

Ector County Airport Association Bylaws

ARTICLE 1. ORGANIZATION, OFFICES AND PURPOSE

SECTION 1. ORGANIZATION

The name of this organization shall be Ector County Airport Association (ECAA), organized under the Nonprofit Public Benefit Corporation Law of Texas for charitable and public and educational purposes.

SECTION 2. PRINCIPAL OFFICE

The principal office of the Corporation for its transaction of business is located in the County of Ector, State of Texas at 7000 Andrews Highway, City of Odessa, Texas 79765.

SECTION 3. PURPOSE

The purpose of the Corporation is to provide a Unified Voice in order to:

- ?? Advance public understanding and interest in the beneficial use and utilization of Aviation.
- ?? Promote and preserve the safe and efficient operation of the Ector County Airport in order to benefit the community.

ARTICLE II. MEMBERS

SECTION 1. CLASSIFICATION OF MEMBERS

The Corporation shall have two classes of members. One class shall be known as Voting Members and shall have voting and other rights. The other class shall be known as Honorary Members and shall have no voting or other rights except as defined in Section 12 of this Article. No person shall hold more than one membership in the Association or be a member of both classes at the same time.

SECTION 2. ELIGIBILITY AND QUALIFICATION FOR MEMBERSHIP

Any natural person who is interested in promoting aviation is eligible to be a member. Waivers of qualification may be granted by the Board of Directors at its discretion.

SECTION 3. ADMISSION TO MEMBERSHIP

Any person, eligible for membership under Section 2 of this Article, shall be admitted to voting membership only on the approval of the Board of Directors, or a Membership Committee duly authorized to admit voting members, and, for admission to voting membership, upon application submitted by such person in such

form and manner as shall be prescribed by the Board of Directors and on payment of the first annual dues as specified in Section 5 of this Article.

SECTION 4. APPLICATION FEE

There shall be no fee for making application for membership in the organization.

SECTION 5. DUES

The annual dues payable to the organization by voting members shall be \$20 unless changed by resolution of the general membership. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A voting member, on learning of the amount of dues determined by the Board of Directors, may avoid liability for the dues by promptly resigning his membership. Honorary members are not liable for annual dues.

SECTION 6. NUMBER OF MEMBERS

There shall be no limit on the number of members the Association may admit.

SECTION 7. TRANSFERABILITY OF MEMBERSHIP

Neither the membership in the organization nor any rights in the membership may be transferred or assigned for value or otherwise.

SECTION 8. MEMBERSHIP RECORD

The organization shall keep a record of the name and address of each member. The record shall also contain the fact of termination and the date on which such membership ceased. The record shall be kept by the Secretary or another appropriate Officer. The record of names and addresses of the members of this organization shall constitute the membership list of this Association and shall not be used, in whole or in part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 9. NONLIABILITY OF MEMBERS

A member of the Association shall not, solely because of such membership, be personally liable for the debts, obligations, or liabilities of the Association.

SECTION 10. TERMINATION OF VOTING MEMBERSHIP

- a. Causes. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes.
 1. The voluntary resignation of a member;
 2. Where a membership is issued for a period of time, the expiration of such period of time;

3. The death of a member;
 4. The nonpayment of dues, subject to the limitations set forth in Section 11(b) of this Article.
 5. A Majority vote by the Board of Directors.
- b. Nonpayment of Dues. The membership of any member who fails to pay his dues when due or within sixty days thereafter shall terminate at the end of the 60 day period, provided such member was given at least fifteen-day prior written notice of the termination stating the reasons therefore. The members Right to Vote shall also terminate at the end of the 60 day grace period. The notice shall be given personally to such member or sent by first-class mail to the last address of such member as shown in the Membership record.

SECTION 11. TERMINATION OF HONORARY MEMBERSHIP

Honorary membership and all rights of honorary membership may be terminated by resolution of the Board of Directors.

SECTION 12. RIGHTS OF HONORARY MEMBERS

Honorary members shall receive all notices, newsletters, and Association reports normally provided to voting members and may attend all regular and special meetings of members and may be heard thereat. Honorary members have no other rights or privileges.

ARTICLE III. MEETINGS OF MEMBERS

SECTION 1. PLACE

Meetings of members shall be held at the principal office of the Association or at such location as may be designated from time to time by the Board of Directors.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually at a date, time, and place set by the Board of Directors for the purpose of transacting such proper business as may come before the meeting, including the election of Directors. If the election of Directors shall not occur at such meeting of the members, the Board shall cause the election of Directors to be held at a special meeting of members called and held as soon as is reasonably possible after the adjournment of the regular meeting of the members. Other regular meetings may be called from time to time on a date, time and at a place to be decided by the Board of Directors or President of the Association. Members shall be notified as in Section 4 of this Article.

SECTION 3. SPECIAL MEETINGS

Special meetings of the members may be called by the Board of Directors or the President of the Association and held at such place as is fixed by Section I of this

Article. Ten percent or more of the voting members of the Association may call special meetings for any lawful purpose, including removal of Directors and Officers.

SECTION 4. NOTICE OF MEETINGS

Written notice of the annual meeting of members shall be either personally delivered or mailed by United States mail, postage prepaid, not less than ten business days before the date of the meeting to each member who, on the record date for notice of the meeting is entitled to vote thereat. At the discretion of the Board of Directors, additional, written notice of regular meetings other than the annual meeting may be either personally delivered or mailed by United States mail, postage prepaid, not less than ten business days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

In the event the notice is given by mail or other means of written communication, it shall be addressed to the member at the address of record of such member appearing on the books of the Association or at the address given by the member to the Association for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Association.

If a special meeting is called by members as authorized by Section 3 of this Article the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the President, Vice-President, or Secretary of the Association. The officer receiving the request shall promptly cause written notice to be given to the members that such a meeting shall be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board of Directors and shall be not less than twenty or more than forty days after receipt of the request for the meeting by the officer. If the notice is not given within fifteen days after receipt of the request, persons calling the meeting may give notice themselves.

SECTION 5. CONTENTS OF NOTICE

The notice shall state the place, date, and time of the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

SECTION 6. QUORUM

- a. *Requirement.* A quorum at any meeting of members shall consist of one-third or twenty-five of the voting members, whichever is less.
- b. Members may vote by mail, but the membership must be advised when and where the ballots are to be returned.
- c. *Loss of Quorum.* The voting members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough voting members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of the voting members required to constitute a quorum.
- d. *Adjournment for Lack of Quorum.* In the absence of a quorum, any meeting of members may be adjourned by a majority of the voting members present, but no business may be transacted except as provided in Section 7 of this Article.

SECTION 7. VOTING OF MEMBERSHIP

- a. *One Vote per Member.* Each voting member is entitled to one vote on each matter submitted to a vote of the members.
- b. *Record Date of Membership.* The record date for the purpose of determining the members entitled to notice of any meeting of members is fifteen days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is fifteen days before the meeting of members.
- c. *Proxy Voting.* Members entitled to vote shall not be permitted to vote or act by proxy, and no provisions in the Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

SECTION 8. CONDUCT OF MEETINGS

- a. *Chairman.* The President of the Association or, in his absence, the Vice-President, or in the absence of both the President and the Vice-President, the Treasurer, or in the absence of the President, the Vice-President, and the Treasurer, any other person chosen by the majority of the members present shall be Chairman of and shall preside over the meetings of the members.
- b. *Secretary of Meetings.* The Secretary of the Association shall act as the secretary of all meetings of members, provided that, in his absence, the Chairman of the meetings of members shall appoint another person to act as the secretary of the meetings.
- c. *Rules of Order.* Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Association, or the law.

SECTION 9. ACTION BY WRITTEN BALLOT WITHOUT MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Association distributes a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provided that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Association.

Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4 of this article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Association in order to be counted. Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered.

SECTION 10. REASONABLE NOMINATION AND ELECTION PROCEDURES

The Association shall make available to voting members reasonable nomination and election procedures for the election of Directors by voting members. Such procedures shall be reasonable given the nature, size, and operations of the Association.

ARTICLE IV. DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The Association shall have not less than three nor more than seven (7) Directors, one of which shall be the President. The Directors shall be collectively known as the Board of Directors. The President of the Board of Directors shall act as the Association's chief operating officer.

SECTION 2. QUALIFICATION

The Directors of the Association shall be continuous dues paying members of the Association for a minimum period of 1 year prior to their election to Director.

SECTION 3. TERMS OF OFFICE

- a. Each Director shall hold office for a term of two years (3 Directors) or one year (4 Directors) or until the annual meeting of the members as prescribed by Article III Section 2 of these Bylaws which falls at least 24 months after his/her election to office, and until such Director's successor is elected and qualifies under Section 2 of this Article. In the event a Director resigns or is removed at a special meeting of the members as prescribed in Article III Section 3 of these Bylaws, such Director shall hold office until his successor is elected and qualifies.
- b. The Board of Directors must appoint a replacement director to serve until the next annual meeting at which time a normal election will be held.

SECTION 4. NOMINATION

Any person qualified to be a Director under Section 2 of this article may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

SECTION 5. ELECTION

The Directors shall be elected by the voting members at each annual meeting of the members as prescribed in Article III Section 2 of these Bylaws. The candidates

receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided that they continue to meet the qualifications required by Section 2 of this Article.

SECTION 6. DUTIES OF THE BOARD OF DIRECTORS

It is the responsibility of the Board of Directors to formulate and adopt policy for the Association with the approval of the membership. This policy is adopted at each regular meeting as prescribed in Article III Section 2 of these Bylaws or at such special meetings as are called by the Board. This policy involves general direction and activity of the Association. The Chairman shall assist the Officers in carrying out the policy established in this section. The Board shall be required to authorize the expenditure of any funds not budgeted, and may at its discretion select an auditor to conduct an audit of the organization's books.

SECTION 7. MEETINGS

- a. *Call of Meetings.* Meetings of the Board may be called by the President or Vice-President or any two Directors.
- b. *Closed Session Meeting.* Any member of the Board may call a closed session meeting at any time to conduct sensitive business such as removing a voting member. A Quorum is required.
- c. *Place of Meetings.* All meetings of the Board shall be held at the principal office of the Association or at such place as may be specified by a majority of the Board of Directors.
- d. *Time of Regular Meetings.* Regular meetings of the Board shall be held as set forth in Article III Section 2 of these Bylaws.
- e. *Quorum.* A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business.
- f. *Action by a Majority.* Every act or decision by a majority of the authorized number of Directors at a meeting duly held at which a quorum is present is the act of the Board of Directors, except as otherwise provided by law.
- g. *Conduct of Meetings.* The President, or in his absence, any Director selected by a majority of the Directors present shall preside over meetings of the Board. The Secretary of the Association or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board.
- h. *Annual Meeting.* The annual meeting must be held within the Month of January and is required every year.

ARTICLE V. OFFICERS

SECTION 1. NUMBER AND TITLES

The Officers of the Association shall be President, Vice-President, Secretary/Treasurer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. An officer of the Association may hold only one office at a time.

SECTION 2. QUALIFICATIONS

The Officers of the Association shall be voting members in good standing of the Association.

SECTION 3. TERMS OF OFFICE

- a. The Officers shall be elected by the Board of Directors immediately following or within 10 days of the annual meeting of the members as prescribed in Article III Section 2 of these Bylaws. Any Officer may resign at any time on written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.
- b. The Board of Directors must appoint a replacement Officer from the current Board of Directors. Article IV Section 3(b) will then apply to replace the lost Board member.

SECTION 4. DUTIES OF OFFICERS

- a. *President.* The President shall preside at all meetings of the members. He shall sign in the name of the Association all correspondence committing or in any way binding the Association. He shall coordinate the activities of the Association and promote the general welfare of the Association; shall appoint all committee chairs unless otherwise specified; shall carry out the collective wishes of the members. He/She shall perform such other duties as specified in Robert's Rules of Order. The President shall be a Director of the Association and shall be elected by the Board. The President shall act as Chairman of the association.
- b. *Vice-President.* The Vice-President shall perform the duties of the President in the absence or disability of the President and in such event shall be vested with his powers.
- c. *Secretary / Treasurer.* The Secretary/Treasurer shall handle all correspondence, maintain a register of membership, keep a book of minutes of the meetings, exercise general supervision of the business affairs of the Association and collect all fees, dues, and assessments. The books and records shall be open to inspection by any member at any reasonable time.

ARTICLE VI. AMENDMENT OF BYLAWS

- a. These Bylaws may be amended at annual meetings of the membership by a vote of two-thirds of those present.
- b. All amendment proposals must be submitted to the Bylaws Committee or the Board of Directors 45 days prior to the annual meeting.
- c. Proposed amendments will be submitted by the Bylaws Committee or the Board to the Membership for approval.
- d. An amendment shall be in effect immediately upon conclusion of the voting unless otherwise ordered by the membership or otherwise provided within the amendment itself, and shall be announced in the organization newsletter to the membership as soon as practicable after its adoption.

ARTICLE VII. ASSOCIATION RECORDS AND REPORTS

SECTION 1. RECORDS

The Association shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Association shall also keep a record of its members, giving their names and addresses. The minutes shall be kept in either written form or in any other form capable of being converted to written form.

SECTION 2. ANNUAL REPORT

The Board shall cause an annual report to be made available at a regular meeting or, at its option, sent to the members not later than 120 days after the close of the Association's calendar or fiscal year. The report shall summarize the principal activities of the Association and shall include the certificate of the Treasurer that such statements were prepared without audit from the books and records of the Association.

ARTICLE VII. ON DISSOLUTION

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, or all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATE OF SECRETARY

of the Ector County Airport Association, A Texas Nonprofit Corporation.

I hereby certify that I am the duly elected and acting Secretary/Treasurer of the Ector County Airport Association and that the foregoing Bylaws, comprising 9 pages, constitutes the Bylaws of this Association as duly adopted at a meeting of members thereof held on the ____ day of January 2006.

Dates _____ Secretary _____