



Shaping the Future of Aerospace

Bylaws

AIAA BYLAWS

Article I INSTITUTE PURPOSE AND ACTIVITIES

Section 1.1 Purpose: The purpose of the Institute, as set forth in its Constitution, shall include the following activities:

- 1.1.1 Holding Section, Regional, U.S., and International meetings for the interchange of scientific and technical information through the presentation and discussion of original papers.
- 1.1.2 Publishing scientific and technical materials to serve the needs of the members in all specialty areas.
- 1.1.3 Encouraging meritorious contributions to science and engineering by means of awards, honors, and other suitable recognition.
- 1.1.4 Maintaining a library and technical information service to provide members with published information available from worldwide sources.
- 1.1.5 Effecting close cooperation with educational institutions to encourage high standards of technical education and to assist in the development of future scientists and engineers.
- 1.1.6 Using appropriate communications media for the improvement of public understanding of the profession and its contributions.
- 1.1.7 Providing members with other services as may be required.

Section 1.2 Religious Activity: Out of respect for all religious beliefs, no religious activity of any kind shall be undertaken by or under the auspices of the Institute without Board approval.

Article II MEMBERSHIP

Section 2.1 Board Authority: Except as otherwise specified, all matters relating to admission, assignment of membership grade, or advance in grade for individuals shall be the responsibility of the Board or its designated representative. All decisions of the Board regarding matters of membership shall be final and not subject to appeal.

Section 2.2 Honorary Fellows: Honorary Fellows may be nominated from the ranks of the Fellows by any Honorary Fellow or Fellow in good standing and shall be elected by the Board. Self-nominations are not permitted. The names of not more than 4 nominees deemed the most worthy of the Honorary Fellow honor shall be recommended to the Board for election each year, although no more than 3 nominees may be from the same country. The manner in which Honorary Fellows are recommended to and selected by the Board shall be established by the Board from time to time and specified in the Board's published policies and procedures and amended from time to time.

Section 2.3 Honorary Members: Honorary members shall be nominated by the Honors and Awards Committee and elected by the Board.

Section 2.4 Fellows: Fellows may be nominated from the ranks of the Associate Fellows by any member in good standing and shall be elected by the Board. Self-nominations are not permitted. One Fellow for every one thousand (1,000) voting members may be elected

annually. The most qualified nominees shall be recommended to the Board for election. The manner in which Fellows are recommended to and selected by the Board shall be established by the Board from time to time and specified in the Board's published policies and procedures and amended from time to time.

Section 2.5 Associate Fellows: Associate Fellows may be nominated by any member in good standing. Self-nominations are not permitted, and the nominator cannot also act as a reference. A maximum of one Associate Fellow for every 150 voting members may be upgraded annually. Nominees must be senior members of the Institute in good standing, have twelve (12) years minimum of professional experience, and furnish three references, Associate Fellow grade or higher. The President shall appoint an Associate Fellow Grade Committee Chair.

Section 2.6 Senior Members: Senior Member grade applicants shall comply with the rules and regulations as set forth in the Board's policies and standing rules and amended from time to time.

Section 2.7 Members: Member grade applicants shall have achieved a Bachelor's Degree in science, technology, engineering, or math or equivalent qualifications through professional practice.

Section 2.8 Associate Members: Associate Member grade or other professional applicants need not furnish any references.

Section 2.9 Affiliate Members: Affiliate Member grade applicants shall hold professional membership grade in recognized scientific, engineering, or professional societies and shall comply with the rules and regulations as set forth in the Board's policies and procedures and amended from time to time. Affiliate Members may not vote or hold elective office. Affiliate Members may subscribe to journals and attend meetings at rates to be established in the reciprocity agreement as approved by the Board with the society concerned.

Section 2.10 Student Members: Student Member applicants shall comply with the rules and regulations as set forth in the Board's policies and standing rules and amended from time to time. The total cumulative period for a student to hold the Student Member grade shall be limited to ten (10) years beyond high school unless a waiver is granted by the Student Activities Committee (SAC). Graduate students shall be given the option of applying for membership in grades other than Student Member. Upon graduation or completion of the educational program, the Student Member shall be automatically eligible for the appropriate professional membership grade. Professional members returning to full-time graduate study in a recognized educational program may request to be placed in "return to full-time study" status, and thus be eligible for AIAA graduate awards, student conferences, and design competitions. The educational institution shall determine full-time status of graduate students.

Section 2.11 Corporate Membership: Corporate Membership applicants shall be reviewed and approved by the Board.

Section 2.12 Application for Membership and Higher Grades: Applications for individual membership in the Institute, or for transfer to a higher grade where permitted shall comply with the rules and regulations as set forth in the Board's policies and procedures and amended from time to time.

Section 2.13 Equivalency for practice: Post-baccalaureate engineering or science degrees from an accredited educational institution shall be considered equivalent to professional practice for an equivalent number of years, up to a maximum of 4 years.

Section 2.14 Annual dues: for all grades of members shall be annually reviewed and the amounts set by the Board. Members in all grades shall be liable for payment of dues until membership shall have terminated by resignation or otherwise. The Board may waive dues in whole or in part at its discretion. No member shall be entitled to any return of dues upon severance in any manner of his membership in the Institute, or on liquidation of the Institute. Membership is determined by the applicant's personal education and work experience and thus is not transferable. Services to members (except Student Member grade) whose dues are in arrears shall be suspended 1 month after membership expiration date. Delinquent members (including Student Member grade) shall be dropped from the membership rolls 3 months after the membership expiration date.

Section 2.15: Revocation of membership: Failure to comply with the Board's published policies regarding the timely payment of dues will result in the cancellation of membership. Moreover, the Board may revoke membership for any member found to be in violation of AIAA's Code of Ethics as referenced in Article XIII of these Bylaws.

Article III ORGANIZATION

Section 3.1 General Organization: Three organizational elements are available to administer and manage membership activities, one based on geographic distribution of members, one based on technical interests of members, and one based on professional interests of members.

Section 3.2 Geographic Groupings: For purposes of administering its affairs, the Institute is organized geographically.

3.2.1 Student Branches and Sections: The basic units of geographical organization are referred to as a Student Branch (see section 3.2.1.1), which is based on student membership, and a Section (see section 3.2.1.2), which is based on professional membership.

3.2.1.1 Student Branches: Members may petition the Board, in accordance with its rules and policies established and published from time to time, to establish Student Branches based on University affiliation. A Student Branch may be organized at those institutions of accepted standing where the curriculum is designed to prepare students for a professional career in science and engineering. The membership of a Student Branch shall include all Student Members of the Institute studying at an institution designated by the Board as one in which a Student Branch exists. Membership from each Student Branch shall elect a Chair who will represent their respective membership at meetings of the Sections/Regions as defined in section 3.2.1/3.2.2. The term of the president shall be one year and there shall be a limit of the Chair serving two consecutive terms. The Chair shall coordinate the Student Branch activities and serve as the liaison between the Student Branch and the Section/Region. Student Branches may create and implement programs and services for its members according to guidelines established and published by the Board from time to time. Student Branches may charge local dues. Incidental voluntary collections for social and technical activities are permitted under

rules and policies established and published by the Board from time to time. The Board may from time to time direct the dissolution of any Student Branch and such other changes in Student Branch composition, membership, and jurisdiction, as it shall deem advisable.

3.2.1.2 Sections: Members may petition the Board, in accordance with its rules and policies established and published from time to time, to establish Sections based on geographic boundaries within each Region (e.g., cities, counties) as defined in section 3.2.2. The Board shall establish Sections, consisting of members who share a defined geographical location. Membership from each Section shall elect a chair who will represent their respective membership at meetings of the Regions. The term of the chair shall be one year and there shall be no limit to the number of years a member may serve as chair. The chair shall coordinate the Section activities and serve as the liaison between the Section and the Region. Sections may create and implement programs and services for its members according to guidelines established and published by the Board from time to time. The Board may terminate the existence of any such Section according to rules it establishes and publishes for the creation and dissolution of Sections from time to time.

3.2.2 Regions: Regions shall be formed by the Board to coordinate the activities of geographically related Sections. The Board will group Sections as defined in 3.2.1 to facilitate cooperative efforts between the various geographical areas. A Regional Director shall lead each Region. The voting members who belong to that region shall elect the Regional Director for that region. The Regional Director for each group shall be a member of the Section and Regions Activities Council (SRAD) as defined in section 3.2.3 as well as a delegate to the Council. The term for Regional Directors shall be three years and there shall be a limit of the Regional Director serving two consecutive terms. The Regional Director's term of office shall begin at the conclusion of the first Council meeting after which an election takes place and shall end at the conclusion of the first Council meeting three years from that date after which another election takes place. Any Regional Director may be removed from office by a vote of three-quarters (3/4) of the total votes cast by the voting members of that region. The rules and procedure governing removal elections shall be determined by the Council and published in its Standing Rules from time to time.

Should a vacancy occur in the office of Regional Director, the Board may appoint an Interim Regional Director until such time as it is feasible to hold a Regional election. The appointment shall be of a member who resides in the Region in which the vacancy has occurred. The Regional Director election shall be for the unexpired term or for a full term, as the Board may direct. Such appointment, succession, or election for an unexpired term shall not be deemed a term of office within the meaning of any restriction terms of office within these Bylaws. In addition to these duties, the Regional Director shall serve to coordinate the work of Sections within the Region and serve as a liaison between the members within the Region and the Board. The Board may terminate the existence of any such Region according to rules it establishes and publishes for the creation and dissolution of Regions from time to time.

3.2.3 Sections and Regions Activities Division (SRAD): The SRAD is composed of the Regional Directors as defined in section 3.2.2. The Chief of the Sections and Regions Division shall be elected by a simple majority vote of the Regional Directors. The Chief will not be a current Regional Director; however, the Chief must have served as a

Regional Director in the past. The term of the Chief shall be one year with a maximum possible three consecutive terms. The purpose of the SRAD is to coordinate activities among Regions, as well as make the Council and Board aware of issues Regions share in common. The Board may terminate the existence of the SRAD according to rules it establishes and publishes from time to time.

Section 3.3 Technical Groupings: For purposes of administering its affairs, the Institute is organized into technical groupings.

3.3.1 Technical Committees (TCs): Members may petition the Board, in accordance with its rules and policies established and published from time to time, to establish Technical Committees that encompass member-identified technical interests. The Board shall establish Technical Committees, consisting of members whose technical interests are particularly oriented toward a specific field in aeronautics or astronautics or toward closely related fields that contribute significantly to aeronautics or astronautics. The means by which individuals become members of Technical Committees shall be established by the Board. Each committee shall have a chair who will represent their respective membership at meetings of the Technical Groups as defined in section 3.3.2. The means by which the chair shall be selected shall be established by the Board. The term of the chair shall be two years and there shall be a limit of the chair serving one consecutive term. The chair shall coordinate the committee activities and serve as the liaison between the Technical Committee and the Technical Group. Technical Committees may create and implement programs and services for its members according to guidelines established and published by the Board from time to time. The Board may terminate the existence of any such Technical Committee according to rules it establishes and publishes for the creation and dissolution of Technical Committees from time to time.

3.3.2 Technical Groups: Technical Groups shall be formed by the Board to coordinate the activities of related Technical Committees. The Board will group Technical Committees as defined in 3.3.1 to facilitate cooperative efforts between the various technical disciplines. A Technical Director shall lead each Technical Group. The voting members who belong to that group shall elect the Technical Director for that group. The Technical Director for each group shall be a member of the Technical Activities Division (TAD) as defined in section 3.3.3 as well as a delegate to the Council. The term for Technical Directors shall be three years and there shall be a limit of the Technical Director serving two consecutive terms. The Technical Group Director's term of office shall begin at the conclusion of the first Council meeting after which an election takes place and shall end at the conclusion of the first Council meeting three years from that date after which another election takes place. Any Technical Group Director may be removed from office by a vote of three-quarters (3/4) of the total votes cast by the voting members who belong to that technical group. The rules and procedure governing removal elections shall be determined by the Council and published in its Standing Rules from time to time.

Should a vacancy occur in the office of a Technical Group Director, the Board may appoint an Interim Technical Group Director until such time as it is feasible to hold a Technical Group Director election. The appointment shall be of a member who belongs to the Technical Group in which the vacancy has occurred. The Technical Group Director election shall be for the unexpired term or for a full term, as the Board may direct. Such appointment, succession, or election for an unexpired term shall not be deemed a term of office within the meaning of any restriction terms of office within these Bylaws. In addition to these duties, the Technical Group Director shall serve to coordinate the work of

Technical Committees within the group and serve as a liaison between the members within the group and the Board. The Board may terminate the existence of any such Technical Group according to rules it establishes and publishes for the creation and dissolution of Technical Groups from time to time.

3.3.3 Technical Activities Division (TAD): TAD is composed of the Technical Group Directors as defined in section 3.3.2. The Chief of the Technical Activities Division shall be elected by simple majority of the votes cast by the Technical Directors and Division committees. Each committee shall have one vote. The Chief will not be a current Technical Group Director; however, the Chief must have served as a Technical Group Director in the past. The term of the Chief shall be one year with a maximum possible three consecutive terms. The purpose of TAD is to coordinate activities among technical groups, as well as make the Council and Board aware of issues technical groups share in common. The Board may terminate the existence of TAD according to rules it establishes and publishes from time to time.

Section 3.4 Integration and Outreach Groupings: For purposes of administering its affairs, the Institute is organized into professional groupings.

3.4.1 Integration and Outreach Committees: Members may petition the Board, in accordance with its rules and policies established and published from time to time, to establish Integration and Outreach Committees that encompass member-identified professional interests. The Board shall establish Integration and Outreach Committees, consisting of members whose professional interests are particularly oriented toward a specific program or broad discipline within aeronautics or astronautics or toward closely related fields that contribute significantly to aeronautics or astronautics. The means by which individuals become members of Integration and Outreach Committees shall be established by the Board. Each committee shall have a chair who will represent their respective membership at meetings of the Integration and Outreach Groups as defined in section 3.4.2. The means by which the chair shall be selected shall be established by the Board. The term of the chair shall be one year and there shall be no limit to the number of years a member may serve as chair. The chair shall coordinate the committee activities and serve as the liaison between the Integration and Outreach Committee and the Integration and Outreach Groups. Integration and Outreach Committees may create and implement programs and services for its members according to guidelines established and published by the Board from time to time. The Board may terminate the existence of any such Integration and Outreach Committee according to rules it establishes and publishes for the creation and dissolution of Integration and Outreach Committees from time to time.

3.4.2: Integration and Outreach Groups: Integration and Outreach Groups shall be formed by the Board to coordinate the activities of related Integration and Outreach Committees. The Board will group Integration and Outreach Committees as defined in 3.4.1 to facilitate cooperative efforts between the various professional areas. An Integration and Outreach Group Director shall lead each Integration and Outreach Group. The voting members who belong to that group shall elect the Integration and Outreach Director for that group. The Integration and Outreach Director for each group shall be a member of the Integration and Outreach Activities Division (IOD) as defined in section 3.4.3 as well as a delegate to the Council. The term for Integration and Outreach Group Directors shall be three years and there shall be a limit of the Professional Group Director serving two consecutive terms. The Integration and Outreach Group Director's term of office shall begin at the conclusion of the

first Council meeting after which an election takes place and shall end at the conclusion of the first Council meeting three years from that date after which another election takes place. Any Integration and Outreach Director may be removed from office at any meeting of the Council by a vote of three-quarters (3/4) of the total votes cast by the voting members of that Integration and Outreach Group. The rules and procedure governing removal elections shall be determined by the Council and published in its Standing Rules from time to time.

Should a vacancy occur in the office of an Integration and Outreach Group Director, the Board may appoint an Interim Integration and Outreach Group Director until such time as it is feasible to hold an Integration and Outreach Group Director election. The appointment shall be of a member who belongs to the Integration and Outreach Group in which the vacancy has occurred. The Integration and Outreach Group Director election shall be for the unexpired term or for a full term, as the Board may direct. Such appointment, succession, or election for an unexpired term shall not be deemed a term of office within the meaning of any restriction terms of office within these Bylaws. In addition to these duties, the Integration and Outreach Group Director shall serve to coordinate the work of Professional Committees within the group and serve as a liaison between the members within the group and the Board. The Board may terminate the existence of any such Integration and Outreach Group according to rules it establishes and publishes for the creation and dissolution of Integration and Outreach Groups from time to time.

3.4.3 Integration and Outreach Activities Division (IOD): The IOD is composed of the Integration and Outreach Group Directors as defined in section 3.4.2. The Chief of the Integration and Outreach Division shall be elected by simple majority of the votes cast by the Integration and Outreach Directors and the Division committees. Each committee shall have one vote. The Chief will not be a current Integration and Outreach Group Director; however, the Chief must have served as an Integration and Outreach Group Director in the past. The term of the Chief shall be one year with a maximum possible three consecutive terms. The purpose of the IOD is to coordinate activities among Integration and Outreach Groups, as well as make the Council and Board aware of issues Integration and Outreach groups share in common. The Board may terminate the existence of the IOD according to rules it establishes and publishes from time to time.

Article IV BOARD OF TRUSTEES

Section 4.1 Authority of the Board of Trustees; The Board shall have authority over all matters of the Association subject to the restrictions imposed by these Bylaws.

Section 4.2 Qualifications for Board of Trustees: All voting trustees must be Honorary Fellows, Fellows, Associate Fellows, Senior Members, and Members of AIAA as defined in Article III of the Constitution.

Section 4.3 Composition: The voting members of the Board shall be composed of the Immediate Past-President, President, President-Elect, Treasurer, and nine (9) Trustees-At-Large. The positions of Immediate Past-President and President-Elect will not both be filled in the same year. Thus, in any given year there will be eleven (11) voting members. The Executive Director of the association shall serve as Secretary and be a non-voting member of the Board. Those members serving on the Board at the time of the adoption of these Bylaws shall remain on the Board until their term expires under the provisions of the Bylaws in effect at the time of their election or until they resign from the Board, whichever occurs first. Once such Board

members leave the Board, they shall be replaced by members elected in accordance with the provisions in section 4.4.

Section 4.4 Election: Election of Board Trustees-At-Large shall be by a simple majority of the votes cast in the Council of Directors at the annual meeting of the Council. The Council shall prescribe the specific manner of voting in its written Standing Rules approved and published by the Council from time to time. These rules will include provisions for the Council of Directors to offer names of candidates to be placed in nomination in addition to those presented by the nominating committee.

Section 4.5 Term: The term of office of Board Trustees-At-Large shall be three years and shall begin at the conclusion of the Council of Directors meeting at which the Board Trustee-At-Large was elected and shall end at the conclusion of the Council meeting following the third succeeding election meeting of the Council of Directors. No Board Trustees-At-Large may serve more than two consecutive three-year terms unless specified elsewhere in these Bylaws.

Section 4.6 Meetings: The Board of Trustees shall meet at least three times annually. One of these meetings shall take place not later than 30 days following the annual meeting of the Council. The other meetings shall take place at such other times and places as the Board may determine. Meetings may take place within or outside of the State of New York. A majority of the voting Board members shall constitute a quorum. Each Board Trustee shall receive notice of such meetings no less than 30 days prior to the meeting. Subject to the provisions of these Bylaws with respect to notice of meetings of the Board of Trustees, members of the Board of Trustees may participate in and hold additional meetings of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a Trustee participates in such meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the voting members of the Board, and such a consent shall have the same force and effect as a unanimous vote of the members of the Board at a meeting of the Board.

The President may call special meetings of the Board of Trustees with not less than 30 days' notice to each Trustee, either personally or by other appropriate means of communication. The President shall call special meetings when requested by one-third of the current voting members of the Board. Such special meetings shall be called in like manner and on like notice. Such notice of a special meeting of the Board of Trustees shall specify the business to be transacted at, and the purpose of, such special meeting.

Section 4.7 Removal: Any Trustee-At-Large of the Board of Trustees may be removed from office at any meeting of the Council by a vote of three-quarters (3/4) of the total votes cast in the Council. The rules and procedure governing removal shall be determined by the Council and published in its Standing Rules from time to time.

Section 4.8 Vacancy: Any vacancy filled shall be for the remainder of the unexpired term. A vacancy created by removal shall be filled by a simple majority of the votes cast in the Council of Directors at the Council meeting at which the removal occurs. The Nominating Committee shall present a slate of candidates for vacant positions. Nominations for such vacancy can also

be accepted from the floor of the Council. Succession or election to fill any vacated Board position shall not count toward the term limit for that office. Vacancies created other than by removal may be filled by a majority vote of the Council at its next regularly scheduled meeting.

Section 4.9 Indemnification: The Association shall indemnify each of its officers and trustees to the fullest extent provided by, and in accordance with, the New York Nonprofit Corporation Act as that act is in effect on the date of the occurrence giving rise to such indemnification as is provided herein. The Association shall indemnify each of its volunteer committee chairs and employees to same extent as its officers and trustees.

Article V OFFICERS

Section 5.1 Officers: The officers of the association shall be the Immediate Past-President, President, President-Elect, Treasurer, and Secretary.

Section 5.2 Election of Officers: The Board shall elect the Treasurer of the organization from among the names submitted to it by the Executive Nominating Committee as well as nominations from the floor, if any. The President-Elect shall be elected by the general membership. The election of these officers shall be in accordance with the Board's policies and operational guidelines as established and edited by it from time to time. These rules will include provisions for members of the Institute to offer names of candidates to be placed in nomination in addition to those presented by the nominating committee. Those officers serving on the Board at the time of the adoption of these Bylaws shall remain in office until their term expires. Those who are serving as President-Elect and President at the time of adoption of these Bylaws shall assume the office of President and Immediate Past President, respectively, upon the expiration of the term of their current offices.

Section 5.3 Removal: The President or the President-Elect may be removed from office by a vote of three-quarters (3/4) of the total votes cast by the general membership. The Treasurer may be removed from office by a vote of three-quarters (3/4) of the total votes cast by the Board. The rules and procedure governing removal elections for officers shall be determined by the Board and published in its Standing Rules from time to time.

Section 5.4 Vacancies: Upon the President's vacancy, the Board shall have the authority to place any of the elected officers in the President's vacant position. Succession to fill this office shall not count toward the term limit for that office. Vacancies in any other elected officer positions shall either be filled by the same manner of election as regular elections for officers or shall be left vacant. The decision of which option to use shall rest solely with the Board.

Article VI DUTIES OF OFFICERS

Section 6.1 President: The President shall be a voting member of the Board of Trustees, and shall additionally hold ex-officio membership in all committees. The President shall serve as the association's Chief Elected Officer, Chairperson of the Board of Trustees and its Executive Committee. The President's term of office shall begin at the conclusion of the first Board meeting after which an election takes place and shall end at the conclusion of the first Board meeting two years from that date after which another election takes place, or when a successor is seated. The President is not eligible for another term as President.

Section 6.2 President-Elect: The President-Elect shall automatically ascend to the office of President as soon as his term as President-Elect is completed. The President-Elect shall be familiar with all the activities of the association, serve as a member of the Board of Trustees and its Executive Committee, prepare for his term of President and assume the duties of the President in the absence or incapacity of the President. The President-Elect's term of office shall begin at the conclusion of the first Board meeting after which an election takes place and shall end at the conclusion of the first Board meeting one year from that date after which another election takes place, or when a successor is seated.

Section 6.3 Treasurer: The Treasurer shall be a member of the Board. The Treasurer shall cause to be kept adequate and proper accounts of the properties, funds, and records of AIAA and shall perform such other duties as prescribed by the Board. The Treasurer's term of office shall begin at the conclusion of the first Board meeting after which an election takes place and shall end at the conclusion of the first Board meeting three years from that date after which another election for treasurer takes place, or when a successor is seated. The Treasurer is the sole office eligible for reelection. The Treasurer may serve no more than two (2) consecutive terms.

Section 6.4 Immediate Past-President: The Immediate Past-President shall remain a member of the Board of Trustees for a period of one year following his term as President.

Section 6.5 Executive Director: An Executive Director shall be appointed for a term and at a stipend to be fixed by the Board of Trustees. The Executive Director shall, under the direction of the Board, perform such duties as may be assigned by the Board of Trustees. The Executive Director shall keep or cause to be kept an accurate record of the minutes and transactions of the Council and of the Board and shall serve as Secretary to these bodies. The Executive Director shall supervise all other employees and agents of AIAA and have such other powers and the Board of Trustees or these Bylaws may prescribe duties as. The Executive Director shall not be entitled to vote.

Article VII COUNCIL OF DIRECTORS

Section 7.1: Composition of the Council of Directors: The Council shall be composed of Directors from Regions, Technical Groups and Integration and Outreach Groups. In addition, the Chiefs of the Technical Activities Division, Section and Regions Activities Division and Integration and Outreach Activities Division, respectively, shall serve as ex-officio members (without vote) to the Council of Directors.

Section 7.2: Powers of the Council: The Council of Directors shall have the right and responsibility to advise the Board of Trustees regarding any matter of importance to AIAA by means of resolutions. The Board shall act on all resolutions adopted by the Council no later than the second Board meeting following the meeting of the Council at which the resolution was adopted.

The Board of Trustees shall take one of the following actions regarding a non-Bylaws resolution adopted by the Council:

- i. Adopt the resolution as adopted by the Council.
- ii. Overrule the resolution by a majority vote of the Board.
- iii. Amend the resolution, as the Board deems appropriate.

- iv. Return the resolution to the Council with comment and a request for further consideration by the Council.

The Council of Directors shall have, in addition, the following powers:

- i. To prepare and control its own agenda.
- ii. To act on any matter brought before it by a delegate or the Board of Trustees.
- iii. To originate and act on resolutions.
- iv. To elect the Trustees-At-Large of the Board.
- v. To elect its own Speaker.
- vi. To develop, adopt, and amend its rules of procedure (the Council Standing Rules) and other procedures for the conduct of Council business.
- vii. To elect six (6) members to the Executive Nominating Committee.

Section 7.3: Speaker: The Speaker shall act as presiding officer of the Council and shall not have any voting rights in the Council. The Speaker shall be elected by a majority of votes cast by the Council Directors at the Council meeting at which an election takes place. The Speaker's term of office shall begin at the conclusion of the Council meeting at which an election for Speaker takes place and shall end at the conclusion of the Council Meeting three (3) years after the Speaker's initial election, or when a successor is seated. The Speaker shall be eligible to serve two (2) consecutive terms. The Speaker may be removed from office at any meeting of the Council by a vote of three-quarters (3/4) of the total votes cast in the Council. The rules and procedure governing removal shall be determined by the Council and published in its Standing Rules from time to time. If the Speaker's office becomes vacant as a result of removal, the Council shall elect a new Speaker at the same meeting at which the original chair was removed. The newly-elected Speaker shall be subject to the same length of term and term limits as a Speaker elected under a regular election. Should the office of Speaker become vacant for reasons other than removal, the Board shall have the authority to appoint an Interim Speaker until such time as either a special election for Speaker or a regular election at a Council meeting takes place. The decision of which option to use shall rest solely with the Board. Upon adoption of these Bylaws, the current President shall also serve as the Speaker of the Council until such time as the Council elects a Speaker according to the provisions in this section.

Section 7.4 Meetings: Meetings of the Council shall be held within or outside of the State of New York at such time and place as determined by the Board of Trustees. The Council will meet at least once a year. Notice for the meeting shall be not less than 30 days prior to the meeting. All members of AIAA shall be notified of all Council meetings by mail (electronic or U.S. post) or official publication.

Section 7.5 Quorum: If the Council Directors credentialed at a session of the Council represent a majority of the total number of Directors credentialed, a quorum is established.

Section 7.6 Resolutions: Resolutions pertinent to the objectives of AIAA or in relation to any report by an officer, committee, or task force of AIAA shall be submitted to the Speaker in writing at least 30 days in advance of the Council meeting at which such resolutions are to be considered. Resolutions submitted within 30 days of the Council meeting shall be considered only as provided in the Council Standing Rules. Any member or member organization of AIAA may submit a resolution. Council Directors may vote or abstain from voting on any matter before the

Council.

In the case of a member organization-sponsored resolution (e.g., a resolution from a Region, Technical Group or Integration and Outreach Group), such resolution must be accompanied by a letter of endorsement from the sponsoring body. Upon approval by the Council and except for changes to the Council Standing Rules or amendments to Bylaws, resolutions shall be forwarded immediately to the Board of Trustees for its consideration.

Article VIII EXECUTIVE NOMINATING COMMITTEE

Section 8.1 Composition: The Executive Nominating Committee shall be composed of 12 voting members, excluding the Chair: six (6) members selected by the Board (none of whom shall be current Board Members) and six (6) members appointed by the Council (none of whom shall be current Council Directors). The Immediate Past-President shall serve as Chair of the committee (with vote) until such time as replaced by the succeeding Immediate Past-President. The voting members of the committee shall serve for three years. Each voting member shall have a limit of one additional consecutive term. During the initial establishment of the committee, voting members shall draw lots for 1-, 2-, and 3-year terms. Those members drawing lots for less than three years may serve two additional successive three-year terms. Upon the adoption of these Bylaws, the Nominating Committee as composed according to the Bylaws that were in effect immediately preceding these Bylaws shall serve as the members of the Executive Nominating Committee until such time as the elections occur under these Bylaws to enable the Council and the Board to appoint members of the committee according to the provisions of this section.

Section 8.2 Purpose: The Executive Nominating Committee shall present nominations for officers and Board Trustees-At-Large. The committee shall, at a minimum, present a slate that consists of one candidate for each elected position. If the committee chooses, it may present a slate consisting of more candidates than there are open positions. The committee shall develop and publish selection criteria as well as procedures to ensure that the pool of candidates meet those criteria and reflect as much as possible the diversity of the membership.

Article IX COUNCIL OF DIRECTORS NOMINATING COMMITTEE

Section 9.1 Composition: The nominating committee shall be composed of one member from each Region, Technical Group, and Integration and Outreach Group as described in Article III of these Bylaws. The respective Directors of each group shall appoint a voting member to the committee who is neither a current member of the Board or the Council. The Speaker shall appoint a past Speaker of the Council of Directors to serve as chair of the committee until such time as replaced by the succeeding appointee. With the exception of the chair, members of the committee shall serve for three years. Each member shall have a limit of one additional consecutive term. During the initial establishment of the committee, members shall draw lots for 1-, 2-, and 3-year terms. Those members drawing lots for less than three years may serve two additional successive three-year terms. Upon the adoption of these Bylaws, the Nominating Committee as composed according to the Bylaws that were in effect immediately preceding these Bylaws shall serve as the members of the Council of Directors Nominating Committee until such time as the elections occur under these Bylaws to populate the positions that shall appoint new members to this committee as specified in this section.

Section 9.2 Purpose: The Council of Directors Nominating Committee shall present nominations for the Speaker, the Division Chiefs, and the Council of Directors. The committee shall, at a minimum, present a slate that consists of one candidate for each elected position. If the committee chooses, it may present a slate consisting of more candidates than there are open positions. The committee shall develop and publish selection criteria as well as procedures to ensure that the pool of candidates meet those criteria and reflect as much as possible the diversity of the membership.

Article X EXECUTIVE COMMITTEE

Section 10.1 Composition and Purpose: The Board of Trustees shall have an Executive Committee composed of the Immediate Past President, President, President-Elect, Secretary, and Treasurer. The Executive Committee shall serve to advise the President and Executive Director. Meetings of the Executive Committee shall be held at the call of the President. The Executive Committee shall give a report to the Board of Trustees in writing within two weeks of the adjournment of the meeting.

Article XI AUDIT COMMITTEE

Section 11.1 Composition and Purpose: The Audit Committee shall serve as a focal point for communication between the Board and the independent accounts of the Institute. It shall assist the Board in fulfilling its fiduciary responsibilities by developing and recommending to the Board financial accounting policies and reporting practices, and a system of internal financial controls. The Committee shall review the scope and general extent of the examination to be performed prior to each year's audit. It shall review the financial results, upon completion of the audit, with the Executive Director and the independent accountants, prior to their release. The Audit Committee shall consist of six (6) members: the Treasurer (who shall serve as Chair) and the remaining 5 members appointed by the President. Of those 5, one member shall be a Board Trustee-At-Large, one member shall be from the Council of Directors and the remainder none of whom are current Board or Council members. They shall be appointed for one-year terms, with no term limits.

Article XII FINANCE COMMITTEE

Section 12.1 Composition and Purpose: The primary responsibility of the Finance Committee is to present a budget to the Board that is consistent with the strategic plan.

The Finance Committee will be a committee of the Board. The committee will be composed of six members and chaired by the Treasurer. The President-Elect shall also be a member of the Finance Committee. The President shall appoint four Board Trustees-At-Large to the Finance Committee, each to serve a three-year term. Two subcommittees will be established, an Investment Subcommittee and a Compensation and Benefits subcommittee. The Investment Subcommittee shall be charged with managing the Institute portfolio investment strategy. The Compensation and Benefit Subcommittee shall oversee the compensation of the Executive Officers of the Institute and the AIAA benefit package offered to AIAA staff. The Chairs of the subcommittees shall be members of the Finance Committee. Members of the subcommittees will be appointed by the President. Appointed members of these subcommittees need not be

Board Members. These members should be chosen based on the skill sets and competencies required to carry out the responsibilities of the subcommittees. The number of subcommittee members can vary as needed. Subcommittee Members, who are not Board Members, shall serve three-year terms with no more than two consecutive terms.

Article XIII MISCELLANEOUS

Section 13.1 Corporate Seal: The Association may have a corporate seal in such form and design as the Board determines, which shall comply with state law.

Section 13.2 Fiscal Year: The Board shall, from time to time, establish the Association's fiscal year.

Section 13.3 Parliamentary Procedure: Robert's Rules of Order Newly Revised shall govern the proceedings of the Board, the Council of Directors, and all committees in all cases not otherwise provided for in applicable federal or state statute or rule, the Articles of Incorporation, Constitution, or Bylaws of the Association or its policies or procedures.

Section 13.4 Contracts: Subject to the other provisions of these Bylaws and as permitted by law, the Board may authorize the Executive Director to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association. This authority may be general or confined to specific interests.

Section 13.5 Confidential Information: Association members, trustees, officers, employees, and agents shall maintain in confidence and not use or disclose to others, except as permitted by law, these Bylaws, or written consent of the Association, confidential information of the Association.

Section 13.6 Publications: To fulfill objectives of the Association, the Board may authorize publication of periodicals.

Section 13.7 Bonding: The Association shall secure a fidelity bond or bonds aggregating not less than \$1,000,000 issued by a company or companies acceptable to the Board to secure the faithful performance of Association trustees, officers, employees, and agents responsible for handling Association funds.

Section 13.8 Insurance or Other Arrangement: AIAA shall have the power to purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, or employee of AIAA, or who is or was not a director, officer, or employee of AIAA, but is or was serving at the request of AIAA as a director, officer, or employee or any other capacity in another corporation, or a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in such capacity, arising out of such person's status as such, whether or not such person is indemnified against such liability by the provisions of these Bylaws.

Section 13.9 Exclusion of Certain Acts from Indemnification: Notwithstanding any other provision of these Bylaws, no director, officer, volunteer committee chair, or employee of AIAA

shall be indemnified for any dishonest or fraudulent acts, willful violation of applicable law, or actions taken by such person when acting outside of the scope of such person's office, position, or authority with or granted by AIAA or the Board.

Section 13.10 Compensation/Reimbursement: No Association director, committee member, or elected officer shall receive any compensation for services in their capacity as a director, committee member, or elected officer. The Association shall develop policies relating to the reimbursement of trustees, committee members, and elected officers reasonably incurred in attending meetings and performing special assignments of the Association.

Section 13.11 Annual Audit: The Association shall create an Audit Committee that shall cause an independent certified public accountant, selected by the Audit Committee, to make an annual examination of its financial accounts and shall submit the report of examination to the Board.

Section 13.12 Dissolution: In the event of dissolution, the Association shall make provision for all liabilities; dispose of assets; and distribute its remaining net assets to such entity or entities and in a manner as permitted by an entity exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or any successor provision.

Section 13.13 Inspection of Records: The minutes of the proceedings of the Board of Trustees and of the Council, the membership books, and books of account shall be open to inspection upon the written demand of any member at any reasonable time, and shall be produced at any time when requested by the demand of 10 percent of the members at any meeting of the Council. Such inspection may be made by the member, agent, or attorney, and shall include the right to make extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in writing to the President or the Treasurer of AIAA and shall include an affidavit that such inspection is not desired and will not be used for a purpose which is in the interest of a business or object other than the business of AIAA.

Section 13.14: Authority During Transition: If, in the initial implementation of these Bylaws, it is not feasible to fill certain positions by the means prescribed in these Bylaws, the Board shall have the authority to make initial appointments for such positions. Thereafter, such positions shall be filled by the means prescribed by these Bylaws.

Article XIV ETHICS

The "Code of Ethics for AIAA Members" shall be the ethical foundation of the organization. Charges of violations of ethical principles or policies contained in the "Code of Ethics for AIAA Members" may be brought in accordance with procedures described in policies established and published by the Board from time to time.

Article XV AMENDMENT OF BYLAWS

Once both the Council of Directors and the Board of Trustees are in place, the Bylaws may be amended by an affirmative two-thirds (2/3) vote of the voting members of Board of Trustees and the Council of Directors, respectively. Amendments may be proposed and passed by either body and then submitted to the other body for ratification. During the transition period when a Council of Directors is not established, the Board may amend these Bylaws by an affirmative two-thirds (2/3) vote of the voting members of that body.

