

**AIRLINE AVIONICS INSTITUTE, Inc.**  
**BYLAWS**

100. DEFINITIONS

101. Precedent Definitions:

1. All definitions provided in the Constitution shall also apply to and take precedence over the definitions in these Bylaws.
2. In cases where the definitions may be subject to interpretation to resolve an apparent or perceived conflict, the Board of Directors shall have the sole right of interpretation unless the conflict involves statutory law. In such case, the Board of Directors shall seek the opinion of legal council.

102. Definition of Terms:

Where used in these Bylaws the term:

1. "All rights and privileges" refers to the right to participate fully in the activities of the AAI in furtherance of its objectives, as defined in the Constitution, including the right to hold Office.
2. "Group of Members" refers to members who may be authorized to form an auxiliary or subsidiary group for purposes beneficial to achieving the objectives of the AAI.
3. "Meeting of the AAI" or "meetings of the AAI Members" refers to meetings authorized by the AAI to further its objectives.
4. "General Office of the AAI" refers to the principal business address of the AAI.
5. "Current Office of the AAI" refers to the present mailing address for official notices and business mail relating to the AAI as determined from time to time by the Board of Directors; the Current Office may be the same as the General Office.
6. "Constitution" refers to the AAI, Inc. Constitution.
7. "Bylaws" refers to the Bylaws of AAI, Inc..
8. "The industry" refers to the airline avionics and simulator industries and the entities providing products, support and services thereto
9. Where the masculine gender is used in these Bylaws, it shall also include the feminine gender without any limitations or restrictions.

200. OBJECTIVES AND CORPORATE PHILOSOPHY

201. Primary Objectives

The primary objectives of AAI shall be to:

1. Develop an organization of entities in the commercial avionics and simulator industries dedicated to advancing the recognition of its Members.
2. Achieve this recognition by supporting the activities of industry groups engaged in promoting aircraft flight-safety, efficiency, control and maintenance by furthering the state-of-the-art in commercial avionics and related aircraft products, systems and services.

202. Supported Organizations and Groups

In pursuit of its objectives, the supported industry organizations and groups may change from time to time and shall be selected by resolution submitted by the Board of Directors or Members in accordance with procedures outlined in the Constitution and ratified as provided therein.

The organizations and groups to be initially supported include those airline and engineering and maintenance groups known as:

1. Airlines Electronic Engineering Committee (AEEC)
2. Avionics Maintenance Conference (AMC)
3. Flight Simulator Engineering and Maintenance Conference (FSEMC)

203. Mission Statement

In support of organizations and groups, named herein, AAI shall adopt an appropriate Mission Statement. For the initially supported groups the following statement was proposed and adopted:

"AAI is an organization of entities in the commercial avionics industry dedicated toward the goal of furthering the activities of AEEC, AMC and FSEMC and advancing the recognition of its Members."

204. Corporate Philosophy

AAI is committed to:

1. Recognizing and rewarding those who have provided extraordinary contributions and service to the industry;

204. Corporate Philosophy (Continued)

2. Encouraging friendly and cooperative relationships among attendees at AAI supported industry meetings.
3. Fostering mutual respect and ethical conduct among its members;
4. Providing liaison between its members and other industry groups and organizations;
5. Increasing recognition of AAI and its individual members;
6. Promoting AAI's position to other entities on issues affecting the commercial avionics industry.
7. Assisting AAI Members in obtaining the best and most cost effective accommodations at industry meetings and functions but AAI shall by no means restrict the rights of individual entities to act independently in obtaining accommodations.

300. MEMBERSHIP

301. Grades

The classifications of membership in the AAI shall be:

1. Members
2. Associate Members
3. Sustaining Members
4. Honorary Members
5. Other classifications of members as may be added from time to time by amendments to these Bylaws.

302. Rights and Privileges

1. Members shall be entitled to all rights and privileges of the AAI including the rights to vote on AAI affairs and to hold elective or non-elective Offices. Members are AAI's primary contacts with member companies or divisions and they represent their organizations interests in AAI.

### 302. Rights and Privileges (Continued)

2. Associate Members are associates of the Members and shall be entitled to all rights and privileges of the AAI except the rights to vote, except as a proxy or supernumerary of a Member, or to hold Offices. A Member may permit an Associate Member to vote in his stead upon submission to the Board of Directors a written authorization for the Associate Member to stand as his proxy; the authorization may be either restricted or unrestricted and shall be applicable only for a specific meeting. Associate Members shall be eligible to serve on any Committees authorized in these Bylaws or the Board of Directors may appoint other Committees as from time to time.
3. Sustaining Members are non-voting members desiring to financially support the objectives and activities of AAI and whose membership is based solely on the payment of annual dues either in cash or by means of equivalent merchandise or services.
4. Honorary Members are non-voting members who have achieved this status and distinction by invitation of the Board of Directors or Members and confirmation by the Board of Directors.
5. Other member classifications shall have the rights and privileges as so designated at the time of addition hereto.

### 303. General Qualifications

1. General qualifications for membership of all classes requires submitting, to the Board of Directors, a completed application form which shall include a statement of acceptance and support of the AAI Objectives and Philosophy as set forth in Section 200.
2. Dues, for the year for which application is requested, must accompany the application.
3. Final approval, of all applications for admission as an AAI member, rests with the Board of Directors. The Board will consider candidates applications at its first meeting after receiving those applications. The Chairman will provide interim approval or rejection of applicants pending action of the Board.
4. Membership is not open to government or airlines organizations.

### 304. Specific qualifications

1. Member

The grade of Member is open to any person representing any business entity having an active interest in the goals and objectives of the AAI and is available by application to, or invitation of, the Board of Directors.

### 304. Specific Qualifications (Continued)

For a candidate to be admitted, he must first sign a statement that he has read the AAI Constitution and Bylaws and agrees to support and abide by the provisions thereof.

Each business entity may have only one Member of the AAI. For purposes of Member qualification, each autonomous unit of a business entity may have a Member and, to remain in good standing, each Member shall pay the annual basic dues established by the Board of Directors. Autonomy is assumed if the business entities do not have any one of a common profit and loss statement, common budget, common management or a common payroll.

In the event two autonomous business entities are consolidated, merged, or otherwise combined such that none of the foregoing conditions for establishing autonomy remain, or in the event a similar combining of entities occurs (e.g. via merger or acquisition of one entity by another) such that two or more Members of the same entity are then holding any elective Office, said Members may continue in Office until their terms of Office expire provided they continue to remit dues as individual entities.

2. The grade of Associate Member is open to any person representing any business entity having an active interest in the goals and objectives of the AAI and is available by application to, or invitation of, the Board of Directors. For a candidate to be admitted, he must be affiliated with a business entity that has a Member in the AAI. This membership grade enables Members to have any number of delegates at AAI meetings.

3. Sustaining Members:

The grade of Sustaining Member is open to application by any entity desiring to support the goals and objectives of AAI without active or direct participation in affairs of the AAI. Sustaining Member is a non-voting grade of membership and is based solely upon the payment of annual dues, the amount of which shall be fixed by the Board of Directors but which shall not be less than twice the amount assessed to Associate Members. Any Member or Associate Member may nominate Sustaining Member candidates by correspondence with the Board of Directors or verbally at any General Meeting.

4. Honorary Members:

The grade of Honorary Member is one of unusual distinction and shall be conferred only by invitation of the Board of Directors upon a person, group or organization having made outstanding or unusual contributions of a tangible or intangible nature to furthering the objectives of the AAI. Members May also nominate candidates for Honorary Membership by a petition to the Board of Directors signed by one-fifth (1/5) of the then current Members.

305 Applications:

1. Applications for Member, Associate Member and Sustaining Member grades shall be made on forms available from the Secretary.
2. No application may be made for Honorary Membership

306. Admissions and Transfers:

1. Admission of a candidate to Member grade may take place at any meeting of the Board of Directors at any time during the calendar year. Upon acceptance as a Member by the Board of Directors, the applicant shall be notified of his acceptance and have two months to remit annual dues; he shall be disqualified from being seated as a Member until such time as the annual dues are paid. If said dues are not paid within two months following notification of acceptance, the applicant shall be considered disqualified and must reapply in order to become a Member.
2. In the event the AAI should form Chapters and/or Affiliated groups of Members at various geographic locations, Members in good standing may transfer to the chapter or affiliate nearest their domicile without payment of any additional general membership dues for the then current year.

307 Dues and Assessments:

1. To ensure that only Members who desire to remain active in the AAI are listed in the Membership Records, basic annual Membership dues shall be assessed. The annual dues period shall be from January 1st through December 31st of each year. In addition to the basic annual dues, Members may be assessed special dues based upon their desired participation in AAI sponsored activities.
2. Associate Members shall be assessed dues in an amount equal to 20% of the basic Member dues rounded to the nearest dollar.
3. Sustaining Members remit dues on a voluntary basis and shall be exempt from formal dues assessments; however, they shall be sent a reminder, when their membership is about to expire, suggesting it is time for renewal if they wish to remain Sustaining Members. To remain in good standing, Sustaining Members shall remit annual dues at least equal to 40% of the basic Member dues.
4. Honorary Members shall be exempt from all dues.
5. Dues may be waived, in whole or in part, by the Board of Directors.
6. The annual basic and special dues shall be determined by the Board of Directors and shall not require approval of the Members unless they are increased by more than 10% for any supported activity over the prior year. If the increase exceeds 10% over the prior year in any category, then the proposed dues shall be introduced, by the President, as a resolution for approval by the members at the Annual Assembly.

307. Dues and Assessments (Continued)

7. Dues may be decreased at any time by action of the Board of Directors and without further approval of the Members.

308. Billing - Termination - Reinstatement:

1. The annual dues period shall be from January 1st through December 31st of each year. After the Board of Directors has assigned dues,, a bill for dues for the following year shall be mailed to each Member listed on the Membership Records not later than two months prior to the beginning of the dues period.
2. After a lapse of two months, a second bill shall be mailed to each Member whose dues remain in arrears. If the dues remain unpaid for one month after mailing of the second notice, it shall be concluded the Member does not desire to remain active in the AAI and the Membership shall be terminated.

Remittances for dues shall be submitted or mailed to the Treasurer for recording in the AAI records of account and deposit as provided in these Bylaws. The Treasurer shall promptly notify the Secretary of all dues received so that membership status can be recorded in the Secretary's records

3. Members terminated for non-payment of dues may be reinstated by payment of all dues in arrears or payment of a new initiation fee, if one exists.

309. Resignations:

1. A Member or Associate Member in good standing may resign by submitting written notice to the Secretary.
2. A Member who resigns may assign an Associate Member, or another person who is engaged by the entity being represented by the resigning Member, to serve for the balance of his paid membership term. The person so assigned shall be subject to approval by the Board of Directors before Member status is bestowed.
3. Associate Members may not assign their memberships upon resignation.
4. Subject to approval by the Board of Directors, a resigned Member or Associate Member may reinstate his membership upon payment of the current annual Member dues. If the annual Member dues have already been paid for the current year and not assigned as provided herein, no further payments shall be required.

When reinstated, a Member, who assigned his membership upon resignation, shall assume his original Membership and his assignee shall revert to Associate Member upon payment of the current annual Associate Member dues, if not already paid.

309. Resignations (Continued)

Alternatively, the reinstated Member's assignee may remain as a Member and the reinstated Member shall revert to Associate Member status upon payment of the current annual Associate Member dues, if not already paid. Under no circumstances shall the Member and his assignee both concurrently hold Member grade nor may they together hold both Member and Associate memberships unless current annual dues have been paid for both memberships.

310. Severance

1. To initiate action toward expulsion of a Member or Associate Member, a written complaint must be submitted to the Board of Directors. If the Board of Directors deems the reason sufficient, it shall notify the accused of the charges against him and the place, date and time for a hearing to consider such charges. The accused may present his defense in any manner he deems appropriate.
2. There shall be a majority of the Board of Directors present and a two-thirds (2/3) of those present must vote for expulsion in order to expel the member in question. The action of the Board shall be final and conclusive.
3. If the Secretary is not present at an expulsion hearing, he shall be notified of any member terminated for any cause so that the proper records may be entered.

400. MANAGEMENT

401. General:

The property and business affairs of the AAI shall be managed by a Board of Directors, which is elected by the Members.

402. Corporate Officers and Board of Directors:

1. The Board of Directors shall consist of the Corporate Officers, which are the President, Executive Vice President, Deputy Vice President, Secretary, Treasurer and Industry Liaison Officer(s). The President shall be the Chairman of the Board. By action of the Board, an Membership Director and FSEMC Representative have been added to the Board.
2. The Board of Directors may amend these By-Laws, to add other Officers and Directors as the needs of the AAI so dictate.
3. If the Offices of Secretary or Treasurer are open for election and there are no nominees agreeable to accepting one of the Offices, they may be merged into a single Office of Secretary/Treasurer by a simple majority vote of the Members at the Annual Assembly and a Director at Large shall be elected. The Officer holding the merged Office shall have only one vote on the Board of Directors

402. Corporate Officers and Board of Directors: (Continued)

4. Once the Offices of Secretary and Treasurer are merged, they may be separated by a simple majority vote of the Members present at the Annual Assembly and this action shall then eliminate the position of Director at Large at the end of the incumbent's normal term.
5. The Industry Liaison Officer(s) may be nominated by the President or by the Members as provided herein and shall stand for election the same as any other Officer or Director. Because of the close relationship, which must be established between the Industry Liaison Officer(s) and other groups in order to effectively serve this Office, this Officer(s) is the only Officer presently authorized to succeed himself to the same Office if duly nominated and elected thereto.

403. Business Offices of the Corporation:

1. The AAI shall have and continuously maintain in the State of Florida a registered Office and a registered Agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of Florida, and the address of the registered office may be changed from time to time by the Board of Directors.
2. The registered Office and Agent of the Corporation is:  
  
C T Corporation System  
1200 South Pine Island Road  
Plantation, FL. 33324
3. The principal Office of the Corporation for routine business purposes shall be that address designated by the Board of Directors. The registered and principal offices of the Corporation may be changed from time to time and any such changes shall be published in the minutes of General Meetings and Annual Assemblies and may be noticed in other mailings and in other publications such as AEROLINE and PLANE TALK.
4. Offices, other than the registered and principal offices of the AAI, may be used by Officers, Directors and Members for the receipt of official AAI mail.
5. The Secretary shall maintain a listing of the official mailing address of each member.

404. Annual Meeting of the Board of Directors:

1. The Annual Meeting of the Board of Directors shall be held immediately prior to the Annual Assembly and at the same location.

404. Annual Meeting of the Board of Directors: (Continued)

2. A quorum of the Board of Directors shall be present at any Meeting of the Board of Directors in order to conduct the business affairs of the AAI. A quorum shall consist of at least three Directors if the President is one of these and four if the President is not present.
3. At the Annual Meeting, Officers and Directors elected during the election event shall be seated and the Board shall then determine the time and place of other General meetings to be held throughout the year.
4. The time and place for any Regular Meeting of the Board may be altered by the President or a majority of the Board of Directors, provided all Directors are notified (15) fifteen days in advance thereof.
5. If it becomes obvious that the required quorum to transact AAI business cannot be present at any scheduled Regular Meeting, the notification period shall be waived and the President shall immediately cancel the Meeting and notify all Officers and Directors of the proposed time and place to convene the Meeting.
6. Special meetings of the Board of Directors may be called by the President upon (15) fifteen days notice, by any expeditious means, to all Officers and Directors. Special meetings may be held without notice if written or verbal waivers are given by all Officers and Directors. This waiver provision shall also apply to teleconference meetings for which at least one notice is normally required to be given.

405. Officers Duties, Responsibilities and Qualifications:

405.1 General:

A Member may stand for, and be elected to, the position of Office and/or Director only after having been a Member for a period of at least two years.

405.2 Specific Duties, Responsibilities and Qualifications:

The President shall serve as Chairman of the Board of Directors and shall:

- Have served as an Officer and/or Director of the AAI for a period of at least three (3) years prior to his/her election;
- Have no vote on the Board of Directors except in case of ties;
- Preside at all meetings of the Members and Board of Directors;
- Appoint all Committee and Committee Chairmen;

405.2 Specific Duties, Responsibilities and Qualifications: (Continued)

- Serve as an ex-officio member of all Committees;
  - Perform all other duties incident to the Office of President and Chairman of the Board of Directors in managing affairs of the Corporation.
2. The Executive Vice President shall:
- Have served as an Officer and/or Director of the AAI for a period of at least three (3) years;
  - Assume all duties of the President in the event of his absence, incapacity or failure to act and when so acting shall have all the powers and restrictions of the President;
  - Chair the Activities Committee and direct the arrangements of activities for the AEEC, AMC, FSEMC and/or other groups supported by AAI from time to time;
  - Perform all other duties incident to the Office of Executive Vice President and as may be delegated or assigned by the President from time to time.
3. The Deputy Vice President shall:
- Act as President or Executive Vice President pro tempore in the event of incapacity, absence or refusal to act by either or both the President and Executive Vice President and, when so acting, shall have all of the powers and be subject to all restrictions upon the Office being served pro tempore;
  - Perform all other duties incident to the Office of Deputy Vice President and as may be delegated or assigned by the President from time to time.
4. The Secretary shall:
- Be responsible for the preparation of all meetings of the Board of Directors, General Meetings and such other meetings as may be called from time to time by the Board or Members as provided herein and ensure that all meetings of the Board and Members are announced in a timely manner and that minutes are kept and promptly disseminated to all Directors and/or Members;
  - Prepare an Annual Report on the membership, meetings and activities of the AAI;
  - See that all notices are duly given in accordance with the AAI Constitution and Bylaws or as required by statutory law;
  - Normally, Chair the Publicity Committee and prepare pamphlets for the operation and guidance of standing Committees;

#### 405.2 Officers Duties, Responsibilities and Qualifications (Continued)

- Be custodian of the Corporate Seal and Corporate Records and provide such information from the Corporate Records as is requested by the President, Board of Directors or Members;
  - Perform all other duties incident to the Office of Secretary as may be assigned or delegated by the President from time to time.
5. The Treasurer, under the control of the Board of Directors, shall:
- Be responsible for general supervision of the fiscal affairs of the AAI and the keeping of records thereof;
  - Chair the Budget and Finance Committee and be responsible for preparing and providing to the Board of Directors a proposed annual budget and a report of the estimated revenue for the forthcoming year to the Board of Directors for approval.
  - Have charge and custody of and be responsible for depositing all funds of the AAI in a bank, or banks, to be designated by the Board of Directors;
  - Receive and give receipts for all funds due and payable to the AAI from any source whatsoever;
  - Be responsible for effecting an annual audit of financial records of account for the AAI: said audit shall be conducted at AAI expense and, if so directed by the President or a vote of the Members, shall be conducted by a Certified Public Accountant;
  - Ensure all statutory filings are accomplished, including but not limited to, annual or special tax returns and license renewals;
  - Perform all the duties incident to the Office of Treasurer and such other duties as may be assigned to him from time to time by the President.
6. The Industry Liaison Officer(s) shall:
- Be responsible for establishing intercourse between the AAI and other industry groups and organizations for the purpose of pursuing common or joint activities;
  - Serve as AAI Liaison Representative(s) at the invitation of and to the Steering Committees of AEEC, AMC and FSEMC and shall, in this capacity, attempt to secure for the AAI and its Members the best possible physical and financial arrangements for hotel rooms, suites, meeting rooms, receptions, spouses programs, refreshments and other activities the AAI Members may elect to support;

#### 405.2 Officers Duties, Responsibilities and Qualifications (Continued)

- Shall serve as a member of the Awards Committee to work with industry and airline personnel to identify those meritorious and distinguished individuals who should be considered for special recognition or citation, including Volare Awards, for their outstanding service or contributions to AAI or the industry;
  - Perform all the duties incident to the Office and such other duties as may be assigned to him from time to time by the President.
7. The Secretary/Treasurer shall, if the two offices are merged:
- Be responsible for all duties of the Secretary and all duties of the Treasurer as further defined herein;
  - Be permitted to solicit the assistance of, and by mutual consent, delegate duties to other Officers and Directors or the AAI Business Manager, if one exists.
8. The Membership Director shall, if the position exists:
- Serve as the primary liaison between the Board of Directors and small business Members (as defined by the Board); and
  - Assist in organization of, and serve as the Board of Directors liaison on, the Nominating Committee to assist in identifying potential candidates worthy of election to AAI Offices, and Chair that Committee if there are no volunteers to accept an appointment by the President; and
  - Perform all duties incident of the Office of Membership Director and such other duties as may be assigned, from time to time by the President.

#### 405.3 Officers' Order of Succession:

- The Corporate Officers, duly elected or appointed in accordance with these Bylaws, shall have the following order of succession:
- President and Chairman of the Board of Directors
- Executive Vice President
- Deputy Vice President
- Secretary/Treasurer
- Industry Liaison Officer
- Director at Large
- International Director

#### 405.4 Delegation of Authority:

Notwithstanding the specific duties and responsibilities specified herein, all Officers shall have the authority to delegate all or part of their duties and responsibilities to another Office holder if the interests of the AAI are best served thereby. In addition, any Officer may delegate to the Business Manager such duties and tasks as are within the scope of the Business Manager's contract.

#### 406. Committees:

1. The AAI shall have the following standing Committees:
  - Budget and Finance
  - Membership
  - Activities
  - Publicity
  - Awards
2. The functions and responsibilities of each Committee together with rules for operation and guidance shall be drafted by the Board of Directors and compiled in a pamphlet entitled "Committee Responsibilities and Duties". Following appointment, each new member of a Committee shall be provided with a copy of the appropriate pamphlet.
3. Each Committee shall consist of two (2) or more Members, and the President to whom all Committees shall report shall determine the manner of filling the Committees.
4. Any Officer, Director or Member may serve on one or more Committees.
5. The Budget and Finance Committee shall be responsible for preparing the AAI annual operating budget, recommending the amount of dues to be levied for the coming year and recommending other appropriate means of raising revenue for the AAI.
6. The Membership Committee shall be responsible for suggesting means to increase the AAI membership and soliciting potential Members, Associate Members and Sustaining Members and encouraging them to apply for membership in the AAI.
7. The Activities Committee shall be responsible for the planning and execution of all social functions conducted by the AAI both for Members and for other AAI supported organizations and groups. The Activities Committee shall also be responsible for scheduling AAI members to staff the "late bucket" at industry meetings to collect donations from those who return late from breaks and assist the President in identifying the local children's charity to receive these donations.

406. Committees: (Continued)

8. The Publicity Committee shall be responsible for publicizing the dates, times and places of General Meetings of the AAI, AAI supported activities, awards granted by the AAI and dissemination of such articles, press releases and material that will enhance the industry and public image of the AAI and its Members.
9. The Awards Committee shall endeavor to identify distinguished and worthy individuals for recognition by the AAI. The typical form of recognition given by the AAI shall include Volare Awards, pins, and special citations, certificates, plaques, trophies and other tokens of recognition as may be deemed appropriate by the Board of Directors and Members.
10. Committees may be appointed or dissolved by the President as deemed necessary for the conduct of the affairs of the AAI.

500. GENERAL BUSINESS POLICIES

501. Fiscal Year:

The fiscal year of the AAI shall be the calendar year.

502. Deposit and Withdrawal. of AAI Funds:

1. All funds received by the AAI shall be turned over to the Treasurer to be deposited in a bank or banks subject to withdrawals upon two signatures of Officers of the Corporation, and/or the Business Manager, designated by the Board of Directors to make withdrawals for AAI business purposes.

502. Deposit and Withdrawal. of AAI Funds: (Continued)

2. If required by the Board of Directors or Members, the Treasurer shall give a bond, at AAI expense, for the faithful discharge of his duties in such sum and with such surety as the Board of Directors shall determine.

503. Annual Operating Budget:

1. An annual AAI operating budget for the current calendar year shall be prepared by the Budget and Finance Committee and submitted to the President for review and approval by the Board of Directors. The budget shall then be presented to the Members at the Annual Assembly for final approval.
2. The budget submitted to the Members shall identify the expected source of revenue to fund the budgeted expenditures.

504. Business Manager:

1. The Board of Directors shall have authority to engage the services of a paid

504. Business Manager: (Continued)

Business Manager to assist conducting the business affairs of the AAI. The amount of monthly fees, including expenses, paid to a Business Manager may vary from time to time but shall be included as an item in the annual budget for approval by the Members.

2. The Business Manager will normally be a retired person from an airline or the industry and preferably shall be ex-Member of the AAI.
3. The general and specific duties of the Business Manager shall be set forth in a contract to be approved by the Board of Directors and executed by the President.
4. The Business Manager shall have all rights and privileges of the AAI except the right vote and to hold Office; he shall be exempt from all dues.

600. ANNUAL ASSEMBLY

601. Assembly:

1. The General Membership meetings, as defined in the Constitution, shall be held any place in the world designated by the Board of Directors and where Members might normally and freely assemble. One such meeting shall be designated as the Annual Assembly, which will normally be held in the same week and at the same location as the AEEC/AMC Collocated Meeting. All Members and Associate Members shall be notified at least one month and no more than three months, prior to the meeting of the date, time and place of the meeting.
2. All Voting Members shall be so seated as to separate them from the other members, guests, persons from the media or industry and/or government agencies who are present at the meeting.

602. Quorum and Seating of Members:

1. A quorum of Voting Members required to conduct a vote on affairs of the AAI shall consist of one-fifth (1/5) of the total Members, registered with AAI and paying the AAI conference fee, but not less than fifteen (15) Members. A quorum of Members shall be declared by the President to exist when the minimum number of Voting Members, including pro tempore Members, occupies voting Member seats. All issues put to a vote shall pass by a simple majority except for Amendments to the Constitution which shall be as provided therein and proposed Amendments to these Bylaws which shall require the favorable vote of one-tenth (1/10) of the total Members for passage. For all issues requiring other than a simple majority for passage, the number of votes required for passage shall be rounded to the nearest whole number.
2. The President shall call the meeting to order; Robert's' Rules of Order shall govern the proceedings.

602. Quorum and Seating of Members: (continued)

3. The President shall direct the Secretary to conduct a roll call of the Members present.
4. The President shall then issue a call for Associate Members, having a written proxy or supernumerary authority to vote on all matters on behalf of a Member. Such Associate Members shall then be seated with the Members and be vested as a pro-tempore Member with the right to vote on all AAI business matters. The Secretary shall then count the seated Members and determine if a quorum of Members is present.
5. If a quorum does not exist, the President shall then issue a call for Associate Members having written a proxy or supernumerary authority to vote on limited or specific matters on behalf of a Member. The Secretary shall then determine if the addition of those Associate Members to the seated Members would provide a quorum to vote on any of the limited or specific business items as granted by the proxy or supernumerary authority. If so, the Associate Members that would make a quorum for the limited or specific business shall be vested as a pro-tempore Member with the right to vote only on the limited or specific business authorized by the Member being represented. The pro tempore Members with limited or specific voting rights shall be seated separately from the other Members in the Members' section.
6. Once it is established that a quorum exists to conduct all, limited, or specific AAI business, the President shall continue the meeting but for matters requiring a vote of the Members, he shall address only those matters for which a quorum is present to vote.
6. If a quorum does not exist for voting on any matters, the meeting shall continue but address only those matters not requiring a vote of the Members.

603. Order of Business:

1. The order of business shall be as follows:
  1. Verify a quorum is present (See Section 602)
  2. Note the date of mailing the notice of meeting;
  3. Read, revise as necessary, and approve the Minutes of the last Annual Assembly and all General Meetings since the last Annual Assembly. If a quorum of Members is not present for approval, the Board of Directors shall rule as to the correctness of the minutes and the Secretary shall make any necessary corrections in the Official Minutes;
  4. Secretary's Annual Membership Report;

603. Order of Business: (Continued)

5. Treasurer's Annual Financial Report;
6. Reports of standing Committees;
7. Old Business (no business requiring a vote of the Members may be conducted in the absence of a Member quorum seated to vote on the specific business matters presented);
8. New Business (no business requiring a vote of the Members may be conducted in the absence of a Member quorum seated to vote on the specific business matters presented);
9. Election of Officers and Directors (when appropriate);
10. Adjournment

604. Election of Officers and Directors:

1. The terms of Officers and Directors shall be three (3) years. Annually the Nominating Committee shall canvass the AAI Membership and identify those members who meet the qualifications of office and are willing to stand for election for those positions, which are open for election. 45 days prior to the Annual Assembly, the Chairperson of the Nominating Committee shall advise the Secretary of the list of candidates for each open office. Not less than thirty (30) days prior to the Annual Assembly, the Secretary shall prepare and mail (either postal mail or electronic mail) a ballot to the Voting Member of each AAI Member Company.
2. Annually the Nominating Committee shall canvass the AAI Membership and identify those Members who meet the qualifications of office and are willing to stand for election for those positions which are open for election. Forty Five (45) days prior to the Annual Assembly, the Chairperson of the Nominating Committee shall advise the Secretary of the list of candidates for each open office. Not less than thirty (30) days prior to the Annual Assembly, the Secretary shall prepare and mail a ballot to the Voting Member of each AAI Member Company.
3. The Officers and Directors whose Offices are not subject to the current election may be nominated for Offices which are open for election.
4. Ballots which have been returned to the Secretary prior to the Annual Assembly shall be counted by the President and the candidate having the most votes shall be considered elected and shall then be seated as the new Officer/Director. In the event of a tie for election, successive votes shall be taken amongst the Voting Members present until the tie is broken by a single candidate receiving the most votes. If after three successive votes there is still a tie for election; the President may open nominations from the floor and new or additional candidates may be nominated. This process shall continue until a candidate for the Office is elected.
5. If Offices are vacated by election of the incumbent to another Office, the Board of

604. Election of Officers and Directors: (Continued)

Directors shall select a candidate, or candidates from Officers, Directors and Members. The candidate(s) shall then be elected by a majority vote of the Board of Directors to fill the un-expired term(s). Officers and Directors so elected shall be eligible to stand for election for a full term at the completion of the un-expired term.

6. The purpose of this method of balloting is intended to aid in the continuity of the management of the AAI if the Members so choose.

*Note: An example of how the system might ensue to ensure an experienced Member always holds the Office of President:- Assume the President's Office is open for election and is filled by the Executive Vice President; All of the existing officers would move up one position. A new member of the Board would be appointed to complete the existing election term. At that time all of the existing officers would stand for re-election to the position they currently hold.*

7. After all Officers and Directors have been elected and seated, the President shall appoint or re-appoint the Chairmen of the standing Committees.

8. Notice of the dates, times and places of all General Meetings of the Members shall then be designated.

9. The Annual Assembly may be adjourned when there is no further business to conduct.

10. Immediately following adjournment, the Secretary will accept applications for Member and Associate Member grades.

700. PUBLICATIONS

701. General:

1. The Board of Directors is authorized to establish and print an official periodical, Paper, journal, magazine or other publication to promulgate notices and publicity relating to activities of the AAI.

2. Until such time as the AAI has an official publication, notices and publicity articles may be circulated in various periodicals such as Avionics and Aviation Week magazines and ARINC publications such as Aeroline and Plane Talk.

3. The AAI may publish and distribute material via other publications and media as may be considered necessary for the conduct of its affairs and the promotion and recognition of its members.

800. CHAPTERS, SUBSIDIARIES AND AUXILIARIES

801. Establishment and Representation:

1. The AAI shall have the authority to initiate and charter individual groups to Chapters, Affiliates or Auxiliaries for the purposes of furthering the objectives of the AAI. Such groups might include foreign Chapters or Affiliates, a Spouses' Auxiliary, etc.
2. Groups thus established shall be bound by all AAI rules, policies and statutory laws applicable to the AAI and have at least one representative present at all General Meetings of the AAI so they may be duly notified of changes in policy that may occur from time to time.
3. Such groups shall have the authority to elect their own President and other officers necessary to the conduct of their organized group but all such officers and any rules, regulations and policies adopted thereby, shall forever be subordinate to those of the AAI Officers, Directors, Constitution and Bylaws.
5. Such groups may engage in individual fund raising activities but must submit an audited financial statement to the AAI within thirty (30) days following December 31st of each year. This statement shall be filed with the AAI Treasurer after inspection by the Board of Directors,

900. VOLARE AWARDS AND TOKENS OF RECOGNITION

1. Volare awards and other non-monetary awards shall be presented to individuals or companies who have made outstanding contributions to advancing the commercial aviation industry. The selection of awardees shall be made in accordance with the AAI Awards Constitution which, although a separate document, by definition shall be considered a part of these Bylaws.
2. Amendments to the AAI Awards Constitution shall be made by the same voting process established for these Bylaws and shall have the same requirements for establishing a voting quorum and passing amendments.