

MBAA Organizational By-Laws

Article I NAME and OFFICES

SECTION 1. The name of the Association is the Minnesota Business Aviation Association.

SECTION 2. The location of the office or offices of the Association shall be designated by a majority of the membership.

Article II PURPOSE and AIMS

SECTION 1. To present a unified, or group, opinion on pertinent aviation matters affecting business aircraft and their operation.

SECTION 2. To further the cause of safety, convenience, advancement and economy of business aircraft and any other purpose consistent with Minnesota law.

SECTION 3. To support the professional business aviation community in the pursuit of career goals and advancement.

Article III MEMBERSHIP

SECTION 1. MEMBERSHIP LEVELS

The membership of the Association shall consist of INDIVIDUAL, CORPORATE, ASSOCIATE, RETIRED, HONORARY, AFFILIATE, and STUDENT members. Membership shall be held on an individual basis and shall be nontransferable. Each INDIVIDUAL, RETIRED INDIVIDUAL, and HONORARY member shall have the right to one (1) vote at all meetings of the Association.

A. INDIVIDUAL MEMBER

A flight crew member, maintenance technician, scheduler, flight department manager/administrator, or aviation professional employed, or actively pursuing employment, by a business aircraft operator for the purpose of corporate transportation.

B. CORPORATE MEMBER

A company or flight department with full INDIVIDUAL membership privileges for all named members of the company/flight department.

C. ASSOCIATE MEMBER

An organization whose primary business supplies support (i.e. parts, fuel, training, maintenance) to Minnesota corporate flight departments. A representative of an ASSOCIATE member may be heard at any meeting of the Association on any matter pertaining to aviation and within the scope of the Association's concerns, but shall not vote or be deemed part of a quorum at any meeting of the Association.

D. RETIRED MEMBER

A person who is an INDIVIDUAL or AFFILIATE member and who retires from employment in the field of business aviation may continue participation as a RETIRED member so long as he/she maintains a good standing in the organization.

E. HONORARY MEMBER

A person may be elected an HONORARY member of the Association by an affirmative vote of the membership eligible to vote. This is done in recognition of noteworthy contribution in the field of aviation, or in particular, to business aviation or to the work of this Association.

F. AFFILIATE MEMBER

An individual employed by an associate agency (i.e. FAA, MnDOT, US Customs).

G. STUDENT MEMBER

A person who is enrolled at a recognized institution of learning for the purpose of employment in the field of business aviation.

H. GUEST

A person who is not a member may attend a meeting or function of the Association as an invited guest, if accompanied by a member.

SECTION 2. APPLICATION FOR MEMBERSHIP

Membership application shall be submitted by on-line application or in writing on a form prepared by the Nominations and Membership Committee in accordance with ARTICLE III; SECTION 1. The form will establish the qualifications of the applicant for the appropriate level of membership. The application shall be subject to the review of the Committee for approval.

SECTION 3. MEMBERSHIP DUES

The Board of Directors (ARTICLE IV) shall recommend the amount of dues to be paid each calendar year to the membership for their approval. Members shall be billed in January. New members who join during the course of the year must pay the full amount of the annual dues. RETIRED and STUDENT members shall pay annual dues at a reduced rate. HONORARY members are exempt from the payment of dues. Membership shall expire with non-payment of dues after March 31.

SECTION 4. ASSESSMENTS

No regular or special assessments shall be levied except by an affirmative vote of the INDIVIDUAL membership.

SECTION 5. RESIGNATION

A member may resign at any time upon first discharging any indebtedness due to the Association, but shall not be entitled to a refund of any portion of unused membership dues.

SECTION 6. EXPULSION

A member may be expelled from the Association by an affirmative vote of the INDIVIDUAL members for conduct prejudicial to the welfare of the Association or its members.

Article IV

OFFICERS, ELECTIONS, and DUTIES

SECTION 1. PRINCIPLE OFFICERS

The Principle Officers of the Association shall be the President, Vice-President, and Secretary-Treasurer. The Principle Officers shall be INDIVIDUAL members of the Association.

SECTION 2. BOARD OF DIRECTORS

A Board of Directors comprised of seven (7) Members shall oversee the operation of the Association, define objectives, and establish policy. The Board Members will be the Principle Officers of the Association, the immediate past President, and three (3) appointed Members. The President shall preside as the Chairman of the Board. The three (3) appointed members will be selected by the past President. The three appointees shall be members in good standing of the Association, but not limited to INDIVIDUAL members. No appointee will serve more than two (2) consecutive terms. *All Board Members are eligible for re-election.*

SECTION 3. ELECTION of PRINCIPLE OFFICERS and BOARD MEMBERS

At the annual December Meeting incumbent Principle Officers shall be advanced to the next higher office. A new Secretary-Treasurer shall be elected by a majority vote of the INDIVIDUAL membership. All Officers and Board Members shall assume their duties as of January 1 of each year, except that the new Secretary-Treasurer shall assume his/her duties December 1 to serve with the outgoing Secretary-Treasurer for one month to assure the continuity of Association business.

SECTION 4. THE PRESIDENT

The President shall be the chief officer of the Association and shall normally preside at all Business meetings and at all Board meetings.

SECTION 5. THE VICE PRESIDENT

In the absence of the President, the Vice President shall perform any and all duties of the President and shall have such other powers and perform such duties as the membership shall direct. Further, it shall be the duty of the Vice President to monitor all business throughout the year to ensure that it is conducted in accordance with these By-laws.

SECTION 6. THE SECRETARY-TREASURER

The Secretary-Treasurer shall record all votes and minutes of all meeting proceedings; shall attend to the giving and serving of notices of all meetings; and shall keep such books and records as deemed necessary by the membership. The Secretary-Treasurer shall be responsible for and have supervisory custody of all the funds and securities of the Association and shall make such payments as may be necessary or proper on behalf of the Association and shall endorse and sign all checks, notes, receipts, and vouchers for deposit in the name of the Association at a bank know to the Principle Officers and convenient to the business of the Association. Further, a complete and accurate accounting of the Association's business transactions will be kept in the books of the Association and these will be open to the membership for their inspection. The Secretary-Treasurer will provide a financial report to all members with the December meeting notice.

SECTION 7. ABSENCE OF OFFICERS at BUSINESS MEETINGS

Principle Officers shall assume the duties of those officers not in attendance. Should no Principle Officer be present, a Board Member will preside. An INDIVIDUAL member shall be appointed to record the meeting's proceedings.

Article V
COMMITTEES and DUTIES

SECTION 1. NOMINATIONS and MEMBERSHIP COMMITTEE

The Nominations and Membership Committee will be chaired by a member of the Board of Directors as appointed by the President and shall consist of at least two (2) additional INDIVIDUAL members. The Committee shall prepare a printed ballot of nominees for the office of Secretary-Treasurer. This ballot shall be submitted to the membership for their vote during the month of October of each calendar year. In addition, the Committee shall establish procedures and process applications for membership and shall actively endeavor to sustain and expand Association membership.

SECTION 2. OPERATIONS and TECHNICAL COMMITTEE

The Operations and Technical Committee will be chaired by a member of the Board of Directors as appointed by the President and shall consist of at least two (2) additional members. This committee shall address itself to technical and operational matters of concern to the membership and shall provide Association representation at meetings of all regulatory agencies in accordance with the Purpose and Aims (ARTICLE II) of the Association.

SECTION 3. PROGRAM COMMITTEE

The Program Committee will be chaired by a member of the Board of Directors as appointed by the President and shall consist of at least two (2) additional members. This committee shall coordinate with the Board of Directors to plan and provide the business meeting programs and to plan and arrange the social events for the year.

Article VI
MEETINGS

SECTION 1. BUSINESS MEETINGS

Business meetings shall be held the first Friday of every month or as designated by the Board of Directors for the transaction of such business as may properly come before the membership. Members shall be given written prior notice of the time, date, and place of all business meetings.

SECTION 2. BOARD MEETINGS

The Board of Directors shall meet in January to establish plans and objectives for the coming year. Meeting thereafter shall be held on an "as required" basis.

SECTION 3. COMMITTEE MEETINGS

Association Committees shall meet in January to establish plans and objectives for the coming year. Meetings thereafter shall be held on a quarterly basis.

Article VII

VOTING

SECTION 1. BY-LAWS

A two-thirds (2/3) affirmative vote of all ballots cast by a quorum will be required to change Association by-laws. The membership must be given written prior notice of proposed by-law changes and the nature of such changes.

A. **QUORUM**

Twenty (20) INDIVIDUAL members shall constitute a quorum. The presiding officer shall determine from the sign-in roster or by roll call that a quorum is present.

B. **ELECTION VOTE**

A simple majority of the total INDIVIDUAL membership ballots cast will be required to elect an Association officer.

C. **PROXY:**

An INDIVIDUAL member who anticipates being absent during a vote may submit a written proxy to the Association Secretary-Treasurer to be counted on any matter which may come before the membership.

SECTION 2. MEMBERSHIP POLL

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