

BYLAWS OF THE NORTHERN OHIO SECTION

American Institute of Aeronautics and Astronautics, Inc.

Revised [2/26/986/19/00](#)

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Whenever used in these Bylaws, the term Chairman and any masculine pronoun shall include the feminine gender.

Article 1: Name and Territory

The name of this organization shall be the Northern Ohio Section of the American Institute of Aeronautics and Astronautics, Inc. The territory of this Section shall encompass the following thirty eight (38) counties in the State of Ohio: Cuyahoga, Lake, Ashtabula, Trumbull, Mahoning, Columbiana, Geauga, Portage, Stark, Carroll, Tuscarawas, Wayne, Holmes, Coshocton, Medina, Sandusky, Summit, Lorain, Erie, Huron, Ashland, Hancock, Seneca, Richland, Crawford, Wyandot, Jefferson, Harnson, Guernsey, Noble, Belmont, Williams, Defiance, Fulton, Henry, Wood, Lucas, and Ottawa.

Article 2: Objective

The objective of this organization is to further the purposes and programs of the American Institute of Aeronautics and Astronautics, Inc. within the territory defined in Article 1.

Article 3: Membership

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

Article 4: Officers

1. The officers of this Section shall consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer, and the Past Chairman, all of whom shall be elected as prescribed in Article 6 (except for the Past Chairman), for terms of one year and shall continue in their office until their successors qualify and take office. The officers shall take office at the end of June. The Chairman, if he has served a full term, is preferably succeeded by another.

2. The Chairman shall be the chief executive officer of the Section. He shall be a member of the Council and of all committees, except the Nominating Committee. He shall preside at all meetings and functions of the Council and of the Section and represent the Section in dealing with outside agencies, making all appointments except the Nominating Committee and transacting all business of the Section as directed by it or by its Council, and in accordance with these Bylaws. He shall make an annual report in June to the Executive Secretary of the American Institute of Aeronautics and Astronautics, Inc., the Vice President of Section Affairs and the Regional Director.
3. The Vice Chairman shall be a member of the Council and shall act in the place of the Chairman in any case of the Chairman's failure or inability to act. He shall transact, at the direction of the Chairman, any business which could be within the power of the Chairman to transact.
4. The secretary shall be a member of the Council. He shall maintain minutes of the meetings of the Section and shall be custodian of all its records not specially assigned to others. He shall conduct the correspondence of the Section and the Council and shall be responsible for sending out all notices of the meetings and keeping a full and correct list of the membership and the addresses of the members.
5. The treasurer shall be a voting member of the Council and shall have charge of the funds of the Section and shall make all required financial reports and such expenditures as may be authorized by the Section or the Council or by the Bylaws of the American Institute of Aeronautics and Astronautics, Inc.

Article 5: Council

The council shall consist of not less than four (including the officers) nor more than twelve elected members. The Chairman, Vice Chairman, Secretary, Treasurer and the Chairman of the previous year shall be ex officio voting members. The Council shall have general supervision of the work of the Section. The Council Members shall take office at the end of June for terms of one year and shall continue in office until their successors qualify and take office.

Article 6: Elections and Vacancies

1. Officers and Council members shall be elected annually.
2. The Council shall appoint a Nominating Committee not later than March 1st. Such committee shall consist of three members of the Section, of whom at least one shall be a member of Council. The Nominating Committee shall prepare a slate which must be submitted to the Secretary by April 30¹. This slate shall consist of at least nominee for Chairman, Vice Chairman, Secretary and Treasurer, and at least one for each Council vacancy. All nominees shall be members of this Section.
3. The Chairman shall appoint a Tellers Committee to count ballots and shall inform the Secretary of the names of the committee members at least fifteen days before the election date.
4. The Secretary shall be responsible for mailing ballots to all members of the Section before May 30th 31th. The ballots shall be marked with the closing date for balloting, which date shall not be less than twenty days after the date of mailing the ballot. The election shall be secret and the return envelopes arranged to preserve secrecy. These ballots shall be marked by the members and returned to the Secretary, marked for the attention of the Tellers Committee. The Secretary shall deliver to the Tellers Committee all of the ballots received. The Tellers Committee shall count the valid ballots and certify to the Secretary the names of the Officers and Council Members elected. A plurality of the ballots shall constitute election. The roster used for validating ballots shall be the complete list of members of the Section, effective on the date of the mailing of the ballots.
5. A vacancy in the office of the Chairman shall be filled by the succession of the Vice Chairman.

6. A vacancy on the Council or in any office except that of the Chairman, shall be filled by an appointment by the Council to serve until the next annual election.

Article 7: Meetings, Procedures and Quorums

1. At least three regular meetings of the Section membership shall be held each year (where a regular meeting is interpreted to be where the entire section is invited).
2. Special meetings of the Section may be called by the Chairman or the Council, or upon the written request of at least five percent of the membership, and the entire membership must be notified of the date and place of such meeting.
3. The Annual Meeting shall be held in June and shall be for the purpose of announcing the Officers and Council elected for the next year, receiving reports of the Officers and Council elected for the next year, receiving reports of the officers and committees, and for other business that may arise.
4. The Council shall hold at least four meetings per year. Meetings may be called by the Chairman upon written request of three members of Council.
5. The Secretary of the Section shall forward within ten days to the Executive Secretary of the American Institute of Aeronautics and Astronautics, Inc., a report of each regular meeting held.
6. The rules contained in Roberts' Rules of Order Revised shall govern this Section in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or with the constitution or Bylaws of the American Institute of Aeronautics and Astronautics, Inc.
7. Fifteen members, or five percent of the membership of the Section, shall constitute a quorum at any meeting of the Section.
8. Fifty percent of the council's membership shall constitute a quorum at any meeting of the Council.
9. In any matter to be decided by letter ballot, including elections of officers, a quorum shall consist of the number of valid votes cast.

Article 8: Financial Affairs

- 1) The fiscal year shall be from ~~July~~ June 1 to ~~June 30.~~ ^{##} May 31st.
- 2) The dues shall be fixed by the Bylaws of the American Institute of Aeronautics and Astronautics, Inc., and shall be paid to said Institute. This Section shall neither charge nor collect dues or assessments, but the Section may accept incidental voluntary contributions for social and technical activities.
- 3)
 - a) This Section shall submit an annual budget for the ensuing fiscal year to the Board of Directors of the American Institute of Aeronautics and Astronautics, Inc., or its designated officers on or before the first day of September in each year.
 - b) On or before the first day of September in each year the Section shall forward to the Executive Secretary of the American Institute of Aeronautics and Astronautics, Inc., a financial report for the fiscal year.
- 4) This Section shall be responsible for its own acts, contracts, debts and other obligations and undertakings unless the American Institute of Aeronautics and Astronautics, Inc., by duly constituted action of its Board agrees to undertake or assume responsibility therefore prior to the time the action is taken or the obligation is incurred. This Section shall open and maintain a bank account in a reliable banking or other financial institution for the disbursement of expenses incident to its organizational

purposes and functions, and may employ, discharge and compensate from its own funds such personnel, but only such personnel, as are required for the proper maintenance of its organization and performance of its functions in accordance with its Bylaws and the Constitution and Bylaws of the American Institute of Aeronautics and Astronautics, Inc.

- 5) This Section shall have no indebtedness, and shall not enter into any contract or understanding, assume any obligations, or make any expenditures, the effect of which would be to create, at any time, a Section obligation the total amount of which exceeds unobligated funds on hand by Three Hundred Dollars (\$300).
- 6) This Section and the Officers and Council hereof, shall not be liable or otherwise responsible for the actions of, or obligations incurred by, any individual member or group of members of this Section, except insofar as such actions or obligations are the responsibility of the Section under these Bylaws.

Article 9: Committees

1. The Chairman in consultation with the Council shall appoint the following committees: Program Committee, Membership Committee, and Education Committee. Members appointed on committees shall serve for one year or until their successors are appointed. Additional committees may be appointed as necessary.
2. The Chairman shall appoint a representative to its Regional Advisory Committee.

Article 10: Limitations and Restrictions

These Bylaws and any amendments hereto made pursuant to Section 11 hereof are subject to the approval of the Board of Directors of the American Institute of Aeronautics and Astronautics, Inc.-

Article 11: Amendment

Amendments to these Bylaws may be made by a majority affirmative vote of those voting, the vote to be by letter ballot. An amendment may be proposed by the Council or by petition to the Secretary with the approval of at least five percent of the membership, but not less than ten members. A proposed amendment shall be mailed to all members of the Section with a ballot. This ballot shall be returned to the Secretary within twenty five days. The Secretary and two tellers, appointed by the Council, shall validate the ballots, count the valid ballots and certify the results to the Council. When the approval of the Board of Directors of the American Institute of Aeronautics and Astronautics, Inc., is received, the membership will be notified. No amendment which is inconsistent with the Constitution, Bylaws or Certificate of Consolidation of the American Institute of Aeronautics and Astronautics, Inc., shall be submitted to vote. In the case of a tie vote, the Past-Chair shall serve as the tie breaker. In case of a tie, the current Council will serve as the tie-breaker via a vote.

Article 12: Suspension of Officers and Council Members

- 1) In addition to the AIAA Board of Directors' right to suspend the authority of any member, Officer or Council member of an AIAA Section, the Council may suspend for cause the authority of any member to act as an Officer or as a Council member. Such suspension can occur at a Special Meeting called for that purpose only. Such Special Meeting may be called by the Section Chairman on his own initiative and also shall be called by the Chairman or Vice Chairman upon receipt of a written request signed by at least 40% of the Section Council Members. The Special Meeting shall be called by the Chairman within thirty days of receiving the written request from the Council members.
- 2) Notice of any Special Meeting called pursuant to this Article shall be sent to the Subject Officer or Council Member (hereinafter "Subject") in writing no later than 15 days prior to the date of the Special

Meeting Such written notice shall include a list of the charges made against the Subject, shall set forth the time and place of the meeting and shall be sent to the Subject by enclosing the notice in an envelope and mailing said notice by first class mail, postage paid, to the last known address of the Subject

- 3) If the Special Meeting is called in response to a written request by 40% of the Council members, the authority of the Subject shall automatically be suspended preliminary pending the Special Meeting of the Council. If the Section Chairman calls a Special Meeting on his own initiative, written agreement of at least 40% of the entire Council will be required in order to impose such a preliminary suspension. Any preliminary suspension imposed pursuant to this paragraph shall terminate at the conclusion of the aforementioned Special Meeting of the Council or thirty (30) days after the date on which the preliminary suspension was imposed, whichever occurs first.
- 4) The Subject shall be provided an opportunity to present his or her position during the Special Meeting and prior to a vote on the suspension of the Subject. The Officer presiding over the meeting may, at his discretion, limit the time provided for the presentation on behalf of the Subject but shall in all cases provide at least 30 minutes. An equal amount of time shall be provided to those making a presentation in favor of suspending the Subject.
- 5) At least two thirds of the entire Section Council must be present at the Special Meeting and must vote in favor of suspension in order to suspend the authority of the Subject.
- 6) If the Council fails to vote to suspend the authority of the Subject within thirty (30) days of the initiation of the procedure described herein, such procedure shall terminate. Such terminated suspension procedure shall not be initiated anew less than six months from the date of the Initiation of the prior procedure except upon an affirmative vote of 60% of the entire Council. If, at a Special Meeting of the Council held the thirty (30) day period referred to in Paragraph One of this Article, there are sufficient votes cast to suspend the authority of the Subject, suspension for a period not longer than the Subject's remaining term as Officer or Council Member shall immediately take effect subject to Paragraph Seven of this Article.
- 7) When, at the Special Meeting, sufficient votes have been cast in favor of suspension, the Subject may request, in writing, an opportunity to appeal the decision of the Council to the AIAA Board of Directors. The Board of Directors shall, upon receiving such written request, provide the appellant an opportunity to present, in writing, his reasons for believing that the decision of the Council was unjustified or improper. The Board of Directors may further request, from the Council, a written explanation of the basis for the Subject's suspension. In addition, the Board of Directors may request that the Appellant and/or the Council provide additional information, including an oral explanation of its written remarks. Any suspension imposed by vote of the Council at the Special Meeting shall continue pending a decision by the Board of Directors. The aforementioned petition to the Board of Directors shall be the only appeal available, and all decisions of the Board to affirm, modify, or reverse the decision of the Council shall be final and binding upon the parties.