

# BYLAWS OF THE CAPE CANAVERAL SECTION OF THE AMERICAN INSTITUTE OF AERONAUTICS AND ASTRONAUTICS, INC.

## ARTICLE I -NAME AND TERRITORY

The name of this organization shall be the Cape Canaveral Section of the American Institute of Aeronautics and Astronautics, Inc. The territory of this Section shall be Indian River, Brevard, Duval, Clay, Flagler, Putnam, St. Johns and Volusia Counties in the State of Florida and all down range stations assigned to the Air Force Eastern Space and Missile Center.

## ARTICLE II –OBJECTIVE

The objective of this organization is to further within its territory the purposes and programs of the American Institute of Aeronautics and Astronautics, Inc., hereinafter referred to as the Institute.

## ARTICLE III –MEMBERSHIP

The membership of the Cape Canaveral Section shall consist of members of the Institute of all grades who live or work within the territory of the Section. 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. Only professional members shall have voting privileges.

## ARTICLE IV -OFFICERS

1. The officers of the Section shall consist of a Chairman, a Vice Chairman, a Secretary, and a Treasurer, all of whom shall be elected as prescribed in Article VI, for terms of one year, and shall continue in office until their successors qualify and take office,. The officers shall take office at the annual meeting in May. Chairmen, upon serving a full term, are not eligible to succeed themselves. No other officer may hold the same office for more than three consecutive years.

2. The Chairman shall be the Chief Executive Officer of the Section. He shall be a member of the Section Council and of all committees except the Nominating Committee. The Chairman shall preside at all meetings and functions of the Section and Section Council, shall make all appointments except the Nominating Committee, and shall transact all business of the Section as directed by the membership or by the Section Council and in accordance with these Bylaws. The Chairman shall represent the Section in dealing with outside agencies. The Chairman shall make an annual report in June to the Region II Director and the Region II Staff Liaison.

3. The Vice Chairman shall be a member of the Section Council, the Chairman of the Program Committee and shall act in the place of the Chairman in any case of the failure or inability of the Chairman to act. He shall transact, at the direction of the Chairman, any business which would be within the power of the Chairman to transact.

4. The Secretary shall be a member of the Section Council, shall maintain minutes of the meetings of the Section, and shall be custodian of all its records not specifically assigned to others. The Secretary shall conduct the correspondence of the Section and the Section Council, send out notices of all meetings, and keep a correct list of the membership and member addresses, except when those duties are explicitly delegated to other Council members. The Secretary shall submit a copy of the minutes of all meetings of the Section to the Region II Director and the Region II Staff Liaison.

5. The Treasurer shall be a member of the Section Council, 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 Council or the Bylaws of the Institute.

6. The Treasurer shall prepare and then submit an annual budget and requests for rebate funds to the officers of the Institute as defined in Article VIII of these Bylaws. The outgoing Treasurer shall prepare a final financial report, which shall be audited by a committee appointed by the Chairman. Upon approval, the Treasurer's final report shall become part of the audit section of the Section Annual Financial Report, which is described in Article VIII, 3. of these Bylaws.

#### ARTICLE V - SECTION COUNCIL

1. The Section Council, hereinafter referred to as the Council, shall consist nominally of 11 to 15, but in no case less than seven, elected members, and shall have general supervision of the work of the Section. All Section Officers and Council Members of this Section and all technical committee members from this Section shall be AIAA members in good standing.

2. The Chairman, Vice Chairman, Secretary, Treasurer and the Chairman of the previous year shall be, by nature of their office, voting members of the Council.

3. The Council members shall be installed into office at the annual meeting in May for terms of one year and shall continue in office until their successors qualify and take office. Elected council members shall be limited to three consecutive one-year terms.

#### ARTICLE VI -ELECTIONS AND VACANCIES

1. Section officers and council members shall be elected annually, in accordance with the provisions of this Article.

2. The Council shall appoint a Nominating Committee not later than 1 February each year. Such committee shall consist of five members of the section, of whom two shall be members of the council. The committee shall prepare a slate consisting of at least one nominee each for Chairman, Vice Chairman, Secretary, and Treasurer and at least one nominee for each Council vacancy. All nominees shall be members of the Cape Canaveral Section.

3. The Nominating Committee shall announce the names of the nominees at the meeting of the Council, and at a subsequent Section meeting in March.

Additional nominations may be made at that time, with concurrence of the nominee, by any section member.

4. The Chairman shall appoint a Tellers Committee to count ballots, and shall inform the Secretary of the names of the committee members no later than 1 April.

5. The Secretary shall mail, email, or provide ballots by other electronic means to all members of the section before 15 April. The ballots shall contain provisions for write-in candidates, and shall be marked with the closing date for balloting, which date shall not be less than 20 days after the date of mailing of the ballot. These ballots shall be marked by the members and returned to the Secretary prior to the deadline in order to be counted in the election.

6. The election shall be secret. The return envelopes shall be arranged to preserve secrecy, and shall be marked for the attention of the Tellers Committee.

7. The Tellers Committee shall verify the validity of the ballots, count the valid ballots and certify the names of the elected officers and Council members to the Secretary. The roster used to validate the ballots shall be the complete list of members of the section effective on the date of mailing of the ballot. A plurality of the ballots received by the Tellers Committee shall constitute election.

8. A vacancy in the office of Chairman shall be filled by the succession of the Vice Chairman.

9. 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; vacancies shall be filled by member(s) having the next highest plurality in the previous election or by other selection processes determined by the Council.

## ARTICLE VII – MEETINGS, PROCEDURES AND QUORUMS

1. At least four regular meetings of the section membership shall be held in each year at such hour and place as the Council may decide.

2. Special meetings of the Section may be called by the Chairman or the Councilor upon the written request of at least five per cent of the membership, but not less than ten members, and the entire membership shall be notified of the date and place of such meeting in the Section Newsletter.

3. Special meetings may be hosted by Student Chapters of the section, when approved by the Section Council. Student meetings will be publicized in the Section Newsletter in accordance with standard practice for notification of regular Section meetings.

4. An annual meeting shall be held in May for the purpose of installation of the officers and members of the council elected for the next year, receiving reports of the officers and committees, and any other business that may arise.

5. The Council shall hold at least four meetings per year. Meetings may be called by the Chairman or upon the written request of three members of the Council.

6. The rules contained in Robert's Rules of Order Newly 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 Institute.

8. Fifteen members, or five per cent of the membership of the Section, whichever is greater, shall constitute a quorum at any meeting of the Section.

9. Fifty percent (50%) of its membership shall constitute a quorum at any meeting of the Council.

10. In any matter to be decided by letter ballot, including elections of officers, a quorum shall consist of the number of valid votes cast.

11. Electronic voting shall be allowed for the executive council to conduct business.

#### ARTICLE VIII – FINANCIAL AFFAIRS

1. The Section fiscal year shall be from 1 June to 31 May

2. The dues shall be as fixed by the Bylaws of the Institute 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. The Institute shall provide an annual rebate to the Section for local operation expenses.

3. The Council shall submit an Annual Financial Report to the Institute Standing Committee -Region and Section Activities, or designated officers of the Institute, on or before the last day of June in each year. The report, which shall be prepared jointly by the Treasurer and the immediate past Treasurer, shall include the audit for the past fiscal year (as defined in Article IV, 6.) and a proposed budget for the current fiscal year.

4. The Cape Canaveral Section shall be responsible for its own acts, contracts, debts and other obligations and undertakings unless the Institute, by duly constituted action of its Board of Directors, or standing committees, agrees to undertake or assume responsibility thereof prior to the time the action is taken or the obligation is incurred.

5. The Section shall open and maintain a bank account in a reliable banking or other financial institution for the disbursement of expenses incidental 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 proper maintenance of its organization and the performance of its functions in accordance with its Bylaws and the Constitution and Bylaws of the Institute.

6. The Cape Canaveral Section shall have no indebtedness and shall not enter into any contract or understanding, assume any obligation, 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).

7. The Cape Canaveral 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 groups of members of the Section, except insofar as such actions or obligations are the responsibility of the Section under these Bylaws.

#### ARTICLE IX – COMMITTEES

1. The Chairman, in consultation with the Council, shall appoint the following committees: Career Enhancement, Education, Honors and Awards, Membership, Newsletter, Program, and Public Affairs and Publicity. Members appointed on committees shall serve for one year or until their successors are appointed. Additional committees may be appointed by the Chairman.

2. The Chairman shall appoint a representative to the Regional Advisory Committee.

#### ARTICLE X – LIMITATIONS AND RESTRICTIONS

1. These Bylaws and any amendments hereto made pursuant to Section XI hereof are subject to the approval of the Institute Standing Committee -Region and Section Activities.

#### ARTICLE XI – AMENDMENT

1. Amendments to these Bylaws may be proposed by the Council or by petition to the Secretary with the approval of at least five percent (5%) of the membership, but not less than ten members.

2. The proposed amendment shall be mailed to all members of the Section with a ballot, which shall be returned to the Secretary within 20 days of the date it was mailed; the deadline for return shall be stated on the ballot. The Secretary and the Tellers Committee appointed by the Chairman shall validate and count the ballots and certify the results to the Section Council. Ratification of proposed amendments shall be upon a majority affirmative vote of those voting, as specified by Article VII, 10. Of these Bylaws.

3. Upon ratification by the Section membership, the proposed amendment shall be submitted to the Institute for approval by the Standing Committee -Region and Section Activities. When the approval of the Institute is received, the Section membership shall be notified via the next published Section Newsletter.

4. No amendment which is inconsistent with the Constitution, Bylaws, or Certificate of Consolidation of the Institute shall be submitted to vote.

Revised June 2010

## Standing Rules

### Section 1 – General

1. Electronic voting shall take place using the email addresses provided to the council secretary by the council members.
2. Voting and commenting shall be restricted to the members of the council.
3. A review of any electronic voting conducted between council meetings shall be conducted at the next council meeting.
4. Emails originating a vote will include an ending time of no less than 2 business days after the last amendment or original motion.

### Section 2 – Originating an Electronic Vote

1. The council member making the motion will contact the chair with the following information:
  - a. The specific working of the motion
  - b. The second for the motion.
  - c. The rationale for the motion
  - d. The ending time of the voting
  - e. The rationale for the ending time of the voting
2. After confirming provisions of Section 2, Paragraph 1 the chair will send an email with this information to the council to start deliberation and voting.