

2) Additional Meetings- Additional meetings of the South Central Chapter shall be held during the year. These meetings shall be called by the President at either the National Airports Conference or at the annual business meeting of AAAE. The President may, at his/her discretion, call additional meeting at a location practical to the membership upon concurrence of the Board of Directors. Any notice of a special meeting shall be issued by the Secretary or in his/her absence, inability, or refusal to act, by the President.

No meeting described in this section shall be called upon with less than 15 days written notice to all Chapter members.

#### **Section 7. Quorum**

Ten percent of the voting members and a majority of the Board of Directors present at any regular Annual Meeting or any additional meeting of the Chapter shall constitute a quorum for the conduct of business.

#### **Section 8. Nominating Committee**

At least thirty days before an Annual Meeting of the Chapter members, the President shall appoint a Chairperson and two members to the Nominating Committee. The Chairperson and all committee members shall be regular members of the Chapter. The Committee shall have the duty of nominating qualified Chapter members to fill vacant (or soon to be vacant) elected positions. The selection of the nominating committee is not binding upon the membership. Any member entitled to vote for the election of officers and directors shall have the privilege to make nominations from the floor.

### **Article III**

#### **Officers and Board of Directors**

##### **Section 1. Officers and Directors**

The officers of the Chapter shall consist of a President, Vice-President/President Elect, and a Secretary/Treasurer. The Board of Directors or "Board" shall consist of the Officers, Immediate Past President and there shall be seven Directors, preferably one from each of the four states in the Chapter's geographical region, two-at-large, and a Corporate Director. ~~to serve in the Ex Officio capacity.~~ Reasonable effort will be by the Nominating Committee in selecting nominees for the selective offices to provide that the Board as finally constituted, will have a range of representation relative to size and type of airports, as well as, geographic areas represented by members of the Chapter. Only a regular member who is also a member of the

parent organization shall be eligible for election to any office. ~~In addition to the Corporate Director, other~~ Ex Officio members of the Board shall include the Chapter Policy Review Committee and past presidents of the Chapter. Ex Officio Board members shall not have voting rights.

#### **Section 2. Executive Secretary**

An Executive Secretary shall be appointed by the Board of Directors to perform the duties described in Section 6 (D) of this Article. This position receives compensation in the form of a monthly salary for duties performed. The amount of compensation is established and approved by a majority vote of the Board.

#### **Section 3. Election and Term of Office**

The Officers and Directors of the Chapter shall be elected annually for the next ensuing year by the voting members of the Chapter at the Annual Meeting of the membership. Each Officer or Director shall hold office until a successor shall have been duly elected and qualified, or until death or resignation, or shall have been removed in the manner hereinafter provided.

#### **Section 4. Removal**

Any Officer or Director elected by the membership or appointed by the President may be removed from office by a two-thirds vote of the voting members at the Annual Meeting of the Chapter, whenever the best interest of the Chapter would be served thereby.

Such removal shall be without prejudice to the contract right, if any, of the person so removed.

#### **Section 5. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or other cause, may be filled by appointment by the President, to serve until the next annual meeting of the Chapter. In the event that a director should move from one state to another within the Chapter, the position, upon expiration of the term of the incumbent, shall again be filled by a member from the representative state if applicable

#### **Section 6. Duties**

A) President - The President shall be the Chief Executive Officer of the Chapter and shall, in general, supervise all of its affairs and offices. The President shall preside at all of the Executive Committee, Board and membership meetings. The President may sign, with the Secretary/Treasurer, certificates of membership and any contract or other instrument, which the Board has authorized to be executed. The President shall have the authority to appoint committees, panels or representatives, which shall be subject to his/her supervision to perform such duties as the President may request. The President shall

of any bill, the Executive Secretary shall first obtain approval by the President;

~~8) publish the chapter's bi-monthly newsletter;~~

~~98)~~ prepare periodic reports of financial status;

~~109)~~ prepare and disseminate a chapter membership directory

~~110)~~ in general, perform all duties incident to the position of Executive Secretary and other such duties as may be assigned by the president or Executive Committee.

E) Directors - The Directors shall provide general council to the President, and shall perform other such duties as the President may from time to time request.

#### **Section 7. Standing Committees, Panels or Representatives**

In addition to the Officers and Directors there shall be such standing committees, panels, or representatives, which shall be appointed by the President and subject to his/her supervision. Such committees shall include, but are not limited to the Loretta Scott Accreditation Seminar Committee, and a Finance and Budget Committee. Standing committees, panels and representatives shall perform the duties enumerated for them and such additional duties as the President may request.

#### **Section 8. Compensation**

None of the offices or Directors of the Chapter shall be paid any compensation for their regular services to the Chapter. The Chapter may contract with and compensate the Executive Secretary, provided such action is approved by majority vote of the Board at its annual meeting.

#### **Section 9. Executive Committee**

The President, Vice President/President Elect, Secretary/Treasurer, and the Immediate Past President shall constitute the Executive Committee of the Chapter. The Executive Committee is to assist the President in conducting the day to day business affairs of the Chapter. Any three of said members constitute a quorum of said Executive Committee.

#### **Section 10. Chapter Policy Review Committee**

The AAAE national board representatives as elected by the Chapter membership shall constitute the Chapter Policy Review Committee. The committee shall serve as a consulting means for the Board and Executive Committee.

#### **Section 10. Use of Chapter Name**