

By-Laws of the Tucson Section
American Institute of Aeronautics and Astronautics, Inc.

4 June 1995

Article I - Name and Territory

The name of this organization shall be the Tucson Section (hereinafter referred to as "the Section") of the American Institute of Aeronautics and Astronautics, Inc. (hereinafter referred to as "the Institute"). The territory of this Section shall be Pima, Cochise, and Santa Cruz counties in the state of Arizona with exact section boundaries delineated by zipcodes.

Article II - Objective

The objective of the Section is to further, within its territory, the purposes and programs of the Institute as stated in the Constitution of the Institute and in the Bylaws of the Institute.

Article III - Membership

The membership of the Section shall consist of members of the Institute of all grades who live or work within the Section's territory. The administrative test as to such membership shall be the mailing address of the member. Additional members may be assigned to the Section by the Institute or by their own request. Corporate, Associate and Student members shall not have the voting privilege.

Article IV - Officers

1. The officers of this Section shall consist of a Chair*, a Vice Chair, a Secretary, a Treasurer, a Vice Chair for Membership and a Vice Chair for Public Policy, all of whom shall be elected as prescribed in Article VI, for terms of one year. All duly elected officers shall, unless officially relieved, continue their duties until their successors qualify and take office. The officers shall take office and be responsible for the affairs of the Section on the thirty-first day of May after their election. The Chair may be elected to and serve no more than two consecutive one year terms during any three year period. The offices of Chair, Vice Chair, and Treasurer may not be held concurrently by the same person, but any person, including the Chair, the Vice Chair, or the Treasurer may hold any one or more other offices in the section.

*NOTE: Whenever used in these by-laws, any masculine pronoun shall include the feminine gender.

2. The Chair shall be the chief executive officer of the Section. He shall be a member of the Council and of all committees, except the Nominating Committee. He shall preside at all meetings and functions with outside agencies, make all appointments except the Nominating Committee and transact all business of the Section as directed by it or by its Council, and in accordance with these By-laws. The Chair for the proceeding year shall make an annual report in June to the appropriate Regional Director of the Institute.

3. The Vice Chair shall be a member of the Council and shall act in the place of the Chair in any case of the Chair's failure or inability to act. He shall transact, at the direction of the Chair, any business which is within the power of the Chair to transact.

4. The Secretary shall be a member of the Council. He shall maintain minutes of meetings of the Section and shall be custodian of all its records not specifically assigned to others. He shall conduct the correspondence of the Section and the Council and shall be responsible for sending out all notices of the meetings and keeping a full and correct list of the membership and addresses of the members. He shall submit a copy of the minutes of all meetings of the Section to the Regional Director and the applicable staff liaison.

5. The Treasurer shall be a member of the council and shall have charge of the finances of the Section and shall make all required financial reports and such expenditures as may be authorized by the Section or by the Council or by the By-laws of the Institute as implemented under Article VIII of these By-laws.

6. The Vice Chair for Membership shall be a member of the Council and shall be responsible for the Section membership promotion and retention programs.

7. The Vice Chair for Public Policy shall be a member of the Council and shall be responsible for Section public policy activities, speakers bureaus, interface with public officials, contact with the Institute's Public Policy Officer, and other related functions.

Article V - Council

The Council shall consist of not less than four nor more than eight members. The Chair, Vice Chair, Secretary, Treasurer, Vice Chair for Membership, Vice Chair for Public Policy, and the immediate past Chair shall be ex-officio voting members. Additional members may be elected as described in Article VI. The Council shall have general supervision of the work of the Section. The Council Members shall take office on the thirty-

first day of May after their election for terms of one year and shall continue in office until their successors qualify and take office.

Article VI - Elections and Vacancies

1. Officers and Council Members shall be elected annually.
2. The Council shall appoint a Nominating Committee not later than February 1. This committee shall consist of not less than three members, at least one of which shall be a member of the Council. This committee shall prepare a slate which must be submitted to the Secretary by March 1. This slate shall consist of at least one nominee for Chair, Vice Chair, Secretary, Treasurer. This slate shall also include at least one nominee for Vice Chair for Membership and Vice Chair for Public Policy in the years when these offices are to be filled. This slate may also include nominees for Council seats. All nominees shall be members of this Section.
3. The Secretary shall send to the membership of the Section, not later than February 1, a solicitation of nominating petitions for the offices named above. This notice may be sent by including it in the Section newsletter. A nominating petition shall state the name of the nominee and the office for which he is being nominated and shall be signed by at least five percent of the membership of the Section up to two hundred members but not less than five members. Nominating petitions shall be received by the Secretary for twenty days after the date on which the notification was mailed to the members. The date for closing of petition nominations shall be indicated on the original notification as mailed to the members.
4. The Chair shall appoint a Tellers Committee to count ballots and shall inform the Secretary of the names of the committee members no later March 1.
5. The Secretary shall be responsible for mailing ballots to all members of the Section before March 15. The ballots shall be marked with the closing date for balloting, which shall be not less than twenty days after the date of mailing of the ballot. This ballot may be sent by including it in the Section newsletter. The election shall be secret and the return envelopes shall be arranged to preserve secrecy. These ballots shall be marked by the members and returned to the Secretary, marked for the attention of the Tellers committee. The Secretary shall deliver to the Tellers Committee all of the ballots received. The Tellers Committee shall count the valid ballots and certify to the Secretary the names of the Officers and any Council members elected. A plurality of the ballots shall

constitute election. The roster used for validating ballots shall be the complete list of members of the Section, effective on the date of mailing of the ballots.

6. A vacancy in the office of Chair shall be filled by the succession of the Vice Chair. A vacancy in any office or Council seat other than that of Chair shall be filled by an appointment by the Council to serve until the next scheduled election.

Article VII - Meetings, Procedures and Quorums

1. At least four regular meetings of the Section membership shall be called each year.

2. Special meetings of the Section may be called by the Chair or the Council, or upon the written request of at least five percent of the membership up to two hundred members, but not less than five members, and the entire membership must be notified of the date, time, and place of such meeting no less than 10 days before the meeting. In the case of notification by mail, the date of the postmark shall be the date of notification.

3. The Council shall hold at least four meetings per year. Meetings may be called by the Chair or upon the written request of three members of the Council.

4. The Secretary of the Section shall send within seven days to the Regional Director and the appropriate staff liaison of the Institute a report of each regular meeting held.

5. The rules contained in Robert's Rules of Order Revised shall govern this Section in all cases to which they are applicable and in which they are not inconsistent with these By-laws or with the Constitution or By-laws of the Institute.

6. Five members, or five percent of the membership of the Section up to two hundred members, which ever is greater, shall constitute a quorum at any meeting of the Section.

7. Fifty percent of its membership shall constitute a quorum at any meeting of the Council.

8. In any matter to be decided by mail ballot, including elections of officers, a quorum shall consist of the number of valid votes cast.

Article VIII - Financial Affairs

1. The fiscal year shall be from August 1 to July 31.

2. The dues shall be as fixed by the By-laws of the Institute, and shall be paid to the Institute.
3. (a) The Section shall submit a proposed budget for the current fiscal year to the appropriate Regional Director of the Institute on or before September 1 each year or by such date as may be required by the Institute.
3. (b) The Section shall submit a financial report for the previous fiscal year of the Section to the appropriate Regional Director of the Institute within three months after the end of said fiscal year or by such date after the end of said fiscal year as may be required by the Institute.
4. The Section shall be responsible for it's own acts, contracts, debts and other obligations and undertakings unless the Institute by duly constituted action of its Board, agrees to undertake or assume responsibility therefore prior to the time the action is taken or the obligation is incurred. The Section shall open and maintain a bank account in a reliable banking or other financial institution for the disbursement of expenses incident to its purposes and functions, and may employ, discharge and compensate from its own funds such personnel, but only such personnel, as are required for proper maintenance of its organization and the performance of its functions in accordance with its By-laws and Constitution and By-laws of the Institute. All checks written and all withdrawals from checking and saving accounts of the section shall require the signature of two section officers to be valid.
5. The Section shall have no indebtedness, and shall not enter into any contract or understanding, assume any obligations, or make any expenditures, the effect of which would be to create, at any time, a Section obligation the total amount of which exceeds unobligated funds on hand by Three Hundred Dollars (\$300). Only Section Officers or Council members have the authority to expend Section funds or incur financial obligations by the Section except that this authority may be delegated to other Section members for limited periods of time for specific purposes.
6. The Section and the Officers and Council hereof, shall not be liable or otherwise responsible for the actions of, or obligations incurred by, any individual member or group of members of this Section, except insofar as actions or obligations are the responsibility of the Section under these By-laws.

Article IX - Committees

1. The Chair, in consultation with the Council, may appoint the

following committees: Program, Honors and Awards, Career Enhancement, Young Members and Education. A Membership Committee may be selected by the Vice Chair for Membership and a Public Policy Committee may be selected by the Vice Chair for Public Policy. Members appointed on committees serve for one year or until their successors are appointed. Additional committees may be appointed as necessary.

2. The chairman shall appoint a representative to the appropriate Regional Advisory Council of the Institute.

Article X - Limitations and Restrictions

These By-laws and any amendments hereto made pursuant to Article XI hereof are subject to the approval of the Board of Directors of the Institute. Further, in accordance with Institute By-laws, Article IV, paragraphs 4.2 and 4.2.2, the Section members and Section By-laws are governed by the Institute's certificate of incorporation, the Constitution and the By-laws of the Institute, as well as by any rules or regulations established by the Institute's Board of Directors.

Article XI - Amendment

Amendments to these By-laws may be made by a majority affirmative vote of those members voting, the vote to be by mail ballot. An amendment may be proposed by the Council or by petition to the Secretary with the approval of at least five percent of the membership up to two hundred members, but not less than five members. A proposed amendment shall be mailed to all members of the Section within twenty-five days. The Secretary and two tellers, appointed by the Council, shall validate the ballots, count the valid ballots and certify the results to the Council. If an amendment is passed by such a vote it shall be submitted to the Board of Directors of the Institute for approval. When such approval is received, the Section membership shall be notified.

Article XII - Dissolution of the Section

In the event of dissolution of the Section, any assets remaining after all debts and obligations of the Section have been discharged shall be donated to the Institute.

Article XIII - Suspension of Officers or Council Members

1. In addition to the right of the Board of Directors of the Institute to suspend the authority of any member to act as an

Officer or Council member of a Section of the Institute, the Council may suspend for cause the authority of any member to act as an Officer or as a Council member at a Special Meeting called for that purpose only. Such Special Meeting may be called by the Section Chair on his own initiative and also shall be called by the Chair or Vice Chair upon receipt of a written request signed by at least forty percent of the Section Council members, which meeting shall be called within thirty days of receipt of the written request from the Council members.

2. Notice of any Special Meeting called pursuant to this Article shall be sent to the Subject Officer or Council Member (hereinafter referred to as "Subject") in writing no later than fifteen days prior to the date of the Special Meeting. Such written notice shall include a list of charges made against the Subject, shall set forth the time and place of the meeting and shall be sent to the Subject by enclosing the notice in an envelope and mailing said notice by first-class mail, postage paid, to the last known address of the Subject.

3. If the Special Meeting is called in response to a written request by forty percent of the Council members, the authority of the Subject shall automatically be suspended preliminary pending the Special Meeting of the Council. If the Section Chair calls a Special Meeting on his own initiative, written agreement of at least forty percent of the entire Council will be required in order to impose such a preliminary suspension. Any preliminary suspension imposed pursuant to this paragraph shall terminate at the conclusion of the aforementioned Special Meeting of the Council or thirty days after the date on which the preliminary suspension was imposed, whichever occurs first.

4. The Subject shall be provided an opportunity to present his position during the Special Meeting and prior to a vote on the suspension of the Subject. The Officer presiding over the meeting may, at his discretion, limit the time provided for the presentation on behalf of the Subject but shall in all cases provide at least thirty minutes. An equal amount of time shall be provided to those making a presentation in favor of suspending the Subject.

5. At least two-thirds of the entire Section Council must be present at the Special Meeting and must vote in favor of suspension in order to suspend the authority of the Subject.

6. If the Council fails to vote to suspend the authority of the Subject within thirty days of the initiation of the procedure described herein, such procedure shall not be initiated anew less than six months from the date of the initiation of the prior procedure except upon an affirmative vote of sixty percent of the entire Council. If, at a Special Meeting of the Council held

within the thirty day period referred to in Paragraph one of this Article, there are sufficient votes cast to suspend the authority of the Subject, suspension for a period not longer than the Subject's remaining term as Officer or Council Member shall immediately take effect subject to paragraph seven of this Article.

7. When, at the Special Meeting, sufficient votes have been cast in favor of suspension, the Subject may request, in writing, an opportunity to appeal the decision of the Council to the Institute's Board of Directors. The Board of Directors shall, upon receipt of such written request, provide the appellant an opportunity to present, in writing, his reasons for believing that the decision of the Council was unjustified or improper. The Board of Directors may further request, from the Council, a written explanation of the bases for the subject's suspension. In addition, the Board of Directors may request that the Appellant and/or the Council provide additional information, including an oral explanation of its written remarks. Any suspension imposed by vote of the Council at the Special Meeting shall continue pending a decision by the Board of Directors. The aforementioned petition to the Board of Directors shall be the only appeal available, and all decision of the Board to affirm, modify, or reverse the decision of the Council shall be final and binding upon all the parties.