

# Aircraft Electronics Association Bylaws

*Revisions as of April 23, 2023*

## ARTICLE I NAME, OFFICES and PURPOSE

### **Sec. 1.01. NAME.**

The name of this Association shall be AIRCRAFT ELECTRONICS ASSOCIATION.

### **Sec. 1.02. PRINCIPAL OFFICE.**

The principal office of the Association shall be located in the City of Lee's Summit, Missouri. The Association may have such other offices, as the Board of Directors may determine, as the affairs of the Association may require from time to time.

### **Sec. 1.03. REGISTERED OFFICE AND REGISTERED AGENT.**

The Association shall have and continuously maintain in the state of incorporation a Registered Office, and a Registered Agent whose office is identical with such Registered Office, as required by the laws of the state of incorporation. The address of the Registered Office may be changed from time to time by the Board of Directors.

### **Sec. 1.04. PURPOSE AND GUIDING PRINCIPLES.**

The Association is a nonprofit trade association; its mission is to educate, communicate, and advocate for aviation businesses around the world that manufacture, support, and install innovative technologies for flight. Its vision is to power safer and more efficient flight.

#### **Sec. 1.04A. GUIDING PRINCIPLES.** The Aircraft Electronics Association will:

- 1) Be aviation's technology experts, innovation focused, sustainability minded, environmentally and socially responsible.
- 2) Promote the interests of our members and the aircraft electronics industry worldwide.
- 3) Be the source for timely and accurate information on the state of the aircraft electronics industry, regulatory and legislative issues, and effective business practices.
- 4) Be an agile and responsive organization, leading members to new markets while following the mission and maintaining value.
- 5) Seek new avenues for growth, education, and workforce development and address issues in the industry to enhance the business of the Association and its members.
- 6) Effectively manage and generate financial resources for longevity, adaptability and investment in greater service to members and the industry.

## ARTICLE II MEMBERSHIP

### **Sec. 2.01. CATEGORIES OF MEMBERSHIP**

The Association shall have five (5) categories of membership.

**Sec. 2.01A. REGULAR MEMBER**

2.01A (1) A Regular Member is an organization whose aircraft electronics activity is primarily in the sales, service and installation of aircraft electronics equipment, and whose business does not derive the majority of its total gross revenue from the manufacturing or distribution of new or used aircraft electronics equipment or supplies, nor from the operation of aircraft. And,

2.01A (2) The organization shall be an approved maintenance organization (AMO) approved by its respective regulatory authority. And,

2.01A (3) The organization's aircraft electronics activity is primarily in the sales, service and installation of aircraft electronics equipment and/or instruments for third parties.

**Sec. 2.01B. ASSOCIATE MEMBER** An Associate Member is a company whose principal business is as a supplier, service provider or manufacturer of aircraft electronics equipment which support the industry in sales, service or installation of aircraft electronics equipment. Associate Membership includes two classes of membership:

2.01B (1) Companies whose principal business is as a manufacturer or supplier of aircraft electronics equipment.

2.01B (2) Companies whose principal business is as a service provider that supports the industry in sales, service or installations of aircraft electronics equipment.

**Sec. 2.01C. ACADEMIC MEMBER.** An Academic Member is a school or college offering aircraft electronics or maintenance training.

**Sec. 2.01D. PARTNER MEMBER.** A Partner Member is a trade association, trade publication, or regulatory agencies.

**Sec. 2.01E. AFFILIATE MEMBER.** An Affiliate Member is an aviation business that is not eligible for any other membership categories under these Bylaws.

**Sec. 2.02. VOTING RIGHTS**

Each Member present and voting or represented by proxy, except Partner and Affiliate Members, shall be entitled to one vote on each matter submitted to a vote of the Membership if their membership is in good standing.

**Sec. 2.03. TERMINATION OF MEMBERSHIP**

Any Member may be terminated by the Association if the Member (1), is in default of payment of dues or other debt to the Association or (2), no longer meets the criteria for its membership category, unless such company has apprised the President of the change in its category and sought to be appropriately reclassified, or (3), no longer meets the criteria for any of the membership categories. Upon termination, the Association shall provide the Member with 15 days written notice, including the reason or reasons for termination; if it is not appealed then this becomes final written notice enforcing termination. Between the time notice is received and five days before the date termination becomes effective, the Member may present to the President reasons why the membership should not be terminated. The reasons may be presented in writing or orally, and if reasons are presented, then the President shall provide a final written notice either retracting the termination or enforcing it.

**Sec. 2.03A** A Member may appeal the final written notice enforcing termination to the Board of Directors under the following provisions. The President must receive notice of appeal within ten days after the date that the Association provided final written notice enforcing the termination. The President shall schedule an opportunity for the Member to be heard before the Board, to coincide with a scheduled Board Meeting. The Member may present evidence before the Board or may present evidence through an attorney or other representative. The Board may only reverse the decision of the President upon a finding of clear error, and if the Board reverses the President's decision, then the Member's membership privileges shall be reinstated.

**Sec. 2.04. RESIGNATION.**

Any Member may resign by notifying the Association's headquarters office by mail, telephone, facsimile, or email. Such resignation shall not relieve the Member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

**Sec. 2.05. TRANSFER OF MEMBERSHIP.**

Membership in this Association is not transferable or assignable.

**Sec. 2.06. ANNUAL DUES.** The Board of Directors shall determine the initiation fee and the annual dues for each class of membership.

## **ARTICLE III MEETINGS**

**Sec. 3.01. ANNUAL MEETING.** The annual meeting of the Members shall be held at such time and place as determined by the Board of Directors. It will be for the purpose of transacting business as may come before the meeting.

**Sec. 3.02. SPECIAL MEETING.** A special meeting of Members may be called at any time by the Chairman, the President, a majority of the Board of Directors, or by a group of Members having not less than 10 percent of the votes entitled to be cast at such a meeting.

**Sec. 3.03. PLACE OF MEETING.** The Board of Directors shall designate a place of meeting for the annual meeting and/or any special meeting. If no designation is made, the place of meeting shall be the registered office of the Association in the state of incorporation or the Association's principal office. If a quorum of the voting Members shall meet at any time or any place, and consent to the holding of the meeting, such meeting shall be valid, and at such meeting, any Association action can be taken.

**Sec. 3.04. NOTICE OF MEETINGS.** Written or printed notice stating the place, day, and hour of the meeting and, in case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10, nor more than 60 days before the date of the meeting, either personally, by electronic transmission, by facsimile transmission, or by mail, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting, to each Member entitled to vote at such meeting. If mailed,

such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at their address as it appears on the records of the corporation, with postage thereon paid. If transmitted by facsimile or electronic transmission, notice is deemed to be delivered on successful transmission. Notice may also be published in a magazine of general circulation among the Members such as the Association's general circulation magazine.

**Sec. 3.05. QUORUM.** The Members holding 10 percent of the votes of the eligible membership votes shall constitute a quorum of such meeting. If a quorum is not present at any meeting of voting Members, a majority of the voting Members present may adjourn the meeting without further notice.

**Sec. 3.06. PROXIES.** At any meeting of the Members, a Member entitled to vote may vote by proxy executed in writing by the Member and submitted to the AEA headquarters office no later than 3 days prior to said meeting. No proxy shall be valid after the conclusion of the called meeting described in the proxy.

**Sec. 3.07. RULES OF ORDER.** All meetings of the Association, and its Board of Directors and Committees, shall be conducted in accordance with Robert's Rules of Order.

## ARTICLE IV BOARD OF DIRECTORS

**Sec. 4.01. GENERAL POWERS.** The affairs of the Association shall be managed by its Board of Directors.

**Sec. 4.02. NUMBER AND TERM.** The Board of Directors shall consist of up to 18 Directors plus the President and the Immediate Past Chairman. No more than six of the 18 Directors may be an employee, officer, owner, or director of an Associate Member. Elected by the Membership, a Director shall serve for a term of three years. A Director shall serve no more than three terms for a lifetime maximum of nine years.

**Sec. 4.03. ELECTION OF DIRECTORS.** Election of Directors for open seats takes place on an annual basis. Several weeks prior to the annual election, announcements and notification of open seats on the board will be made to the Membership via the AEA website, broadcast e-mails to Members, in *Avionics News* and other communications vehicles. The Trusteeship Committee will encourage Members to submit names and qualifications for possible inclusion on the slate of nominees. The Trusteeship Committee assembles the final slate of nominees, which is then presented to the Board of Directors for approval and then to the full Membership for the final vote. Whenever possible, the Trusteeship Committee will submit more than one qualified candidate for each opening. Members receive the slate of nominees via e-mail and cast their ballot and submit it electronically a few weeks prior to the annual convention & trade show. A quorum of 10 percent of the Membership will be required for the vote. Prior to the convention, the votes will be tallied and verified by the Election Subcommittee. Generally, the Membership shall elect six Directors each year for terms of three years, so that up to 18 elected Directors are

re-elected over a three-year cycle. The actual number elected may vary if there are additional vacancies that must be filled.

**Sec. 4.03A. INTERNATIONAL BOARD REPRESENTATION.** In order to achieve a fair and balanced international representation on the AEA Board of Directors, three positions out of the 18 Board positions as defined in Sec. 4.02 of these Bylaws shall consist of Directors elected from and to represent the following established international regions: Canada, Europe and the South Pacific. Nominations will be sought from each respective region and the Trusteeship Committee as defined in Sec. 7.01B will be responsible for assembling the final slate of nominees for each region. Each of the Directors representing these regions will be elected by and from the membership in each respective region by electronic ballot every three years. Election of these International Directors shall occur at the same time as the annual Board of Directors' election outlined in Sec. 4.03. The candidates must be a Member in good standing whose membership has not been terminated pursuant to Sec. 2.03 of these Bylaws. International Directors shall serve for a term of three consecutive years. A Director shall serve no more than three terms for a lifetime maximum of nine years. Election of International Directors shall require approval and vote from a quorum of 10 percent of the Membership of their respective region and said vote shall be submitted for review and final count by the Election Subcommittee of the Trusteeship Committee. Other regions of the world may be added as the Trusteeship Committee—under guidance from the Board of Directors—determines appropriate.

**Sec. 4.03B. QUALIFICATIONS OF DIRECTORS AND REMOVAL.** Each Director must be an employee, officer, director, or owner of a company that is a Member in good standing of the Association. A Director may be removed for any reason, with or without cause, by a majority vote of the Board of Directors. In the event that a Director fails to attend two consecutive regular meetings or four regular meetings of the Board of Directors during their term, the Director may be asked to forfeit his or her position. In the event a Director resigns or otherwise leaves employment or affiliation with the Member company, the Director shall forfeit his or her position as Director. In the event the Member company allows its membership to lapse, the Director shall forfeit his or her position as Director.

**Sec. 4.03C. MID-TERM VACANCY ON THE BOARD OF DIRECTORS.** In the event that a Director resigns, is removed, or otherwise vacates their Board position before the Director's term has expired, the Board may choose to fill the position by appointing a new Director to complete the remainder of the term. The process for appointment shall be:

- 1) The Trusteeship Committee shall nominate a person who is eligible to serve on the Board of Directors
- 2) The existing Board of Directors shall act on this nomination by resolution.

**Sec. 4.03D.** Notwithstanding any other provision of these Bylaws, if during a term of office a Director leaves employment or affiliation with an AEA Member, the Officers of the Association shall have the discretion to allow the Director a grace period of continued service on the Board of Directors. This grace period will be determined on a case-by-

case basis and such grace period shall not be extended longer than six months from the date of departure from the Member.

**Sec. 4.04. REGULAR MEETINGS.** The Board of Directors shall meet a minimum of three times per year. The Board of Directors may provide by resolution the time and place, and the method for the holding of additional regular meetings of the Board of Directors without other notice than such resolution. During the regular meetings, the Chairman shall have the prerogative to call for a closed board meeting.

**Sec. 4.05. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the Chairman or by a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding a special meeting of the Board called by them.

**Sec. 4.06. NOTICE.** Notice of any special meeting of the Board of Directors shall be given at least 15 days previously thereto by appropriate method of communications to each Director. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

**Sec. 4.07. QUORUM.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of Directors is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

**Sec. 4.08. MANNER OF ACTING.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Sec. 4.09. PARTICIPATION BY ELECTRONIC MEANS OF COMMUNICATIONS.** A Director or Committee Member may participate in a meeting by any means of communication through which they, other persons participating by that means, and everyone physically present at the meeting may simultaneously hear each other during the meeting. A meeting among Directors or Committee Members, even if one or more individuals is participating by electronic means, is a meeting of the Directors or a Committee if notice is given of the meeting as would be required for a meeting, and if the number of persons participating in the meeting would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

**Sec. 4.10. COMPENSATION.** Directors as such shall not receive any compensation for their services but, by resolution of the Board of Directors, expenses of attendance, if any, may be reimbursed for attendance at each regular or special meeting of the Board; however, nothing herein obtained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

**Sec. 4.11. INFORMAL ACTION BY DIRECTORS.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at such meeting of Directors, may be taken by written action signed or consented to by electronic communication by the number of Directors required to take action at a meeting of the Board at which all Directors are present. Upon signature or consent of the last required Director, immediate notice of the action shall be made to all Directors and at the time of that notice, unless otherwise specified in the action, the action shall be effective.

**Sec. 4.12. BOARD POLICIES.** The Board of Directors shall promulgate a set of Board Policies to guide the work of the board in the implementation of these Bylaws, and all such policies shall be compiled and maintained by the Secretary in a Board of Directors Board Handbook that shall be provided to every board member and available for review by any Member of the Association.

## **ARTICLE V OFFICERS**

**Sec. 5.01. OFFICERS.** The Officers shall be a Chairman, a Vice Chairman, a Treasurer, and a Secretary. The Board of Directors may elect or appoint such other Officers as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person. The Chairman and Vice Chairman of the Board shall be a member of the Board of Directors who is an employee, officer, owner, or director of a Regular Member. The Treasurer and Secretary shall be a member of the Board of Directors who is an employee, officer, owner, or director of a Regular or Associate Member.

**Sec. 5.02. ELECTION AND TERM OF OFFICE.** Each Officer shall be elected by the Board of Directors for a term of three years. An Officer's term may or may not coincide with his/her term as a regular board member. If an Officer's term as a current board member expires before his/her term as an Officer, and he/she is not re-elected to the Board of Directors, they relinquish their Officer position, and a current Director of the Board shall be elected to a three-year term as an Officer. The Executive Committee shall coordinate with the Trusteeship Committee to forecast availability of qualified candidates and plan for an orderly transition at such times as Officer positions will become vacant.

**Sec. 5.03. REMOVAL.** Any Officer elected or appointed by the Chairman or the Board of Directors may be removed by a two-thirds (2/3) majority vote of the entire Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby; but, such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

**Sec. 5.04. CHAIRMAN.** The Chairman shall be the presiding officer of the Board of Directors and shall oversee the business and affairs of the Association. The Chairman shall preside at the Annual Meeting of the Members and all meetings of the Board of Directors. The Chairman may sign, with the Secretary or any other Officer of the Association

authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Association; and, in general the Chairman shall perform all of the duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors.

**Sec. 5.05. VICE CHAIRMAN.** In the absence of the Chairman or in the event of his/her inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform such other duties as may be assigned by the Chairman or the Board of Directors.

**Sec. 5.06. TREASURER.** The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

**Sec. 5.06A.** In case of the absence or disability of the Treasurer or the Treasurer's refusal or neglect to act, the President may, by direction of the Board of Directors, perform all of the functions of the Treasurer.

**Sec. 5.06B.** The Treasurer shall be responsible for developing and maintaining the necessary procedures for the financial control of the business and for the safe guarding of assets; for directing internal auditing; for seeing that all necessary accounting activities are developed and maintained; for directing the preparation and interpretation of consolidated financial statements and plans; and for recommending changes in accounting, auditing and profit planning policies.

**Sec. 5.06C.** The Treasurer shall report to the Board of Directors at each regular meeting the financial standing of the organization. The Treasurer shall make a full report available to the Membership no less than once per year.

**Sec. 5.06D.** The Treasurer shall ensure financial reports are prepared in accordance with the procedures developed by the Board of Directors.

**5.06D (1).** The accounting is to be summarized and financial statements compiled each month by an independent Certified Public Accountant.

**5.06D (2).** Financial statements are to be mailed directly to the Chairman and Treasurer by the independent Certified Public Accountant.

**5.06D (3).** The Association's financial statements shall be audited at least annually by a Board-approved Certified Public Accountant firm.

**Sec. 5.07. SECRETARY.** The Secretary shall be the custodian of all official records of the Association; shall ensure that there is kept a true and accurate record of the proceedings of the Association and the Board of Directors, and reports of the committees; shall conduct all board correspondence and duly lay before the Board of Directors such correspondence as he or she may receive. The Secretary shall ensure that minutes of such meetings shall be retained in one or more books or secure electronic systems provided for that purpose. All books and records shall be maintained at the organization under the supervision of the Secretary with the support of the President. He or she shall ensure that all notices of



meetings are provided in the manner required by the Bylaws of the Association or by law. The Secretary shall, at the conclusion of their term, deliver to their successor all books, papers and other articles or property belonging to the Association.

## **ARTICLE VI PRESIDENT**

**Sec. 6.01. PRESIDENT.** A President may be employed or contracted by the Board of Directors and will have the responsibility for executing the duties, plans and programs specified by these Bylaws and by the Chairman and Board of Directors. At each renewal period, a contract will be drawn up, stating the term of office, the compensation and expenses or fees and expenses to be paid for such services.

**Sec. 6.01A.** The President shall have such general powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, and shall carry into effect all directions and resolutions of the Board. The President shall work in partnership with the Board of Directors to provide leadership for the Association, will work with the board to determine a strategic direction and set of goals for the Association, and organize and manage the day-to-day operations and business of the association (including financial, administrative, and program management) to accomplish these goals. The President shall be accountable to the Board of Directors for the effective operation and performance of the Association, and shall report to the Board of Directors any substantive violation of laws or the policies, rules and regulations of the Association. The President shall keep records as prescribed by the Board of Directors and report thereon whenever so requested by the Board, and, when authorized by the Board of Directors or Chair, shall affix the Seal of the Association to any document or instrument of the organization requiring the seal. The President shall be directly responsible to the Board and shall report directly to the Board.

**Sec. 6.01B.** If required by the Board of Directors, the President will give to the Association a bond to assure the faithful performance of the duties of the office and the restoration to the Association of all corporate books, papers, vouchers, money and other property of whatever kind in the President's possession or control, in case of the President's death, resignation, retirement or removal from office. Such a bond must be in a sum satisfactory to the Board of Directors, with one or more sureties or a surety company satisfactory to the Board of Directors.

**Sec. 6.01C.** The President shall have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all funds in the name of the Association in those banks, trust companies, or other depositories as are designated by resolution(s) of the Board of Directors.

**Sec. 6.01D.** Subject to the Bylaws, policies, rules and regulations of the Association, the President shall have the power to employ, remove and suspend all agents and employees of the association, to determine the duties and responsibilities of such appointees, to create such titles for such appointees as he/she may deem desirable to

enable the appointees to execute their duties and responsibilities, and to fix and change the compensation of such appointees.

**Sec. 6.01E.** The President shall keep and maintain adequate and correct accounts of the Association's properties and business transactions.

The President shall in a timely manner render to the Board of Directors, whenever they request it, an account of the transactions and the financial condition of the Association.

**Sec. 6.01F.** The President shall be an ex officio non-voting member of the Board of Directors and its Executive Committee and an Officer of the Association. In case of a tie vote, the President shall cast the tie-breaking vote.

**Sec. 6.01G.** The President shall have such other duties and authority as may be prescribed elsewhere in these Bylaws, in any applicable policies, rules and regulations of the Association, and as specified from time to time by the Board of Directors.

## ARTICLE VII COMMITTEES OF THE BOARD OF DIRECTORS

**Sec. 7.01 COMMITTEES.** There shall be four Standing Committees of the Board of Directors, in addition to such ad hoc committees as the Chairman of the Board of Directors may create. Except when stated otherwise in these Bylaws, the Chairman of the Board will appoint the Chair of each Standing Committee, who must be a Director. Each Committee shall have a Vice Chair, who shall be appointed by the Committee Chair after consultation with the Chairman of the Board of Directors. Committee Chairs may remove a Vice Chair, with or without cause, after consultation with the Chairman of the Board of Directors.

**Sec. 7.01A. EXECUTIVE COMMITTEE.** The Executive Committee is a Standing Committee that shall have the authority, between the meetings of the Board, to exercise on behalf of the Corporation all powers of the Board of Directors to the extent permitted by law. The Committee shall consist of the Chairman, Vice Chairman, Treasurer, Secretary, President, and Immediate Past-Chair. The Board Chairman shall be the Chair of the Committee. All actions taken by the Executive Committee shall be reported to the Board of Directors at its first meeting thereafter and shall be ratified or overruled by a simple majority of the Directors present.

**7.01A(1).** Meetings of the Executive Committee may be called by the Board Chair or shall be called by the Board Secretary upon request of the Board Chair or of any two (2) Members of the Executive Committee.

**7.01A(2).** Notification of the meeting of the Executive Committee shall be given to the entire Board of Directors within a reasonable period of time following conclusion of the meeting, given in person, by telephone, by fax or email, to the residence or place of business of each Director, and such notice shall specify the place, day and hour of the meeting and the nature of the business transacted.

**7.01A(3).** The Board Secretary shall be responsible for the recording of the minutes of all duly called meetings of the Executive Committee. One copy of the minutes shall be kept by the Board Secretary in the Minute File.

**7.01A(4).** A quorum of the Executive Committee for the transaction of business at any meeting shall consist of a majority of the Executive Committee then in office.

**Sec. 7.01B. TRUSTEESHIP COMMITTEE.** The Trusteeship Committee is a Standing Committee and shall assess the Board's profile and skill set, and shall plan for, develop and maintain a pool of candidates with desired skills who could be nominated to serve on the Board and, as necessary, shall recommend a slate of candidates to the Board whenever vacancies or impending vacancies require an election to select Directors. The Trusteeship Committee shall also, in consultation with the Executive Committee, recommend a slate of candidates to the Board of Directors whenever vacancies or impending vacancies require an election to select Officers. No less than every five years, or upon adoption of a new Association strategic plan by the Board of Directors, the Committee shall undertake a review of the Bylaws to assess their completeness and adequacy; the Committee shall report its findings and recommendations to the Board for consideration. The Committee shall recommend Board training and development programs and, upon approval by the Board, shall implement such training and development programs. Only Directors may serve on the Trusteeship Committee. The Vice Chairman of the Board shall serve as the Chair of the Trusteeship Committee.

**7.01B (1). ELECTION SUBCOMMITTEE.** The Election Subcommittee of the Trusteeship Committee shall be made up of all Past Chairmen of the Boards of Directors of the Association. The Election Subcommittee shall tally and verify votes for Directors as provided in Section 4.03 of these Bylaws.

**Sec. 7.01C. FINANCE COMMITTEE.** The Finance Committee is a Standing Committee and shall assist the Treasurer and the President by monitoring the financial status of the organization, and overseeing the periodic financial audits. The Treasurer shall be the ex-officio Chair of this committee. The Committee shall report their findings and recommendations to the Board for disposition.

**Sec. 7.01D. GOVERNMENT AND INDUSTRY AFFAIRS COMMITTEE.** The Government and Industry Affairs Committee is a Standing Committee and shall oversee and audit the Association's government affairs programs, shall recommend strategic plans for such programs, shall assist the Association's government affairs program professionals in meeting the Association's government affairs goals, and shall report their findings and recommendations to the Board for disposition.

**Sec. 7.02. COMMITTEE POWERS, GENERALLY.** Committees of the Board of Directors shall have no independent power to act, but shall only have the power to advise the Board of Directors on a course of action, except that the Executive Committee and any other Committee made up entirely of Directors from the Board may exercise such additional powers as the Board may delegate to the Committee in writing.

**Sec. 7.02A. REGULAR REPORTS TO THE BOARD OF DIRECTORS.** Every committee (Standing and ad hoc) shall deliver a report on its activities to the Board of Directors at least at every regular meeting of the Board.

**Sec. 7.02B. POLICIES AND OPERATIONS OF COMMITTEES.** Every Committee shall conduct its affairs consistent with the guidance of Article IV of these Bylaws. Every Standing Committee shall develop and maintain a basic set of policies, consistent with these Bylaws and approved by the Board of Directors, to govern the practices and operations of the Committee.

**Sec. 7.03. POWER TO APPOINT.** The Chairman of the Board of Directors shall have the power to appoint and remove Members of Standing Committees, to create and disband ad hoc committees and working groups, and to appoint and remove (with or without cause) the Chairs of ad hoc committees. Unless otherwise specified in these Bylaws or by resolution of the Board of Directors, Members of ad hoc committees shall be appointed by and may be removed by the committee's Chair after consultation with the Chairman of the Board of Directors. Unless otherwise specified in the Bylaws or by resolution of the Board of Directors, membership on a Committee shall be for a term of one year, and may be renewed on an annual basis with no limitation on the number of terms a Member may serve.

**Sec. 7.04 NON-DIRECTOR COMMITTEE MEMBERS.** Members of the Association (and their employees, officers, owners, directors, and agents) may serve on Committees, except that no Committee with non-Director members may be delegated the power to act on behalf of the Board of Directors without specific, prior Board approval of the intended action.

## ARTICLE VIII

### LIABILITY OF DIRECTORS, OFFICERS AND AGENTS

**Sec. 8.01 INDEMNIFICATION.** To the extent permitted by law, the Board of Directors authorizes the Association and the Association hereby indemnifies any present or former Director, Officer, employee or agent of the corporation against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in connection with a proceeding in which the person was, is or is threatened to be made, a named defendant or respondent because the person is or was a Director, Officer, employee or agent of the Association.

## ARTICLE IX

### CONTRACTS, DEPOSITS AND FUNDS

**Sec. 9.01. CONTRACTS.** The Board of Directors may authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

**Sec. 9.02. DEPOSITS.** All funds of the Association shall be deposited as received to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors shall by resolution designate.

**Sec. 9.03. GIFTS.** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

## **ARTICLE X BOOKS AND RECORDS**

**Sec. 10.01 BOOKS AND RECORDS.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office of record giving the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by any Member or his agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE XI SEAL**

**Sec. 11.01. SEAL.** The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the initials "AEA" and the words "Aircraft Electronics Association" circling the seal. Such seal may be used by the Association as determined by the Board of Directors.

## **ARTICLE XII WAIVER OF NOTICE**

**Sec. 12.01. WAIVER OF NOTICE.** Whenever any notice is required to be given under any provision of law or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIII AMENDMENTS TO BYLAWS**

**Sec. 13.01 AMENDMENTS TO BYLAWS.** The Bylaws may be altered, amended, or changed by a two-thirds majority vote of the Board of Directors. Once an amendment(s) is

made and approved by the Board of Directors, the Membership shall be informed of the amendment(s) through at least one of the regular methods of AEA communications, including, but not limited to, via email, on the AEA website, via direct mail or in *Avionics News*.

## **ARTICLE XIV MISCELLANEOUS PROVISIONS**

**Sec. 14.01.** The Bylaws shall be construed in accordance with the laws of the state of incorporation. All references in the Bylaws to statutes, regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**Sec. 14.02.** If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the Bylaws.

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