**Constitution & Bylaws**

*Revised*

*July 20, 2021*

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.**

The Board reaffirmed a fundamental premise of NYAMA's mission: airports are the centerpiece of aviation services and businesses, and the Association's primary focus is on sustaining the viability of the state's airports. If that job is done well, a wide range of benefits will accrue to the state in the form of air service, employment, economic development, and government revenues. The mission statement was updated to incorporate this premise and reflect the interrelationship of viable airports, economic vitality, and community benefit:

NYAMA's mission is to promote the viability and business interests of New York State's airports, which are the centerpiece of aviation services and drivers of economic development. Through advocacy, education, communications and business services, NYAMA supports New York's airports and the businesses and communities that rely upon them.

**Vision of NYAMA's Future**

NYAMA's vision of itself continues to be that of a respected, dynamic and effective voice for New York's airports. For this 2010 update to the strategic plan, the Board's discussion suggested the following vision:

NYAMA is a leadership organization in aviation, both in New York State and nationally. It is recognized by public officials as well as aviation interests as the leader and the voice of airports and aviation in New York. NYAMA is a strong and effective advocate for airports, which helps them deliver major positive economic impact by bringing air service, jobs and tax revenues to the state and its communities. NYAMA is an adept communicator with both internal and external audiences, and it uses this skill to achieve advocacy goals and provide valuable member services. NYAMA is committed to education as a means of strengthening airports and the aviation industry and informing the public about aviation's contribution to community vitality and economic growth. NYAMA has a broad and strong membership that contributes to its reputation and its financial strength.

For details of the Strategic Plan please follow click the link- [Strategic Plan](https://www.nyama.aero/assets/docs/NYAMA%20Strategic%20Plan_Work%20Plan%20Draft%20for%20Leadership%20Review_Rev_2020-22.pdf)

**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 (Large) (Over 750,000 enplanements)
* Commercial Service (Medium) (50,000 to 750,000 enplanements)
* Commercial Service (Small) (Less than 50,000 enplanements)
* Commercial Service (Smaller) (Less than 10,000 enplanements)
* GA (Large) (Over 150 based aircraft)
* GA (Medium) (100 to 150 based aircraft)
* GA (Small) (Less than 100 based aircraft)
* Business Partner (Professional consultants and vendors over 100 employees)
* Business Partner Small (less than 100 employees)
* FBO (Large) (Over 100 employees)
* FBO (Medium) (50 to 100 employees)
* FBO (Small) (Less than 50 employees)
* Aviation Partner (Educational facilities, flying clubs, and non-profits)
* Association Partner (Government agencies, students, and honorary 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~~, 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 appointment 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 by 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 permanent, full-time employees of an airport member in good standing as well as full time representatives from the following categories: FBO, Business Partner, and Aviation Partner. The Board of Directors may, at its discretion, allow multiple representatives from the same airport/partnership.

 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. In the absence of a board member, a NYAMA member in good standing can stand as chair by board approval. 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 Advocacy Day, 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.

**Academic Outreach Committee:** This committee is responsible for reaching out to New York aviation educational institutions and encouraging involvement and participation from aviation students.

**Communications and Public Relations Committee:** This committee is responsible for the management and oversight of all NYAMA communications and outreach efforts, including, but not limited to, newsletters, web site, e-mailings, outreach campaigns, and position papers.

**Corporate Relations Committee:** The mission of the Corporate Relations Committee is to offer value by providing a communication conduit between corporate members and the New York Aviation Management Association.

**Fall Conference Planning Committee:** This committee is responsible for the planning and oversight of the association's annual conference. The chair of the committee shall change annually and shall be an employee of the host airport/city. The committee shall also have members from the host airports from the prior year and the succeeding year.

**General Aviation Committee:** The mission of the General Aviation Committee is to identify needs and concerns of Airports and FBOs as it relates to General Aviation, and to create a forum to collaborate with FBOs and airports to learn about these needs and to formulate policy ideas. Policy ideas can either become part of the legislative advocacy efforts for the benefit of all airports in New York, and/or can become industry tools that will help airports and general aviation businesses as a whole be more effective and economically beneficial to their respective organizations and the communities they serve.

**Advocacy Day/Legislative Liaison Committee:** This committee is responsible for preparation and management of legislative advocacy awareness days, lobbying efforts, and other related activities.

DEI: The mission of the Diversity, Equity and Inclusion Committee is the advancement of all underrepresented communities throughout the aviation sector. Through communication, education and training, the Committee will strive to promote all opportunities in the aviation industry and advance equal access for all.

UAS: Advocate/Provide awareness, education and benefits of UAS technology.

**Nominating Committee:**

This committee is responsible for selection and presentation of a slate of candidates to the membership to fill open Board of Directors and Officer positions.The committee is typically Chaired by the Past President with the remaining committee members selected by the President and should be ratified by the full Board no later than the July Board meeting before the annual meeting.

**Training Committee:** This committee is responsible for developing and managing the training program for the benefit of NYAMA and its members, including, but not limited to, needs assessment, program development, and implementation.

**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 (virtual or conference call participation is acceptable) 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 evidence 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

Revised October 4, 2007

Revised October 2, 2008

Revised September 30, 2010

Revised September 22, 2011

Revised September 20, 2012

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
Revised September 15, 2020