



UNIVERSITY AVIATION
ASSOCIATION

BYLAWS

of the

University Aviation Association

(Revised 11/8/13)

TABLE OF CONTENTS

BYLAWS
OF THE
UNIVERSITY AVIATION ASSOCIATION

ARTICLE 1 - NAME, SEAL, OFFICE 1

Section 1.01 - Name..... 1

Section 1.02 - Seal 1

Section 1.03 - Office..... 1

ARTICLE 2 - PURPOSES 1

Section 2.01 - Organization 1

Section 2.02 - Purposes..... 1

Section 2.03 - Limitations..... 1

ARTICLE 3 - VISION, MISSION AND OBJECTIVES 1

Section 3.01 - Vision 1

Section 3.02 - Mission 1

Section 3.03 - Objectives 2

ARTICLE 4 - MEMBERSHIP 2

Section 4.01 - Membership..... 2

Section 4.02 - Institutional..... 2

Section 4.03 - High School 2

Section 4.04 - Professional 2

Section 4.05 - Associate..... 2

Section 4.06 - Corporate 3

Section 4.07 - Student..... 3

Section 4.08 - Honorary 3

Section 4.09 - Fellow 3

Section 4.10 - Responsibilities..... 3

ARTICLE 5 - TERMINATION 3

Section 5.01 - Termination of Membership..... 3

Section 5.02 - Removal from Office..... 3

ARTICLE 6 - VOTING BY MEMBERS..... 3

Section 6.01 - Voting by Members 3

ARTICLE 7 - GOVERNING BODY	4
Section 7.01 - Governing Body	4
Section 7.02 - Term of Service of Trustees	4
Section 7.03 - Board Composition.....	4
Section 7.04 - Duties of the Board of Trustees.....	4
Section 7.05 - Nomination and Election of Trustees	5
Section 7.06 - Officer Vacancy.....	5
ARTICLE 8 - OFFICERS AND TERM OF OFFICE	5
Section 8.01 - Officers and Term of Office	5
Section 8.02 - Officers' Qualifications	5
Section 8.03 - Election of Officers	5
Section 8.04 - Powers and Duties of Officers.....	6
Section 8.05 - Officer Vacancy.....	6
ARTICLE 9 - PROFESSIONAL STAFF	7
Section 9.01 - Executive Director	7
Section 9.02 - Staff	7
Section 9.03 - Annual Report.....	7
ARTICLE 10 - VOTING BY TRUSTEES	7
Section 10.01 - Voting on UAA Board of Trustees Business.....	7
Section 10.02 - Voting by Mail or Electronic Means	7
ARTICLE 11 - CONFLICT OF INTEREST	7
Section 11.01 - Conflict of Interest.....	7
ARTICLE 12 - FINANCIAL MANAGEMENT	8
Section 12.01 - The Purpose of the UAA	8
Section 12.02 - Limitations.....	8
Section 12.03 - General Power of the Board	8
Section 12.04 - Responsibilities of the Board.....	8
Section 12.05 - Fiscal Year.....	8
Section 12.06 - Budget.....	8
Section 12.07 - Audit.....	9
Section 12.08 - Dues.....	9
Section 12.09 - Contributions	9
Section 12.10 - Deposit of Funds.....	9
Section 12.11 - Bonding	9
ARTICLE 13 - INDEMNIFICATION	9
Section 13.01 - Indemnification.....	9
Section 13.02 - Applicability	9

Section 13.03 - Other Rights.....	10
Section 13.04 - Partial Invalidity	10
ARTICLE 14 - SPONSORS.....	10
Section 14.01 - Sponsors	10
ARTICLE 15 - MEETINGS.....	11
Section 15.01 - Quorum.....	11
Section 15.02 - Member Meetings.....	11
Section 15.03 - Annual Meeting of the Board	11
Section 15.04 - Mid-year Meeting	11
Section 15.05 - Special Meetings of the Members or Board	11
Section 15.06 - Notice of Regular Meetings of the Members or Board	11
Section 15.07 - Meetings of Standing Committees.....	11
Section 15.08 - Meetings of Other Committees.....	11
ARTICLE 16 - STANDING COMMITTEES	12
Section 16.01 - Standing Committees.....	12
Section 16.02 - Vacancies.....	12
Section 16.03 - Executive Committee.....	12
Section 16.04 - Nominations Committee	12
Section 16.05 - Bylaws and Procedures Committee	13
Section 16.06 - Finance Committee	13
Section 16.07 - Strategic Planning Committee	13
Section 16.08 - Membership Committee	13
Section 16.09 - Curriculum Committee	13
Section 16.10 - Awards Committee	14
Section 16.11 - Publications Committee.....	14
Section 16.12 – Meeting Planning Committee	14
ARTICLE 17 - SPECIAL COMMITTEES.....	14
Section 17.01 - Special Committees	14
ARTICLE 18 - AMENDMENTS.....	14
Section 18.01 - Amendments.....	14
ARTICLE 19 - PROCEDURE.....	15
Section 19.01 - Procedure	15
ARTICLE 20 - DISSOLUTION	15
Section 20.01 - Dissolution Plan.....	15
Section 20.02 - Dissolution Process.....	15

**BYLAWS
OF THE
UNIVERSITY AVIATION ASSOCIATION**

ARTICLE I

NAME, SEAL, OFFICE

Section 1.01 - Name. The name of this organization is the University Aviation Association (hereinafter referred to as the UAA).

Section 1.02 - Seal. 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.

Section 1.03 - Office. The principle office and registered agent of the UAA shall be located in Chicago, IL, or such other location as the Board may designate.

ARTICLE 2

PURPOSES

Section 2.01 - Organization. The UAA is organized as a not-for-profit corporation, under the Illinois General Not-For-Profit Corporation Act. The UAA shall have such powers as are now or may hereafter be granted by the Illinois General Not-For-Profit Corporation Act.

Section 2.02 - Purposes. The purpose of the UAA is the development and advancement of aviation education; and to promote, encourage, or foster any athletic, charitable, benevolent, or eleemosynary purpose or activity.

Section 2.03 - Limitations. The UAA shall not engage in any business of a kind ordinarily carried on for profit and nothing in these Bylaws shall authorize the UAA to, and the UAA shall not enter into any transaction, carry on any activity, or engage in any business for pecuniary profit, and any monies received by the UAA shall be applied exclusively for the not-for-profit purposes and objectives of the UAA as set forth herein, and no part thereof shall inure to the benefit of any private individual.

ARTICLE 3

VISION, MISSION AND OBJECTIVES

Section 3.01 - Vision. A professional association and unifying voice for promoting and furthering aviation education as a collegiate academic discipline.

Section 3.02 - Mission. To promote and foster excellence in collegiate aviation education by providing a forum for students, faculty, staff and practitioners to share ideas, to enhance the quality of education, and to develop stronger programs and curricula. To inform policy makers of the impact that various policies may have on collegiate aviation education. To provide and nurture the linkage between collegiate aviation education, the aviation industry, and government agencies.

Section 3.03 - Objectives.

- To be an open forum for all collegiate aviation education
- To create and influence national policies related to aviation education
- To assist students, faculty, and institutions in defining and achieving their aviation education aspirations
- To encourage individuals to choose aviation-related careers
- To assist in the professional development of individual members
- To promote awareness of collegiate aviation through interaction with the aviation industry and government
- To assist institutions in meeting the needs of the aviation industry and government
- To be a media resource for accurate aviation education information

ARTICLE 4

MEMBERSHIP

Section 4.01 - Membership. Membership in all categories shall be approved by the Board of Trustees or designated staff member upon recommendation of any officer, member, or the Executive Director. Membership shall be effective upon approval, execution of the written instrument accepting membership, and payment of the dues specified by the Board. Membership categories will be institutional, high school, professional, associate, corporate, student, honorary, and fellow.

Section 4.02 - Institutional. Institutional membership shall be open to any accredited 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, in writing, one person to serve as its Representative who has authority to act for it in all matters relating to the UAA.

Section 4.03 – High School. High School membership shall be open to any accredited, secondary school with an existing or planned aviation program or course offerings. Each institution accepted for membership shall appoint, in writing, one person to serve as its Representative who has authority to act for it in all matters relating to the UAA.

Section 4.04 – Professional. Professional membership is an individual membership category and shall be open to all college, university, or high school faculty, administrators, or staff engaged in or interested in the furtherance of any form of aviation education.

Section 4.05 - Associate. Associate membership is an individual membership category and shall be open to any person with a sincere interest in furthering aviation education. This includes, but is not limited to, persons employed or in consultant status in the aerospace industry.

Section 4.06 - Corporate. Corporate membership shall be open to any organization or enterprise, which has an interest in and concern in the purpose and goals of the UAA. Each Corporate Member accepted for membership shall appoint, in writing, one person to serve as its Representative who has authority to act for it in all matters relating to the UAA.

Section 4.07 – Student. Student membership is an individual member, non-voting category and shall be open to high school or university students (excluding aviation faculty pursuing an advanced degree) with an interest in aviation.

Section 4.08 - Honorary. Honorary membership is an individual member category and shall be a non-voting, non-dues paying membership category and shall be open to those sponsors of aviation education who have contributed to the advancement of the UAA’s goals. Admission into this category shall be upon recommendation of the President only and an affirmative vote of a majority of the UAA Board present at a regular or special meeting.

Section 4.09 - Fellow. Fellow membership is an individual non-dues paying member with full voting rights and may be bestowed on past professional members who are otherwise no longer eligible for membership in that category. Consideration shall be given to those who have served as board members, committee chairs, or have received other awards or recognition by the UAA. Admission into this category shall be upon recommendation of the President only and an affirmative vote of a majority of the UAA Board present at a regular or special meeting.

Section 4.10 - Responsibilities. Acceptance of membership in the UAA shall automatically constitute a pledge on the part of each member to uphold the Bylaws of the UAA and to abide by and adhere to all decisions made and courses of action taken by the UAA pursuant to the Bylaws.

ARTICLE 5

TERMINATION

Section 5.01 - 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.

Section 5.02 - Removal from Office. Any Trustee may be removed from office on a vote of two-thirds of the Board of Trustees based on a petition signed by three Trustees. The Trustee proposed for removal will be given an opportunity to present his or her case before the Board in executive session prior to any vote.

ARTICLE 6

VOTING BY MEMBERS

Section 6.01 – Voting by Members. Institutional, Corporate, Professional, Associate and Fellow may vote, by written or electronic means, or act by proxy with respect to all membership voting matters before the UAA. 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.

ARTICLE 7

GOVERNING BODY

Section 7.01 – Governing Body. The governing body of the UAA will be known as the Board of Trustees, or Board, as a collective body, with individuals comprising the UAA Board of Trustees referred to as Trustees, or individually as Trustee. The Board of Trustees will be comprised of the President, President Elect, Immediate Past President, Secretary, and Treasurer, together with nine Trustees elected by the membership of the UAA.

Section 7.02 - Term of Service of Trustees. The term of service of elected Trustees, those not elected as Officers, shall be for three (3) years, corresponding to the end of the Annual Meeting of Members. One-third of the non-officer Trustees will be replaced each year in accordance with a Trustee Rotation Procedure adopted by the Board.

Section 7.03 - Board Composition. The Board, not including the Officers, shall be made up of the following categories:

a. Corporate Member Trustees. There shall be three (3) Trustees representing the Corporate Member category. Each of these members shall be nominated and elected by the UAA voting membership. A Corporate Trustee shall be a person who is an individual voting member in good standing in one of the appropriate membership categories listed herein and a full-time employee of an organization, which is a Corporate member of the UAA. No two Corporate Trustees shall be from the same organization. A Board member who changes affiliation during the elected term may fulfill the term provided the change in affiliation does not have a negative impact on participation as determined by the Board. Board members must maintain an individual membership in the UAA.

b. Educator Trustees. There shall be six (6) Trustees representing the professional membership. Each of these Trustees shall be nominated and elected by the membership. An Educator Trustee shall be a person who is an individual voting member in good standing in the professional or fellow membership categories and a faculty member or administrator at an institute, college or university, which is an Institutional Member of the UAA. No two Educator Trustees shall be from the same institution. A minimum of one professional member seat on the Board of Trustees must be dedicated to a delegate from a two-year school, and a minimum of one professional member seat on the Board of Trustees be dedicated to a delegate from a four-year school. A Board member who changes affiliation during the elected term may fulfill the term provided the change in affiliation does not have a negative impact on participation as determined by the Board. The Board composition must include one delegate from a two-year school and one delegate from a four-year school. Board members must maintain an individual membership in the UAA.

Section 7.04 - Duties of the Board of Trustees. 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. The Board shall be responsible for the conduct of business affairs for UAA and shall make general policies, rules, and regulations for the governing of the UAA. A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business. The Board shall have full and final authority to act upon all recommendations of any Committee created by the Board. The Board shall establish and require a full report from each Committee, such report to be presented at the annual meeting of the UAA. The Board will appoint the Executive Director and shall oversee the office of the Executive Director.

Section 7.05 – Nomination and Election of Trustees. The Trustees shall be elected by the voting membership-at-large each year from a slate of candidates proposed by the Nominations Committee and approved by the Board of Trustees at the annual mid-year meeting. The Nominations Committee shall solicit input from the membership and propose a minimum of two candidates for each position. All Trustees shall be elected by written ballot or electronic means prior to the annual meeting of the members. A plurality of all votes cast shall be necessary for election. The Secretary shall be responsible for counting the votes and presenting the results to the current Board of Trustees for validation prior to the UAA’s annual meeting of the members. The current President of the UAA shall notify all candidates for Trustee of the election results prior to the annual meeting. Newly elected Trustees shall take office immediately following the Board of Trustees meeting held after the annual meeting of the membership. The Nominations Committee shall solicit input from the membership and endeavor to select nominees who will provide a balance on the board, considering representational factors, ability to attend and participate, and continuity.

Section 7.06 - Trustee Vacancy. 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, the special meeting of the Board may be electronically convened (telephone conference call) by the President or Acting President.

At the next regular or special meeting of the Board, the Board shall fill the vacancy by electing a replacement from its members.

ARTICLE 8

OFFICERS AND TERM OF OFFICE

Section 8.01 - Officers and Term of Office. The Officers of the Board of Trustees shall be the President, Immediate Past President, President Elect, Secretary and Treasurer. The President, Immediate Past President, and President Elect will serve one-year terms. The Secretary and Treasurer will serve staggered, two-year terms. The Officers may not succeed themselves.

Section 8.02 - Officers’ Qualifications. At the time of the election, each person presented for candidacy for any office must have been an individual active voting member for at least the preceding two consecutive years and in good standing. Each person must be a faculty member or administrator at a college or university, which is an Institutional Member of the UAA, or a full-time employee of an organization, which is a Corporate member of the UAA, as appropriate. The offices of President and President Elect shall be Association members categorized as Professional, and full-time faculty or administrators at a college or university. All other offices may be categorized as Professional or Associate. Eligibility for the office of President-elect requires membership on the Board of Trustees or having chaired a UAA committee within five years prior to nomination.

Section 8.03 - Election of Officers. The Officers shall be elected by the voting membership-at-large each year from a slate of candidates proposed by the Nominations Committee and approved by the Board of Trustees at the annual mid-year meeting. The Nominations Committee shall solicit input from the membership and propose a minimum of two candidates for each position. All officers shall be elected by written ballot or electronic means prior to the annual meeting of the members. A plurality of all votes cast shall be necessary for election. The Secretary shall be responsible for counting the votes and presenting the results to the Board of Trustees for validation prior to the annual meeting of the members. When a current Trustee is elected to an officer position, that Trustee’s position shall be filled by the candidate receiving the

next highest number of votes for an open Trustee position. The current President shall notify all candidates for office of the election results prior to the annual meeting of the members.

Section 8.04 - Powers and Duties of Officers. Subject to such limitations as prescribed herein and to such limitations as the Board may from time to time prescribe, the officers shall each have responsibilities and perform such duties as generally pertain to their respective offices and such further duties and responsibilities as may be conferred from time to time by the Board, or, in the case of all officers other than the President, by the President.

The President shall preside at annual meetings and other appropriately scheduled meetings, shall initiate and carry out appropriate administrative tasks, shall coordinate the activities and functions of the officers with those of the Office of the Executive Director in order to ensure efficient progress toward the UAA's objectives, and shall appoint chairpersons of committees (standing and/or special). The President shall sign all written contracts and other legal obligations as duly authorized by the Board. The President or Board of Trustees may delegate signatory authority for specific contracts or legal obligations to the Executive Director.

The President Elect shall assist the President in the performance of duty, preside in the absence of the President, and coordinate with the office of the Executive Director.

The Secretary shall keep the minutes of all meetings of the Board and shall assure that all notices are given in accordance with these Bylaws or as required bylaw. The Secretary shall implement and conduct all aspects of the actual election process. This shall include the preparation of a ballot listing the approved slate, and providing for write-in nominees, to be sent to the membership with the results to be announced at the annual meeting of the membership.

The Treasurer shall be responsible for the control of all monies collected and disbursed by the UAA and shall provide a report of the UAA's financial condition at the mid-year and annual meetings and at other meetings and times requested by the Board or President. The Treasurer will be authorized to sign all checks for disbursement on behalf of the Association and may delegate the authority for signing of checks to the Executive Director for those monies budgeted to the Office of Executive Director in accordance with the budget approved by the Board. Checks may be signed by the President in the absence of the Treasurer. The Treasurer will be responsible for the overall financial condition of the Association and will prepare, with input from the other four Officers and the Executive Director, the annual budget for approval by the Board. The Treasurer will make appropriate recommendations to the Board concerning all grants and donations solicited by the Association and/or its subsidiaries.

Section 8.05 - Officer Vacancy. In the event of a vacancy in the position of President, the President Elect shall become Acting President until the next regular or special meeting of the Board. The order of succession shall be the President Elect to the most recent available Past President. In the event of a vacancy in other positions, except for that of Immediate Past President, the President shall appoint an Acting officer (President Elect, Secretary, or Treasurer) until the next regular or special meeting of the Board. For the purpose of this section, the special meeting of the Board may be electronically convened (telephone conference call) by the President or Acting President. At the next regular or special meetings of the Board, the Board shall fill the vacancy by electing a replacement from its members or officers. In the case of the Past President, the next most immediate Past President in active status shall serve the unexpired term.

ARTICLE 9

PROFESSIONAL STAFF

Section 9.01 - Executive Director. The Board of Trustees of the UAA shall appoint an Executive Director to serve at its pleasure as the chief operating staff officer of the UAA, and shall fix by contract the duties, responsibilities, and compensation of the position. The Executive Director shall provide leadership in carrying on the work of the UAA, shall represent and express the views of the UAA when and where appropriate, and shall serve as the custodian of the corporate records. The Executive Director shall arrange for meetings, printing, mailing, and all other administrative functions of the UAA; serve as an ex-officio member of the Board, and as an ex-officio member of all committees of the UAA, except the Executive Committee on which the Executive Director shall serve as a voting member; maintain the official minutes of all meetings of the Board, the Executive Committee, and all special committees; and coordinate UAA studies and research projects. The Executive Director shall receive and collect dues and other obligations to the UAA, pay its debts, manage its assets, and otherwise perform the functions of business manager. In addition, the Executive Director shall perform other duties as may be assigned by the Board or the Executive Committee in accordance with the corporate purposes of the UAA. If the position of Executive Director should become vacant, the President shall name an interim director immediately. The interim director shall serve until such time as a new Executive Director or Acting Executive Director is appointed by the Board of Trustees.

Section 9.02 - Staff. The Executive Director shall appoint professional and support personnel as needed in consultation with and on terms approved by the Executive Committee and set forth in the currently approved UAA budget.

Section 9.03 - Annual Report. The Executive Director shall present each year at the Annual Meeting a written report on the affairs of the UAA. Such report shall be presented to the Board, which may authorize its further distribution.

ARTICLE 10

VOTING BY TRUSTEES

Section 10.01 - Voting on UAA Board of Trustees Business. Only the seated members of the Board may cast votes in person, by mail ballot, or by electronic means when voting on Board matters.

Section 10.02 - Voting by Mail or Electronic Means. Under unusual circumstances, the Board, during a properly called meeting, may determine that a vote by mail or electronic means on a specific Board matter would be advantageous, and if so decided, the Board may do so.

ARTICLE 11

CONFLICT OF INTEREST

Section 11.01 - Conflict of Interest. The Board shall, from time to time, adopt rules and regulations governing the conduct of officers, trustees, members or employees, with respect to matters in which they have an interest in conflict with the interests of the UAA. Such rules and regulations shall forbid officers, trustees, members and employees from personally participating in UAA action with respect to any contract, transaction, accreditation or other matter in which any such officer, trustee member or employee, has any interest, financial or otherwise, unless said officer, trustee, member or employee makes full

disclosure of the circumstances to the UAA Board and said Board determines that (a) the interest is not so substantial as to affect the integrity of the UAA and the services being rendered by said officer, trustee, member or employee; or (b) on the basis of standards to be established in such rules and regulations, the interest of said officer, trustee, member or employee is too remote or too inconsequential to affect the integrity of the UAA and the services being rendered.

ARTICLE 12

FINANCIAL MANAGEMENT

Section 12.01 - The Purpose of the UAA. The purpose of the UAA is the development and advancement of aviation education; therefore no part of the net earnings of the UAA shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the UAA 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.

Section 12.02 - Limitations. The UAA shall not engage in any business of any kind ordinarily carried on for profit and nothing in these Bylaws shall authorize the UAA to do so. The UAA shall not enter into any transaction, carry on any activity, or engage in any business for pecuniary profit, and any monies received by the UAA shall be applied exclusively for the not-for-profit purposes of the UAA as set forth herein, and no part thereof shall inure to the benefit of any private member.

Section 12.03 - General Power of the Board. The Board, representing the UAA, shall have the power to sue and to be sued, to purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or an interest therein, and otherwise dispose of all or any part of its property and assets; to lend money to and otherwise assist its trustees, officers, employees and others; to make contracts and incur liabilities, borrow money at such rates of interest as the UAA may determine, issue its notes, bonds, and other obligations, and secure its obligations by mortgage or pledge of all or any of its property, franchises and income; to conduct its affairs, carry on its operations, hold property, and have offices and exercise powers granted by these Bylaws in any part of the world; elect or appoint officers and agents of the UAA, and define their duties and fix their compensation; to make and alter Bylaws, not inconsistent with the laws of the state in which it is chartered, for the administration and regulation of the affairs of the UAA. Notwithstanding the above, the UAA shall not engage in any business or other activity which is not in the furtherance of and exclusively for its educational, scientific, research, mutual improvement, and professional purposes, and which does not comply fully with the Sherman Act, the Clayton Act, and the Federal Trade Commission Act.

Section 12.04 - Responsibilities of the Board. The Board shall be responsible for the business of the UAA, shall make and enforce necessary rules for its management, and shall present at each annual meeting a complete statement of the financial condition of the UAA, including its receipts and expenditures, and its assets and liabilities. The Board will approve selection of investment managers and establishment of investment guidelines.

Section 12.05 - Fiscal Year. The fiscal (annual business) year of the UAA shall be determined by the Board of Trustees at a scheduled meeting.

Section 12.06 - Budget. The Board shall approve an annual budget for the operation of the UAA. It shall also approve emergency appropriations and/or assessments. The UAA budget shall be adequate to support

its basic services; however, part of the budget may be met by fees for information services, and by gifts and grants for research and special activities.

Section 12.07 - Audit. A certified public accountant or accounting firm will review the finances and complete a tax return each year and provide a written compilation report on a biennial basis. An audit will be conducted in the event of a change in the executive director or as directed by the Board. A summary of compilation reports or audits shall be provided to the Board, and shall be provided upon request to any member of the UAA.

Section 12.08 - Dues. Dues for all membership categories will be established at the annual meeting of the membership to become effective with the beginning of the fiscal year. Dues for all memberships shall be due on the anniversary dates of initial memberships and delinquent two months thereafter.

Section 12.09 - Contributions. The UAA may accept any donation, bequest, gift, or other type of contribution offered which will result in support for its purposes.

Section 12.10 - Deposit of Funds. The funds of the UAA shall be deposited in such depositories as may be approved by the Board, but such depositing authority may be delegated to the Executive Director.

Section 12.11 - Bonding. The Treasurer, Secretary, other officers, Executive Director and employees as required by the Board shall be bonded at the expense of the UAA, in the amounts determined by the Board.

ARTICLE 13

INDEMNIFICATION

Section 13.01 - Indemnification. The UAA shall, to the fullest extent authorized by law, indemnify any present or former employee, trustee or officer of the UAA or the personal representatives thereof made or threatened to be made a party in any civil or criminal action, suit or proceeding by reason of the fact that he or she, or his or her testator or intestate, is or was a trustee or officer of the UAA, or served any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity at the request of the UAA, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee benefit plan), amounts paid in settlement and expenses, including without limitation, attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein.

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.

Section 13.02 - 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.

Section 13.03 - 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.

Section 13.04 - 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 14

SPONSORS

Section 14.01 - Sponsors. A UAA designation under this Article shall be made on an annual basis to an individual, government, or industry, company or organization with an interest in furthering aviation education, which contributes \$500 or more in dollars or equivalent services to the UAA. Services, which may be "in kind," will be in direct support of the ongoing activities and programs rather than grants or contracts for development type projects. Patrons may request earmarking or designation of funds contributed with the final decision made by the UAA. The following designations shall apply:

- a) Donor - A single donation of at least \$500.
- b) Contributor - A single donation of \$1,000 to \$5,000.
- c) Patron - A single donation of \$5,000 to \$10,000.
- d) Benefactor - A single donation of more than \$10,000.
- e) "Lifetime" Designation in each category - Donations in any one of the above categories for more than three consecutive years.

ARTICLE 15

MEETINGS

Section 15.01 - Quorum. A majority of the members, the Board, the Executive Committee, or Board Committee appointees shall constitute a quorum, when required, for that group for any meeting.

Section 15.02 - Member Meetings. The President of the Board shall act as Chair of any meeting of the Board, and the Secretary of the Board shall act as Secretary at such meetings. There shall be an Annual Meeting of members and it will be at the same place and in the same week of the Annual Meeting of the Board.

Section 15.03 - Annual Meeting of the Board. An Annual Meeting of the Board shall be held at a location and time set by the Executive Committee. Such meeting normally will be held in conjunction with the annual meeting of the members. The primary purposes for this annual meeting will be to install the new Board and officers, to receive reports of the UAA committees when Board action is required, and to conduct other business pertaining to the UAA.

Section 15.04 - Mid-year Meeting. A mid-year meeting of the Board shall be held at a location and time set by the UAA Executive Committee. Such meeting normally will be held in the spring. The primary purposes of this mid-year meeting will be to consider matters of policy and procedures, to receive reports of the UAA committees when Board action is required, and to conduct other business pertaining to the UAA.

Section 15.05 - Special Meetings of the Members or Board. Special meetings of the members or Board may be called at any time by the President, or in the President's absence, the President Elect, or by written request of fifty members or a majority vote of the Board of Trustees. The times and locations of such meetings will be determined by the Executive Committee. A written notice of such special meetings must be mailed to each member at least one week before the date appointed. This notice shall state the reason for calling the meeting and no business shall be transacted at the meeting except that specifically referred to in the notice.

Section 15.06 - Notice of Regular Meetings of the Members or Board. Notice of each regular meeting of the members or Board shall be given in the UAA Newsletter, by mail, electronic transmission, or in person to each member or Trustee or other person entitled thereto at least thirty (30) days prior to the date of such meeting, and the notice thereof shall state briefly the purpose of such meeting.

Section 15.07 - Meetings of Standing Committees. The standing committees shall meet at such times and places as may be determined by the Chair according to the needs of each committee provided, however, that each standing committee will meet and present a report to the Board when Board action is required at the UAA Annual Meeting. To the extent possible and reasonable, other business of the standing committees may be accomplished by correspondence. Actions taken by the Committee shall be recorded and made available on request.

Section 15.08 - Meetings of Other Committees. Committees, other than standing committees, shall meet at such times and locations as may be determined by the Chair according to the needs of each committee. To the extent possible and reasonable, all business of other than standing committees may be conducted by correspondence. Actions taken by the Committee shall be recorded and made available on request.

ARTICLE 16

STANDING COMMITTEES

Section 16.01 - Standing Committees. The UAA shall have Standing Management Committees and Operations Committees. The Management Committees shall be: (1) Executive Committee, (2) Nominations Committee, (3) Bylaws and Procedures Committee, (4) Finance Committee; and (5) Strategic Planning Committee. The Operations Committees shall be: (1) Membership Committee, (2) Curriculum Committee, (3) Awards Committee, and (4) Publications Committee and (5) Meeting Planning Committee.

The President shall be an ex officio member of all standing committees. The President or Board may assign to these standing committees responsibilities in addition to those specifically listed in these Bylaws. Action by any Committee requires Board approval. Minutes of each committee meeting shall be promptly prepared and delivered to the Executive Committee for their review. Members may make application to the President for membership on any committee. The Chair of each committee shall review committee membership on an annual basis with the President. The Chair shall make all committee membership appointments.

Section 16.02 - Vacancies. Unless otherwise provided for in these Bylaws, and except by action of the sitting President confirmed by the Executive Committee, each standing committee Chair will be appointed by the President to serve for a period of three years. In the event of a resignation of a committee Chair, or, if a committee Chair cannot otherwise complete his or her term, a new committee Chair shall be appointed for the unexpired term by the President, and the appointment confirmed by the Executive Committee.

Section 16.03 - Executive Committee. The Executive Committee shall consist of the Executive Director and the Officers, as specified in Article 8, three of whom shall constitute a quorum. 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. Meetings of the Executive Committee shall be called by the President, who also chairs the Executive Committee. Actions taken by the Executive Committee shall be recorded and made available on request.

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, except the Executive Committee shall have no right or power to do the following:

1. Elect or terminate officers
2. Fill vacancies in the Board or the Executive Committee
3. Fix compensation of staff
4. Alter, amend or rescind these Bylaws or the Articles of Incorporation
5. Merge or consolidate with other corporations or businesses
6. Sell, lease, exchange or otherwise dispose of the assets of the Corporation
7. Incur long-term indebtedness

Section 16.04 - Nominations Committee. The Nominations Committee shall be composed of the three most immediate active Past Presidents and two at large members serving staggered three-year terms to be

appointed by the president. The most immediate Past President on the committee shall act as Chair of the committee. Nominations Committee shall provide the Board with the names of qualified Officer and Trustee nominees for each available position. This list should provide two (2) qualified nominees for each available position and shall be presented to the board two weeks prior to the mid-year meeting by the Board or by March 31 of each calendar year, whichever comes first.

Section 16.05 - Bylaws and Procedures Committee. The Bylaws and Procedures Committee shall be chaired by a past Officer appointed by the President, and shall consist of the Secretary and no more than five members appointed by the President for a term of three (3) years or until replaced. It shall be responsible for preparing proposed, necessary, and desirable changes to these Bylaws and to the Policy and Procedures Manual. In the absence of an appointed Bylaws Committee, the Executive Committee shall assume the responsibilities of the Bylaws Committee.

Section 16.06 - Finance Committee. The Finance Committee shall consist of persons approved by the Board at a scheduled meeting of the Board from a recommended list prepared for the Board by the President and President Elect.

The number of persons constituting this Committee shall be fixed by the Board at the UAA annual meeting of the membership, but shall consist of not less than six (6) members, including the President, President Elect, Treasurer and Past President who shall serve as Chair of the Committee.

The Finance Committee shall have financial planning responsibilities to include budget oversight, and establishing policies and procedures for UAA financial management and records.

Section 16.07 - Strategic Planning Committee. The Strategic Planning Committee shall recommend a UAA vision and a strategic plan of action to realize that vision. The vision and the strategic planning process will be continuous and will encompass the UAA and its internal and external relations with other organizations. Membership on the Strategic Planning Committee will include representation from all the UAA constituencies to include: two-year programs, four-year programs, and standing committees, the President, the President Elect and the immediate Past President.

Section 16.08 - Membership Committee. The Membership Committee shall consist of persons approved by the Board at a scheduled meeting of the Board from a recommended list prepared for the Board by the President.

The number of persons shall be not less than five (5) including the Chair who shall be appointed by the President to serve for a period of three (3) years.

The Membership Committee shall provide recommendations to the Board on membership issues, including the definition of various categories and termination and recruitment. The Membership Committee shall formulate, implement, and conduct membership drives as approved by the Board.

Section 16.09 - Curriculum Committee. The Committee will serve as a source for curriculum development and guidelines for all aviation curricula. The duties and responsibilities of the Curriculum Committee shall be executed as specified by the Board.

Section 16.10 - Awards Committee. The Awards Committee shall be chaired by the President Elect and shall consist of four (4) additional members, including the President, immediate Past President and two other members at large appointed by the President for a term of one (1) year or until replaced. It shall be responsible for oversight of the policies and procedures pertaining to the nomination and selection of candidates for all UAA awards. The Awards Committee shall carry out its duties such that a recommended list of nominees for each Award is presented to the Board at least two (2) months prior to the Annual Meeting of the Members. All Award recipients shall be named by the Board. The Awards Committee shall be responsible to the Board for organizing and conducting an official awards presentation as a part of the Annual Meeting of the Members.

Section 16.11 - Publications Committee. 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*, the peer-reviewed academic journal of the UAA, and for preparing and publishing the proceedings of the annual conference.

Section 16.12 - Meeting Planning Committee. Membership on the Meeting Planning Committee shall be comprised of no less than five (5) individuals, including the Chair. The makeup of the committee should represent the UAA constituency. The Meeting Planning Committee shall have planning responsibilities to include: (1) recommending to the Board of Trustees the dates and location of the annual conference; (2) establishing the annual conference theme; (3) creating and providing guidance to a local host committee for the annual conference to include acquiring speakers, seeking sponsors and arranging for evening entertainment; (4) education sessions; (5) providing assistance, as required by the President, in banquet program planning; and (6) overseeing the Professional Development Committee's selection of pre-conference seminars.

ARTICLE 17

SPECIAL COMMITTEES

Section 17.01 - Special Committees. The President, with Board approval, may create any special or ad hoc committee comprised of members of the Board of Trustees, individual members of the UAA and/or any other person, which shall have a specific charge and shall appropriately report progress to the Executive Committee and the Board until the Committee has fulfilled its objectives or is otherwise discharged. The President, with approval of the Board, shall establish the membership and tenure of such special committees, national or regional, as may be required to implement the stated purposes of the UAA.

ARTICLE 18

AMENDMENTS

Section 18.01 - Amendments. Amendments to these Bylaws may be proposed by any member of the Board or upon petition from a minimum of 20 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 members at any scheduled meeting or at any special meeting convened for such purpose. If approved by the Board, proposed amendments shall be submitted to the membership, for final adoption/rejection, at the next regular meeting of the membership. Adoption of an amendment shall require a positive vote by a majority of the members present.

ARTICLE 19

PROCEDURE

Section 19.01 - Procedure. *Robert's Rules of Order, Revised*, shall govern the conduct of all meetings of the Members, Board, Committees of the Board, and parliamentary procedures of the UAA insofar as they are not inconsistent with applicable statutes, the Articles of Incorporation and these Bylaws, unless other specific procedure is provided by the Board.

ARTICLE 20

DISSOLUTION

Section 20.01 - Dissolution Plan. The Association may be dissolved, or merged with another similar entity carrying on substantially the same activities, upon approval of a plan of dissolution adopted by a two-thirds vote of the total membership of the Board, and confirmed by a simple majority of the membership.

Section 20.02 - Dissolution Process. Upon dissolution of the Association, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all the assets of the Association exclusively for the purpose of the organization in such manner, or to such organization organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations as the Board of Trustees shall determine in accordance with appropriate Sections of the United States Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.