



Constitution & Bylaws

*Revised
September 20, 2012*

NEW YORK AVIATION MANAGEMENT ASSOCIATION
CONSTITUTION & BYLAWS

ARTICLE I

Name, Statement of Purpose, and Principal Office

SECTION 1. NAME

The name of this organization shall be “New York Aviation Management Association.”

SECTION 2. PURPOSE

The purposes of this Association shall be to:

- (1) Provide a medium for the exchange of ideas, methods, information, and experiences as they relate to aviation management.
- (2) Promote and encourage the passage of legislation on all levels for the betterment of New York airports and aviation.
- (3) Promote and encourage the public’s understanding of the value of aviation and an airport to the community.
- (4) Cooperate with all governmental agencies and organizations having an interest in, or desire for, the betterment of aviation.

SECTION 3. OFFICES

The Association shall maintain a principal office in the State Capital, Albany, NY.

ARTICLE II

Membership Qualifications and Classifications.

SECTION 1. MEMBERSHIP QUALIFICATIONS

Membership of the Association shall be open to all persons or entities who are involved with, and/or are interested in, the furtherance of aviation in New York State. Such membership shall be subject to the member conforming with the Association’s Constitution and Bylaws, being a member in good standing by paying the appropriate fee when it becomes due, and after ratification of such membership status by a resolution of the NYAMA Board of Directors.

SECTION 2. MEMBERSHIP

Membership shall be based on organization rather than by individual, unless the individual has no organizational affiliation. Each member, whether an organization, entity or individual shall have one vote and each vote shall have equal weight. Each organization, entity or individual will be required to pay only one membership fee.

The Board of Directors shall have the authority, by simple majority, to grant free STUDENT membership to interested applicants who are interns, members of the Civil Air Patrol (CAP), those who are actively in pursuit of an aviation-related degree, or any other individual the Board deems qualified. The list of student members shall be reviewed annually by the Board of Directors. The Board also has the authority to appoint HONORARY LIFE MEMBERS and grant them lifetime free memberships.

SECTION 3. NEW MEMBERSHIPS

All new memberships shall be subject to the following conditions:

- (1) Completion of the prescribed application form.
- (2) Payment of dues for the current calendar year.

Application shall be made to the Secretary of the organization, and membership shall not become final until ratified at the next Board of Directors' meeting.

SECTION 4. DUES AND PAYMENT OF DUES

The membership dues shall be based on various categories. Cost of membership has no bearing or relevance in terms of voting rights and membership privileges. The fees are based on ability to pay and perceived benefits of membership. The current membership categories are as follows:

- **Commercial Service Airports** are publicly owned airports that have at least 2,500 enplanements each calendar year and receive scheduled passenger service.
- **General Aviation Airports** are privately owned or public use airports that do not provide any scheduled commercial service.
- **FBOs** are service centers at an airport that may be a private enterprise or may be a department of the municipality that the airport serves.
- **Business Partners** are professional consultants, engineering firms, suppliers, vendors, corporate flight departments, part 135 operators, and other private corporations supporting the aviation industry.
- **Aviation Partners** are aviation educational facilities, pilot associations, flying clubs, and planning organizations.
- **Association Partners** are students, FAA, NYSDOT, and honorary life members

Dues shall be assessed on a calendar year and are payable within thirty (30) days of January 1. Dues must be paid to participate and vote at the Annual Meeting. Dues may be

adjusted by the Board of Directors at any time to meet the financial needs of the Association.

SECTION 5. VOTING PRIVILEGES

Each member, whether organization, entity or individual, shall have one vote and each vote shall have the same weight as any other vote, regardless of the category of membership.

ARTICLE III

Officers & Board of Directors

SECTION 1. OFFICERS

- (1) The officers of this association shall be President, Vice President, Secretary, Treasurer, Past President, and such other officer(s) as may be prescribed from time to time by the Board of Directors. At the Annual Meeting in 2008 only, all Officers and Board Members shall be assigned one (1) and two (2) year terms with the intent to cause an equalizing impact resulting in a more consistent number of annual appointments. At each subsequent Annual Meeting, all officers shall serve a term of one year beginning the day after the Annual Meeting and continuing until the last day of the Annual Meeting the following year. To become an officer, it is preferable that an individual serve on the Board for two (2) years, however, the minimum requirement is one (1) year. Any vacancy may be filled by action of the Board of Directors. Officers may hold more than one office at one time to fill a vacancy until an executive member is approved by the Board of Directors. Whenever such mid-term appointments are made to the Board, the Board of Directors may elect to assign a term ending either on the last day of the Annual meeting following the appointment or on the last day of the Annual meeting the year after. The two Business Partner positions shall have staggered terms. Combined offices held by one person will be considered to have only one vote.
- (2) The President shall be the principal executive officer of the Association and shall, in general, supervise all of its affairs. The President shall perform such other duties and shall assume and discharge such other responsibilities as the membership may by resolution from time to time direct.
- (3) In the absence of the President from any meeting or conference or in the event of the President's inability or refusal to act in the performance of official duties, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all restrictions upon the President. In addition to these responsibilities, the Vice President will be responsible for the membership development and keep a list of all members of the Association. The Vice President is also responsible for obtaining a plaque, recognizing the services of the outgoing President, to be presented at the Annual Meeting.
- (4) The Treasurer shall receive or oversee the receipt of funds by a third party firm or group which may, from time to time be employed by the Association. The

Treasurer shall disburse, and be responsible for all funds and securities of the Association. He shall keep or oversee the keeping of itemized records of all financial transactions and make disbursements only with the approval of the President.

- (5) The Secretary shall:
- (a) Keep the minutes of the meetings of the membership and of the Board of Directors.
 - (b) See that all notices of meetings are duly given in accordance with these Bylaws.
 - (c) Act as custodian of the records or oversee the keeping of the records by a third party which the association may, from time to time, employ to handle its affairs.
 - (d) In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the office.
 - (e) Review the Constitution and By-Laws annually for compliance.

SECTION 2. BOARD OF DIRECTORS

The Board of Directors shall consist of the Officers and other Directors who shall all be members in good standing.

The complete seventeen-member Board of Directors shall include at least one of the following: Large or Medium Hub Airport, Small Hub Airport, Non-Hub Airport, General Aviation Airport, FBO and two Business Partner members, one of which shall be from an aviation-related professional consulting firm. No single organization shall have more than one representative on the Board of Directors.

All Board members are required to perform such tasks as may be assigned by the President or the Board from time to time.

SECTION 3. TERMS AND VACANCIES

All officers and Board members shall be elected by the voting membership at the Annual meeting and shall serve 2 years, starting with the ensuing year beginning on the day after the Annual meeting. Vacancies occurring during the term may be filled or new officers designated by the Board of Directors. The two Business Partner positions shall have staggered terms.

SECTION 4. ELECTION OF BOARD OF DIRECTORS

- (1) At least thirty (30) days prior to the Annual Meeting, the President shall appoint, and the Board shall ratify a nominating Committee of three (3) members who shall select one eligible member for each office and expiring Board position and submit same to the Officer presiding at the Annual Meeting. This slate shall then be read to the membership.
- (2) Any voting member may nominate any other eligible member for any office from the floor.
- (3) Election shall be decided by written ballot or by a show of hands.

SECTION 5. REMOVAL

Board Members are expected to attend all Board Meetings or to show cause as to why they are unable to attend. Failure to attend THREE Board Meetings or more in any one calendar year shall be grounds for dismissal from the Board.

Any Officer or other Director may be removed from office for just reason.

Any dismissal from the Board, whether it be for non-attendance or for any other just reason shall become final after the passing of a resolution by the Board with a 2 to 1 or higher majority.

SECTION 6. COMPENSATION

None of the Board of Directors shall be compensated for his/her services to the Association. If funds permit, and if the Board approves, one or more Board Member(s) may be reimbursed for some or all out-of-pocket expenses for attending any Board meeting other than that immediately preceding the Annual Meeting. The Board may also employ and compensate an Executive Vice President, Director or other secretarial or professional service, but only if funds are available at the time.

SECTION 7. MANAGEMENT

The business and affairs of the Association shall be managed by its Board of Directors or by a firm or group appointed by and under the direction of the Board of Directors.

ARTICLE IV Committees

SECTION 1. ESTABLISHMENT OF COMMITTEES; MEMBERSHIP

The Board of Directors from time to time may establish committees to address specific aviation issues or concerns within the State. A temporary or permanent standing Committee may be formed by majority vote of the Board of Directors. Committee membership is open to all members of the Association. Committee Chairs must be members of the Board of Directors. The President shall approve Committee Chairs upon recommendation from the Committees. There shall be two permanent standing committees to further the activities and direction of the Association on a day-to-day basis. They shall include the Communications and Public Relations Committee, and the Legislative Liaison Committee. The Committees shall meet at the discretion of the Chair and will present progress reports at Executive Board meetings and the Annual Meeting.

SECTION 2. COMMUNICATIONS AND PUBLIC RELATIONS COMMITTEE

The Communications and Public Relations Committee, on behalf of the Board, shall be responsible for the management and oversight of the Association newsletter, website

maintenance and other activities that may fall within the scope of internal and external communications.

SECTION 3. LEGISLATIVE LIAISON COMMITTEE

The Legislative Liaison Committee, on behalf of the Board, shall be responsible for such activities as Aviation Awareness Days, legislative luncheons, dinners, lobbying oversight and other activities that may fall within the scope of establishing and maintaining relationships with elected representatives and appointed officials governing aviation and transportation.

ARTICLE V

Meetings

SECTION 1. MEETINGS

One (1) regular meeting of the members of the Association shall be held each year during the fall, with the fall meeting being designated as the Annual Meeting. The Annual Meeting shall be held at a time and place to be determined by the Board of Directors for the purpose of electing Officers and Directors and for the transaction of such business as may come before such Annual Meeting. A special meeting of the members of the Association may be called by a two-thirds (2/3) vote of the Board of Directors or by one-fifth (1/5) of the voting membership of the Association. Any notice of a special meeting shall be issued by the Secretary or, in his/her absence, inability or refusal to act, by the President of the Association. No annual or special meeting shall be called with less than ten (10) days' notice in writing to all members.

SECTION 2. QUORUM

Ten (10) or more of the members present at any regular or special meeting of the membership shall constitute a quorum for the conduct of business. A simple majority of the sitting Board shall constitute a quorum for the conduct of business at a Board meeting.

SECTION 3. BOARD MEETINGS

There shall be a minimum of two (2) meetings of the Board of Directors during the year, one of which may be held immediately before the Annual Meeting. Meeting dates shall be established by the President and notices shall be given to each Board member and all Executive members not less than ten (10) days before said meeting.

ARTICLE VI
Contracts & Finances

SECTION 1. CONTRACTS

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents, of the Association and in such manner as shall from time to time be determined by the Board of Directors.

SECTION 3. DEPOSITS

All funds of the Association not otherwise employed shall be deposited or invested from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. AUDITS

An audit of the financial affairs of the Association and such other audits as the Board of Directors may require shall be made annually by an Auditing Committee appointed by the President, a report of which shall be made at the Annual Meeting.

SECTION 5. POLITICAL CONTRIBUTIONS

Contributions to various Political Action Committees may be made with the authority of the Board of Directors. Such contributions shall not exceed limits established under New York State Law based upon NYAMA's legal status.

Membership dues shall not be used toward the support of any political action committee. Additionally, no NYAMA resources (i.e. phone, e-mail), other than the contributions allowed under Internal Revenue code 501(c)(6), shall be used to support or oppose particular candidates.

ARTICLE VII
Amendments

SECTION 1. PROPOSED AMENDMENTS

Any member may propose an amendment to these Bylaws at any time. The proposal

shall receive the consideration of the Board of Directors and then be presented to the membership in writing at least thirty days before the next regular or special meeting along with the Board's recommendation. The Association's Constitution and By-Laws shall be reviewed annually by the Secretary to ensure the Association's conformance with same. The Board may select two officers to review and recommend changes to the Constitution and By-Laws at any time.

SECTION 2. VOTE

Amendments shall be voted upon at regular or special meetings or by written proxy. To be adopted, a proposed amendment shall require the approval of half of the members present at the meeting or by proxy.

ARTICLE VIII
Disposition of Assets

In the event this Association is dissolved, the assets thereof shall be given to the Northeast Chapter of American Association of Airport Executives (AAAE).

Adopted - October 8, 1976

Revised June 10, 1999

Revised April 30, 2001

Revised October 31, 2003

Revised October 7, 2005

Revised September 15, 2006

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