

MBAA Organizational By-Laws

Article I NAME and OFFICES

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

SECTION 2. The location of the office or offices of the Association shall be designated by the Board of Directors.

Article II PURPOSE and AIMS

SECTION 1. The Minnesota Business Aviation Association (MBAA) is a prominent Minnesota organization with the objective of creating an environment that fosters business aviation for Minnesota companies that rely on general aviation aircraft to make their businesses more efficient, productive and successful.

SECTION 2. Promote Safety within the Minnesota Business Aviation community.

SECTION 3. Provide advocacy for the professional Minnesota Business Aviation community in pursuit of their goals and objectives and further the advancement and economy of Minnesota Business Aviation.

SECTION 4. Support a unified position on relevant aviation matters affecting the Minnesota Business Aviation community and pertinent to the supporting industries.

SECTION 5. Provide financial support through a scholarship program to individuals pursuing a career which supports Minnesota Business Aviation.

Article III MEMBERSHIP

SECTION 1. MEMBERSHIP LEVELS

The membership of the Association shall consist of INDIVIDUAL, CORPORATE, ASSOCIATE, RETIRED, HONORARY, AFFILIATE, and STUDENT members. Membership shall be held on an individual basis and shall be nontransferable.

A. INDIVIDUAL MEMBER

A Flight crew member, maintenance technician, scheduler, flight department manager/administrator, or aviation professional employed, or actively pursuing employment, by a business aircraft operator. Individuals sponsored by a CORPORATE, ASSOCIATE, or AFFILIATE member, may become an INDIVIDUAL MEMBER subject to the approval of the Board of Directors.

B. CORPORATE MEMBER

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

C. ASSOCIATE MEMBER

An organization whose primary business provides support (i.e. parts, fuel, training, maintenance, etc.) to Minnesota business flight departments.

D. RETIRED MEMBER

An Association member that retires from employment in the field of business aviation may continue participation as a RETIRED member provided he/she remains in good standing in the organization.

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E. HONORARY MEMBER

A person may be elected to an HONORARY member of the Association by an affirmative vote of the Board of Directors. Honorary Membership is given in recognition of the individual's noteworthy contribution in the field of aviation, business aviation, or to the work of this Association.

F. AFFILIATE MEMBER

An individual employed by an associate agency as approved by the Board of Directors (i.e. OEM, Legal Firms, FAA, Mn/DOT, US Customs).

G. STUDENT MEMBER

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

H. GUEST

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

SECTION 2. APPLICATION FOR MEMBERSHIP

Membership application shall be submitted by on-line application or in writing on a form prepared by the Membership Committee in accordance with SECTION 1 of ARTICLE III. The form will establish the qualifications of the applicant for the appropriate level of membership. The application shall be approved by the MEMBERSHIP COMMITTEE.

SECTION 3. MEMBERSHIP DUES

The Board of Directors (ARTICLE IV) shall determine the annual dues to be paid each calendar year. Members shall be billed in January. New members who join during the course of the year must pay the full amount of the annual dues. New members who join the MBAA after October 1, will be credited membership for the following year. RETIRED and STUDENT members shall pay annual dues at a reduced rate. HONORARY members are exempt from the payment of dues. Membership shall expire with non-payment of dues after March 1st.

SECTION 4. ASSESSMENTS

Should the Board of Directors determine the need for a special assessment, the Board will submit the proposal to the membership and afford the membership the opportunity to vote electronically on the proposal for a minimum of 12 business days.

SECTION 5. RESIGNATION

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

SECTION 6. EXPULSION

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

Article IV OFFICERS, ELECTIONS, and DUTIES

SECTION 1. PRINCIPAL OFFICERS

The Principal Officers of the Association shall be the President, Vice-President, and Treasurer. The Principal Officers shall be INDIVIDUAL members of the Association, residents of Minnesota, employed by a Minnesota based company, or approved by the Board of Directors.

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SECTION 2. BOARD OF DIRECTORS

The Board of Directors shall be comprised of seven (7) Members. They will establish policy, define objectives, and oversee the operation of the Association. The Board will be comprised of the three (3) Principle Officers of the Association, the immediate past President, and three (3) appointed Members. The appointed members will be nominated by the immediate past President and approved by Board of Directors. Appointed board members shall be members in good standing of the Association, but not limited to INDIVIDUAL members. The Executive Director is an ex officio member of the Board of Directors.

Duties of the Board of Directors shall include but are not limited to the following:

- A. Determine scholarship funding and approve the individuals receiving scholarships.
- B. Annually designate the financial institution used by the association for all banking services.
- C. Annually approve the accounting firm used by the association.
- D. In accordance with ARTICLE III, SECTION 3, determine the annual dues to be paid each calendar year.

SECTION 3. ELECTION of PRINCIPLE OFFICERS and BOARD MEMBERS

A new Treasurer shall be elected in November of each year by a majority of the votes cast. Qualified Association members will be authorized to cast an electronic ballot during the period beginning the first (1st) Tuesday of November for twelve business days. The new Treasurer shall assume the duties as of December 1 to serve concurrently with the outgoing Treasurer for one month to assure continuity of Association business.

SECTION 4. TERMS OF OFFICE

- A. All Principle Officer positions are for a one-year term beginning on 1 January except for the Treasurer. The Treasurer's term of office shall begin on 1 December of each year. Officers shall move to the next higher position at the completion of a one-year term in each respective office. Upon completion of the one-year term as president, the President assumes the immediate Past President duties.
- B. Individuals appointed by the Past President to the Board of Directors will serve a three-year term. No appointee may serve more than two (2) consecutive terms regardless of length.
- C. Vacancies on the Board of Directors will be selected and appointed by the Board of Directors to fill the unexpired term by a simple majority vote of the Board. The Board may authorize a special election to fill the unexpired term of an elected board member. Individuals appointed to fill an unexpired term on the Board of Directors shall only complete the unexpired term.

SECTION 5. THE PRESIDENT

The President shall be the chief executive officer of the Association and shall normally preside at all business meetings and at all Board meetings. The President shall determine MBAA goals and objectives for their year in office. Duties include monitoring the business of the Association, representing the Association, and collecting nominations for Treasurer. The President will schedule all Board meetings and the Annual meeting.

SECTION 6. THE VICE PRESIDENT

In the absence of the President, the Vice President shall perform any and all duties of the President and shall have such other powers and perform such duties as the membership shall direct. Further, it shall be the duty of the Vice President to Chair the Golf Committee and establish a Scholarship Sub-Committee.

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SECTION 7. THE TREASURER

The Treasurer shall be responsible for and have supervisory custody of all the funds and securities of the Association and shall make such payments as may be necessary or proper on behalf of the Association and shall endorse and sign all checks, notes, receipts, and vouchers for deposit in the name of the Association at the bank designated by the Board of Directors. The Treasurer should become familiar and proficient with electronic payments and banking. In addition, the Treasurer is an ex officio member of the Golf Committee to ensure familiarity and continuity with the financial requirements of the tournament and funding the scholarship program. The Treasurer will maintain a complete and accurate accounting of the Association's business transactions in the books of the Association. These will be open to the membership for inspection. The Treasurer will provide a financial report to all members at the annual meeting and at Board of Director meetings. Further, the Treasurer is responsible for oversight of the Association's tax preparation and will ensure it is properly filed and in a timely manner.

SECTION 8. PAST PRESIDENT

The Immediate Past President shall monitor the business of the association to ensure continuity of operations. The Past President shall nominate one individual to the Board of Directors each year. The Past President shall record all votes and minutes of all meeting in the absence of the Executive Director. The Past President shall assume the responsibilities of the Program Committee Chair should the position become vacant.

SECTION 9. EXECUTIVE DIRECTOR

The Executive Director works at the pleasure of the Board of Directors, is a non-voting member of the Board of Directors, and shall monitor all association business to ensure it is conducted in accordance with these By-laws. The Executive Director shall record all votes and the minutes of all Board meetings. The Executive Director shall represent the Association as directed by the President and the Board of Directors. Additional duties and responsibilities include but are not limited to association advocacy and engagement with the Minnesota legislature, members of Congress, and/or other government agencies. The Executive Director will attend Golf Committee meetings and all other committee meetings as needed. When approved, the Executive Director participates in the NBAA leadership roundtable and attends the NBAA National Meeting as directed by the Board of Directors. The Executive Director participates in the Minnesota Chamber as a representative of the MBAA and its interests. Further, the Executive Director may attend other Minnesota aviation organization meetings (MCOA, MN Pilots Association, MN Aviation Trades Association, and similar).

SECTION 10. ABSENCE of OFFICERS at BUSINESS MEETINGS

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

Article V COMMITTEES and DUTIES

SECTION 1. MEMBERSHIP COMMITTEE

The Chair of the Membership Committee will be an INDIVIDUAL member in good standing nominated by the President and approved by of the Board of Directors. The committee shall consist of at least two (2) additional INDIVIDUAL members. The committee shall be responsible for conducting the election of any officers, normally the Treasurer. An electronic

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ballot shall be submitted to the membership for their vote beginning the first (1st) Tuesday of November and conducted continuously for twelve business days. In addition, the Committee shall establish procedures and process applications for membership and shall actively endeavor to maintain and expand Association membership. Further, the Committee shall maintain an updated electronic membership data base.

SECTION 2. OPERATIONS and SAFETY COMMITTEE

The Chair of the Operations and Safety Committee will be an INDIVIDUAL member in good standing nominated by the President and approved by of the Board of Directors. The committee shall consist of at least two (2) additional INDIVIDUAL members. This committee shall address itself to operational and safety matters of concern to the membership and relevant to business aviation. The Committee shall provide Association representation at meetings of regulatory agencies in accordance with the Purpose and Aims (ARTICLE II, SECTION 2) of the Association.

SECTION 3. PROGRAM COMMITTEE

The Chair of the Program Committee will be an INDIVIDUAL member in good standing nominated by the President and approved by of the Board of Directors. The Program Committee Chair attends the annual NBAA meeting when authorized by the Board of Directors. In the absence of a program chair, the immediate past president will assume the position. The committee shall consist of at least two (2) additional INDIVIDUAL members. This committee shall coordinate with the Board of Directors to plan and facilitate the business meeting programs and plan and organize the social events for the year. The Program Committee is responsible for ensuring the Communications Committee is provided all activity information for distribution to members.

SECTION 4. COMMUNICATIONS COMMITTEE

The Chair of the Communications Committee will be an INDIVIDUAL member in good standing nominated by the President and approved by of the Board of Directors. The committee shall consist of at least two (2) additional INDIVIDUAL members. The committee is responsible for implementing a communication plan that updates members monthly on the events, activities, and issues relevant to the Association and business aviation. The communications plan includes maintaining the Association WEB page, utilizing social media, and engaging print and broadcast media as needed.

SECTION 5. GOLF COMMITTEE

The Chair of the Golf Committee will be the Vice President. The committee shall consist of at least two (2) additional INDIVIDUAL members. The Treasurer is an ex officio member of the committee. The Golf Committee normally meets at least monthly February through July. The Golf Committee Chair will establish a Scholarship Subcommittee and appoint a Scholarship Chair and two additional members to manage the current year Scholarship program.

SECTION 6. SCHOLARSHIP SUBCOMMITTEE

The Scholarship committee is responsible for selecting individuals for the appropriate scholarship and recommending them to the Board of Directors for approval.

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Article VI MEETINGS

SECTION 1. BUSINESS MEETINGS

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

SECTION 2. BOARD OF DIRECTOR MEETINGS

The Board shall meet in January to establish plans and objectives for the coming year. Meetings shall be held on a quarterly basis or more frequently at the request of the President. A quorum of 5 of 7 Board members present either in person or electronically is required to conduct business or vote on any issue.

SECTION 3. COMMITTEE MEETINGS

Association Committees shall meet in January to establish plans and objectives for the coming year. Meetings thereafter shall be held at a minimum on a quarterly basis. The Golf Committee normally meets at least monthly February through August or until the final accounting of the activities of the Golf Committee.

Article VII MEMBERSHIP VOTING

SECTION 1. VOTING PROCESS

A. ELIGIBILITY

Only INDIVIDUAL, Corporate and Associate members shall have the right to one (1) vote at all meetings of the Association.

B. ELECTION VOTE

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

C. OTHER VOTES

When a membership vote on an issue is required, the membership will be afforded the opportunity to vote electronically for a minimum of 12 business days. A simple majority of the total eligible membership ballots cast will determine the result of the vote.

SECTION 2. BY-LAWS

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

SECTION 3. MEMBERSHIP POLL

In matters of extreme importance or unusual Association business, the Board of Directors may deem it necessary to poll the membership. In this event, a mailing will be directed to the INDIVIDUAL members presenting the issues, the Board recommendation, along with a ballot or means for reply. Members shall be notified that each reply will be duly recorded as specified.

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