIATION CORPORATION

ARTICLE 1

NAME AND LOCATION

The name of this organization shall be the University Aviation Association (UAA), a nonprofit corporation incorporated in the State of Tennessee. The UAA office shall be located in State of Tennessee in an area determined by the Board of Trustees.

The UAA Board of Trustees (hereinafter referred to as the “Board”) shall approve the official seal, and may change the form of the seal or the inscription thereon at its discretion.

ARTICLE 2

PURPOSE AND POWERS

2.01 Purpose. UAA is a non-profit corporation, and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The purposes for which UAA is organized and shall be operated are the development and advancement of aviation education, and to promote, encourage, and foster any related charitable purpose or activity, including but not limited to the following:

1. To be an open forum for all collegiate aviation education
2. To create and influence national policies related to aviation education
3. To assist students, faculty, and institutions in defining and achieving their aviation education aspirations
4. To promote high standards of personal and professional conduct among collegiate aviation faculty and researchers
5. To encourage individuals to choose aviation-related careers
6. To assist in the professional development of individual members
7. To promote professional awareness of collegiate aviation through interaction with the sectors of aviation in business, government, and industry
8. To assist institutions in meeting the aviation needs of business, government, and industry
9. To be a media resource for accurate aviation education information

2.02 Nonprofit Legal Status. UAA is a Tennessee non-profit, public benefit corporation, recognized as tax exempt under Section 501 (c)(3) of the United States Internal Revenue Code.

2.03 Exempt Activities Limitation. Notwithstanding any other provision of these bylaws, no trustee, officer, employee, or member of this corporation shall take any action or carry on any activity on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations, as they now exist or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any trustee, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

ARTICLE 3

MEMBERSHIP CATEGORIES, QUALIFICATIONS AND RIGHTS

3.01 Membership. Membership shall be effective upon approval by Board of Trustees, or designated staff member, and payment of the dues specified by the Board. A person is disqualified for membership if their employer or employment ceases to meet the definitional requirement of such category.

Acceptance of membership in UAA shall automatically constitute a pledge on the part of each member to abide by and adhere to all decisions made and courses of action taken by the UAA pursuant to the Bylaws.

3.02 Membership Categories. All memberships categories are dues paying, voting members unless specified otherwise.

Membership categories within the association shall be the following membership classifications:

- (a) Group Memberships: Institutional, Industry, and High School
- (b) Individual Memberships: Academic Professional, Student, Retired, and Emeritus

The Board of Trustees is empowered to create such other and further categories of UAA membership as deemed appropriate.

3.03 Membership Qualifications - Groups

- (a) **Institutional.** Membership is open to any accredited higher education institution listed in the most current edition of the *Higher Education Directory* with an existing or planned aviation program or course offerings. Each institution accepted for membership shall appoint **THREE persons** to serve as its Representatives who have authority to receive the benefits of membership and act for it in all matters relating to UAA.
- (b) **Industry** —Membership shall be open to any organization, government and military entity, or commercial enterprise, which has an interest in and concern in the purpose and goals of the UAA. Each Industry Member accepted for membership shall appoint **TWO persons** to serve as its Representatives who have authority to receive the benefits of membership and act for it in all matters relating to UAA.
- (c) **High School.** Membership is open to any secondary school with an existing or planned aviation program or course offerings. High Schools accepted for membership shall be non-voting, non-dues paying members. Each High School may appoint up to **TWO persons** to serve as its Representatives who have authority to receive the benefits of membership and act for it in all matters relating to UAA.

4.Membership Qualifications - Individuals

- (a) **Academic Professional.** Membership is open to any individual employed by a college, university as faculty, administrators, or staff engaged in or interested in the furtherance of any form of aviation education.
- (b) **Student.** Membership open to high school or university students with an interest in aviation (excluding aviation faculty pursuing an advanced degree).
- (c) **Retired.** Membership is available to academic professionals who are age 55 or older, who have fully retired from the profession of collegiate aviation.

- (d) **Emeritus.** Emeritus shall be granted to individuals who render distinguished service to the Association and the purposes it espouses. Membership must be conferred by the Board of Trustees by approval of a majority of Board members voting at a regularly scheduled Board meeting. Emeritus members are age 62 or older, have been members in good standing for at least 10 years prior, and have fully retired from the profession. The Board may confer upon any professional who has made an outstanding contribution to the goals of UAA. Emeritus is a voting, non-dues paying category. Said Emeritus Member shall have registration fees waived to attend all meetings.

ARTICLE 4

VOTING METHODS AND MAJORITY RULE

4.01 Voting by Membership. Proposals are to be presented to the members by written or electronic means, or act by proxy with respect to all membership voting matters before the UAA. Except as otherwise stipulated in these Bylaws, on any mail, electronic or in-person vote, a majority of those voting shall determine the action.

4.02 Proxies are to be in written form and shall be in the hands of the Secretary prior to the beginning of the meeting at which they are to be exercised. At the appropriate time the Secretary shall identify the proxy votes, which are cast. For purposes of constituting a quorum, a proxy will be considered as a Member present.

4.03 Quorum. At an annual business meeting or special meeting of the members, a quorum shall consist of not less than 10% of the eligible voting members.

ARTICLE 5

GOVERNANCE

5.01 Governing Body. The governing body of UAA shall the Board of Trustees. The Board of Trustees consists of the President, Vice President, Past President, Secretary, and Treasurer (collectively, "Officers"), together with fifteen (15) Trustees elected by the membership of the UAA.

5.02 Powers, Authority and Responsibility. All corporate powers shall be exercised by or under the authority of the Board of Trustees, and the affairs of UAA shall be managed under the direction of the Executive Director, except as otherwise provided by law. The Board shall have supervision, control and direction of the affairs of UAA. The Board shall identify and approve strategic initiatives and annual goals, determine and approve association policy, allocate and approve resources through the budget approval process, monitor association progress, and oversee the Executive Director.

The Board may take a position and express an opinion on behalf of UAA. The Board may adopt such rules and regulations for conduct of its business as are deemed advisable, and may, in the execution of its powers, delegate authority and responsibility to the Executive Committee.

The Executive Committee may act in place and stead of the Board of Trustees between meetings on all matters, except those specifically reserved to the Board by these Bylaws. Actions taken by the Executive Committee members shall be reported to the Board by mail, electronically or at the next Board meeting.

5.03 Board Qualifications. In order to be eligible to serve as a Board member, the individual must be eighteen (18) years of age. Officers and Trustees shall be elected prior to the annual meeting by the majority vote of those members casting a vote.

5.04 Terms of Office. The term of office shall begin January 1 and end on December 31 of a given year.

All Officers shall be elected to serve a two-year term

All Trustees shall be elected to serve a three-year term

Officers and Trustees serving full terms may not succeed themselves.

5.05 Officers and Executive Committee. The Officers of UAA shall be a President, Vice President, Past President, Secretary, and Treasurer to be elected by the membership of UAA and to serve until their successors have been duly elected and assume office. Each elected Officer shall serve concurrently as a member of the Board of Trustees and as a member of the Executive Committee. The Executive Director is an ex-officio member of the Executive Committee.

5.06 Number of and Qualifications for Trustees. Trustees shall be nominated and elected by the membership. No two Trustees shall be from the same institution. A minimum of one Educator Trustee seat on the Board of Trustees must be dedicated to a delegate from a two-year school.

Elected Trustees shall be made up of members in the following categories and numbers:

- (a) Educator Trustees: seven (7)
- (b) Industry Trustees: five (5)
- (c) Member At-Large Trustee: three (3)

Trustees categories are defined as follows:

- (a) **Educator Trustees.** Each Trustee representing the professional memberships. An Educator Trustee shall be a person who is a voting member in good standing in the Institution, Academic or Emeritus membership categories and a faculty member or administrator at a college or university, which is an Institutional Member of UAA.
- (b) **Industry Trustees.** Each Trustee representing the Industry memberships. An Industry Trustee shall be a person who is an individual voting member in good standing and a full-time employee of a company, government agency, or officer of a non-profit organization, which is an Industry member of UAA.
- (c) **Member At-large Trustee.** Each Trustee shall be a person who is an individual voting member in good standing in any membership category.

5.07 Duties. Elected Trustees are expected to regularly attend and actively participate in meetings and undertake other responsibilities as are deemed in the best interest of the UAA.

5.08 Nomination and Election. Each year, the President shall appoint a Nominations Committee to select Nominees to fill impending vacancies. The Past-President shall chair the committee. The Nominations Committee shall submit the proposed slate of nominees to the Board of Trustees, either at or prior to the commencement of the Board of Trustees second quarter meeting.

Nominees will be voted on by the membership by written ballot or electronic means that will conclude at least ten (10) days prior to the annual meeting of the Members. Candidates receiving the highest number

of votes for each office shall be declared elected. The Secretary shall be responsible for counting the votes and presenting the results to the current Board of Trustees for validation prior to the annual meeting of the membership.

Newly-elected Trustees shall take office January 1st of the year following the election.

5.09 Vacancies. Elected officials shall automatically succeed to the office on January 1st of the year following the conclusion of the election.

The President shall automatically succeed to the office of Past President January 1st of the year following the conclusion of his or her term in office.

In the event of a vacancy in a Trustee position, the President shall appoint an Acting Trustee until the next regular or special meeting of the Board. For the purpose of this section, a special meeting of the Board may be convened by telephone or other electronic means.

The Board of Trustees shall convene Special Meetings to fill vacancies created by the resignation, death, or removal of an Officer with more than 90 days remaining on his or her term in office.

5.10 Board of Trustees Meetings. A regular meeting of the Board of Trustees shall be held no less than four (4) times during each calendar year at such time and at such place as the President may prescribe. Special meetings of the Board may be called at any time by the President or a minimum of seven (7) members of the Board. Notice of meetings called by other than the President shall contain a statement of the purpose of such meetings and the business shall be confined to such items, except upon approval by a majority of the Board.

Subject to the provisions of these bylaws regarding notice and quorum, Board meetings may be convened via telephone or other electronics that allows participants to communicate with each other.

5.11 Board Action. Action taken by a mail or electronic ballot in which a majority of Board members indicate their agreement in writing, or decided on a telephone conference call, shall constitute a valid action of the Board if reported at the next regular meeting or via meeting minutes.

5.12 Action by Majority Vote. Each Officer and Trustee shall have one (1) vote. The affirmative vote of a majority of the total number of Board Members at any meeting at which a quorum is present shall constitute action by the Board of Trustees.

5.13 Compensation for Board Service. Officers and Trustees shall not receive any compensation for carrying out their duties as members of the Board. The Board, in its sole discretion, may adopt policies providing for reasonable reimbursement for expenses incurred in conjunction with carrying out Board responsibilities.

ARTICLE 6

COMMITTEES AND TASK FORCES

6.01 Committees. The Board of Trustees shall appoint such Committees and Task Forces as are necessary and which are not in conflict with other provisions of these Bylaws. The duties of any such Committees or Task Forces shall be outlined upon their appointment. The President, with advise of the Board, shall appoint a Chair of each committee. The term of appointment shall be annual, unless otherwise specified at the time of appointment.

6.02 Board Liaisons. The Board of Trustees shall appoint a Trustee as liaison to each committee to serve as a critical connection between the Board and the designated committee. The primary purpose of the liaison is to facilitate communication, foster collaboration, act as the contact for governance related issues, and support the Chair.

6.03 Actions. Meetings and action of the committees shall be governed by and held and taken in accordance with these Bylaws concerning meetings of the Trustees. Minutes shall be kept of each meeting of any committee, and shall be filed with the corporate records.

Any Committee, to the extent provided in the resolution of the Board, shall have all authority of the Board, except that Committees, regardless of Board resolution, may NOT:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members
- (b) fill vacancies of the Chair on the committee
- (c) amend or repeal Bylaws or adopt new Bylaws
- (d) amend or repeal any resolution of the board of trustees
- (f) expend corporate funds or approve any transaction

6.04 Compensation. Committee and Task Force chairs and members shall not receive any compensation. They shall not be reimbursed for any out-of-pocket expenses unless the Board of Directors approves such reimbursement.

6.05 Standing Committees UAA shall have such operational standing committees for management of the association as follows:

- a) Executive Committee
- b) Nominations Committee
- c) Finance Committee
- d) Scholarship and Awards Committee
- e) Policies Committee
- f) Publications Committee

The Board of Trustees may designate such other Standing Committees as the Board deems advisable. All standing committees shall submit a written report annually. The Chair shall submit a list of committee members for approval to the Board of Trustees annually.

6.06 Executive Committee. President, Vice President, Past President, Secretary, and Treasurer serve as members of the Executive Committee. The Executive Director is an ex-officio member of the Executive Committee. Meetings of the Executive Committee shall be called by the President, who also chairs the Executive Committee.

The Executive Committee shall be responsible for the development, format, and content of all professional meetings, and for conducting routine business on behalf of the Board during the period of time between the meetings of the Board and any other matters the Board may delegate to the Executive Committee during any regular or special meeting of the Board.

At all times when the Board is not in session, the Executive Committee shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation and shall have the power to authorize the seal of the Corporation to be affixed to all papers which may require it.

The Executive Committee shall not have the right or power to do the following:

- (a) Elect or terminate officers
- (b) Fill vacancies in the Board or the Executive Committee
- (c) Alter, amend or rescind these Bylaws or the Articles of Incorporation
- (d) Merge or consolidate with other corporations or businesses
- (e) Sell, lease, exchange or otherwise dispose of the assets of the Corporation, or incur long-term indebtedness.

6.07 Nominations Committee. There shall be a nominating committee of the Board consisting of not

less than three nor more than six Board members and a Past President of UAA. The most immediate Past President available shall chair the committee. The Nominations Committee shall submit the proposed slate of nominees to the Board of Trustees, along with such information about the nominee as may be relevant. This list should provide two (2) qualified nominees for each available position. The committee shall submit either at or prior to the commencement of the Board of Trustees' second quarter meeting.

6.08 Finance Committee. Members of the Executive Committee shall act as the Finance Committee. The Treasurer shall chair the Finance Committee. The Committee shall counsel with the Executive Director on the annual budget and prepare recommendations for the Board of Trustees, perform auditor selection, and conduct quarterly review of operational finances and reserve allocations. The Committee may perform such other duties related to finances as determined by the Board.

6.9 Scholarship and Awards Committee. The Vice President chairs the committee. The committee solicits, reviews, and selects recipients for the association's scholarships and awards. All members of the committee shall be approved by the Board of Trustees and shall contain not less than three members, of which one must be a UAA Past President.

6.10 Legislation and Policies Committee. The committee's purpose is to serve as a standing advisory body to the association and a resource to government agencies, legislative representatives and senators on the issues of collegiate aviation. Responsibilities include to guide the board in developing and recommending organizational policies and bylaws revisions that impact collegiate aviation programs; review external requests for UAA advocacy; recommend to the President and Board formulated responses to advocacy inquiries; review legislation that may impact the association; promote legislative advocacy among members. Official policies and statements may be formulated for the President's approval to provide guidelines on how UAA's overall mission and aspirations are to be pursued.

6.11 Publications Committee. The Board appoints an Editor in Chief in addition to the Publications Committee Chair. The Committee's purpose is to serve as a standing advisory body to the Association for all matters related to its journals and publications. The committee shall be responsible for assessing editorial quality and content of the publication journals, educational communications, and research findings. The Publications Committee shall be responsible for organizing and conducting a professional paper presentation session at the annual conference, for publishing the Collegiate Aviation Review International, the peer-reviewed academic journal of the UAA, and for preparing and publishing the proceedings of the annual conference.

The President may assign committees additional responsibilities beyond those specifically listed in these Bylaws.

6.12 Vacancies. In the event of a resignation of a Committee Chair, the President shall appoint a Committee Member to serve out the remainder of the year, and the appointment shall be confirmed by the Executive Committee.

6.13 Special Committees. The Board of Trustees may create special committees comprised of Members which shall have a specific charge and shall establish the membership and tenure of such special committees as may be desired or required to further the stated purposes of the UAA. Members of special committees shall be named by the Chair.

6.14 Task Forces. The Board of Trustees may create Task Forces comprised of Members and non-Members to liaise with other associations and government agencies.

ARTICLE 7

TERMINATION

7.01 Termination of Membership. After due notice to the Member, membership in the UAA may be terminated due to nonpayment of dues; or other good and appropriate reasons by an affirmative vote of two-thirds of the Board present at a regular or special meeting. Members of any classification may be removed for cause by the Board of for conduct contrary to the objectives of the association. After giving the member an opportunity to be heard as to the reasons why he or she should not be expelled, the Board of Trustees shall pass an affirmative vote of two-thirds of the Board present at a regular or special meeting.

7.02 Removal from Office. A Board member proposed for removal will be given an opportunity to present his or her case in executive session prior to any vote. The Board member may be removed by a two-thirds vote of the Board of Trustees, if:

- (a) the Officer is absent and unexcused from two or more consecutive meetings of the Board of Trustees within a twelve-month period; or
- (b) otherwise upon sufficient proof that the Officer's actions and/or omissions justify a for-cause removal of the Officer.

ARTICLE 8

INDEMNIFICATION AND INSURANCE

8.01 Indemnification. The association shall, to the fullest extent authorized by law, indemnify its officers, trustees, staff and other members in performance of official duties of the association by and through a policy of liability insurance in an amount and to the extent determined by the Board of Trustees. Such indemnification shall be limited and restricted to coverage afforded by such insurance, unless otherwise approved by the Board of Trustees.

The Board is authorized to adopt resolutions and to approve agreements, not inconsistent with law, to expand the indemnification provided herein. The indemnification provided herein may be expanded by resolution of the Board in the event the law, now or in the future, permits more liberal indemnification. In the event the law or the indemnity provisions of these Bylaws, now or in the future, are rescinded, adversely modified or diminished, in whole or in part, the indemnification provided hereunder as to matters that have accrued shall remain at the level applicable hereunder at the time the action or event giving rise to the right of indemnification hereunder has occurred irrespective of the applicable provisions at the time indemnification is actually requested.

8.02 Applicability. The provisions of this Article shall be applicable to all claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omission occurring prior to the adoption hereof, provided that no formal proceedings have been commenced and served on the indemnitee. If such officer, trustee, employee or designated representative of the UAA is or has been extended the right to indemnification by the UAA, then the UAA shall offer a defense to said person from the very onset of the event giving rise to the indemnification, provided the UAA shall have been given written notification. Trustees and officers shall receive advancement of expenses with respect to any such action, suit or proceeding. If the final decision, including all applicable appeals, finds liability against said person totally on the basis for which indemnification would not apply, then the person shall be obligated to repay to the UAA all sums previously advanced and/or paid by the UAA for legal fees and costs arising out of this indemnification provision.

There shall be no indemnification in relation to matters as to which said person shall be adjudged in such claim, action, suit or proceeding, and any related appeal therefrom, to be:

- (1) guilty of a criminal offense;
- (2) liable for intentional and wanton tortious acts; or
- (3) liable to the UAA for damages arising out of said person's intentional tort or wanton

negligence in the performance of duty to the UAA.

The UAA may, by resolution of the Board, indemnify any officer, trustee, employee, or designated representative of the UAA for any expense or liability not otherwise indemnified by this Section.

8.03 Other Rights. The indemnification rights provided for in this Article shall not be deemed exclusive to any other rights to which said officer, trustee, employee or designated representative of the UAA may be entitled, under any law, Bylaw, agreement, ruling of the Board or otherwise entitled, and shall not restrict the power of the UAA to make any indemnification permitted by the law. Indemnification as provided in this Article shall inure to the benefit of the heirs, executors, administrators, or other legal representatives of said indemnitee.

8.04 Partial Invalidity. If any part of the indemnification provision shall be found in any action, suit, or proceeding to be invalid, or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

ARTICLE 9

FINANCE

9.01 Fiscal Year. The fiscal year of UAA shall be by calendar year.

9.02 Budget. With recommendations from the Finance Committee, the Board shall adopt an annual operating budget. At the annual meeting of the membership, the Treasurer shall furnish the membership with a financial report.

9.03 Audit. The UAA Finance Committee shall recommend to the Board a certified public accountant to conduct and submit to the Board an independent financial report, and annual audit of its account as requested or mandated by the Internal Revenue Service.

ARTICLE 10

AMMENDMENTS

10.01 Substantive Changes. These Bylaws may be altered, amended, or repealed after any such changes are approved by the Board of Trustees and submitted to the membership for a vote. Amendments to these Bylaws may be proposed by any member of the Board or upon petition from a minimum of 50 active members. Amendments shall be submitted to the Board in written form at least thirty (30) days prior to consideration thereof by the Board. Proposed amendments must be approved by a two-thirds vote of the Board of Trustees at any regularly scheduled meeting or at any special meeting convened for such purpose. If approved by the Board, proposed amendments shall be submitted to the full membership, for final adoption/rejection, at the next regular meeting of the membership or by mail ballot. Adoption of an amendment shall require a positive vote by a majority of the members voting.

10.02 Non-substantive Editorial Changes. Editorial changes to the Bylaws may be made by a unanimous vote of the Board of Trustees. If the Bylaws are altered, amended or supplemented in this manner, the changes shall not become effective until sixty (60) days after the membership has been advised of the changes.

ARTICLE 11

DISSOLUTION

UAA shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of said funds shall inure or be distributed to the members of UAA. Upon termination or dissolution of UAA, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code which organization or organizations have a charitable purpose which, at least generally, includes a similar purpose to those of UAA. The organization to receive the assets of the UAA corporation hereunder shall be selected in the discretion of a majority of the Board of Trustees, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against UAA, by one (1) or more of its Board of Trustees which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Tennessee.