

As Revised June 1996

*current bylaws*

*rev'd 22 Jan 2018*

## **BYLAWS OF THE TENNESSEE SECTION**

### **OF THE**

## **AMERICAN INSTITUTE OF AERONAUTICS AND ASTRONAUTICS, INC.**

### **Article I**

#### **Name and Territory**

The name of this organization shall be the Tennessee Section of the American Institute of Aeronautics and Astronautics, Inc. The territory of this Section shall be all counties in the State of Tennessee.

### **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.

### **Article III**

#### **Membership**

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

## **Article IV**

### **Officers**

1. The Officers of this 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 the terms of one year and shall continue in office until their successors qualify and take office. The officers shall take office in May. The Chairman, if he has served a full term, is not eligible to succeed himself.

2. The Chairman shall be the chief executive officer of the Section. He shall be a member of the Council and of all committees, except the Nominating Committee. He shall preside at all meetings and functions of the Council and of the Section in dealing with outside agencies, making all appointments except the Nominating Committee and transacting all business of the Section as directed by it or by its Council, and in accordance with these bylaws.

3. The Vice Chairman shall be a member of the Council and shall act in the place of the Chairman in any case of the Chairman's failure or inability to act. He shall transact at the direction of the Chairman any business which could be within the power of the Chairman to transact. He shall be the Chairman-Elect and assume the office of the Chairman at the beginning of the Section year.

4. The Secretary shall be a member of the Council. He shall maintain minutes of the meetings of the Section and the Council shall be custodian of all its records not specially assigned to others. He shall conduct the correspondence of the Section and the Council and send out all notices of the meetings and shall keep a full and correct list of the membership and the addresses of the members. He shall submit a copy of the minutes of all meetings of the Section to the Executive Secretary of the American Institute of Aeronautics and Astronautics, Inc.

5. The Treasurer shall be a member of the Council and shall have charge of the funds of the Section and shall make all required financial reports and such expenditures as may be authorized by the Section or by the Council or the Bylaws of the American Institute of Aeronautics and Astronautics, Inc.

## **Article V**

### **Council**

The Council shall consist of four General Council members elected from the entire membership of the Tennessee Section, one Council member-at-large elected from the Members residing outside the area consisting of Coffee, Franklin, Bedford, Grundy, Rutherford, and



Moore Counties of Tennessee, and the Chairman, Vice Chairman, Secretary, Treasurer and the Chairman of the previous year. The Council shall have general supervision of the work of the Section. The Council members shall take office in May for terms of one year and shall continue in office until their successors qualify and take office. Council members shall be limited to three consecutive one-year terms.

## **Article VI**

### **Elections and Vacancies**

1. Officers and Council Members shall be elected annually.
2. The Council shall appoint a Nominating Committee not later than January 1. Such committee shall consist of 5 members of the Section of whom 2 shall be members of the Council and 2 members of a Nominating Committee having served in the prior two years. The Nominating Committee shall prepare a ticket which shall consist of 2 nominees for Vice Chairman, Secretary and Treasurer, and 6 nominees for the 4 General Council member vacancies and 2 nominees for the Council member-at-large vacancy. All nominees shall be members of the Section and shall agree to serve if elected, prior to their names being placed on the ballot.
3. The Secretary shall send to the membership of the Section a list of the nominees within ten days of receipt of their names from the Nominating Committee. Additional nominations may be made by petition to the Secretary, stating the name of the nominees and the office for which he is being nominated, which petition shall be signed by at least ten members or five percent of the Section membership, whichever is greater. Nominations by petition shall be received by the Secretary for fifteen days after the date on which the notification was mailed to the Members. The date for the closing of petition nominations shall be indicated on the original notification as mailed to the Members. Nominees by petition shall agree to serve if elected, prior to their names being placed on the ballot.
4. The Chairman shall appoint a Tellers Committee to count ballots and shall inform the Secretary of the names of the committee members at least thirty days before the election date.
5. The Secretary shall mail ballots to all Members of the Section before March 1. The ballots shall be marked with the closing date for balloting, which date shall not be less than twenty days after the date of the mailing of the ballot. The election shall be secret, and a system of multiple return envelopes shall be arranged to preserve secrecy. The ballots shall be marked by the individual members and returned to the Secretary in the pre addressed envelope provided. The outer envelope shall be signed by the member and marked for attention of the Tellers Committee. The Secretary shall deliver to the Tellers Committee all of the ballots received. The Tellers Committee shall verify the



validity of the ballots. The Tellers Committee shall count the valid ballots and certify to the Secretary, the Officers and the Council Members elected. A plurality of the ballots shall constitute election. The roster used for validating ballots shall be the complete list of Members of the Section of the Institute effective on the date of mailing of the ballots.

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

7. A vacancy in any office except that of the Chairman or a vacancy on the Council shall be filled by an appointment by the Council to serve until the next annual election. A vacancy in the Council member-at-large office shall be replaced by a Member residing outside the area consisting of Coffee, Franklin, Bedford, Grundy, Rutherford, and Moore Counties of Tennessee.

## Article VII

### Meetings, Procedure 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 Council, or upon the written request of at least ten members or five percent of the Section membership, whichever is greater, and the entire membership must be notified of the date and place of such meeting.

3. The annual Meeting shall be held in May and shall be for the purpose of announcing the officers and Council elected for the next year, receiving reports of the officers and committees, and any other business that may arise.

4. 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.

5. The Section shall forward within ten days to the Executive Secretary of the American Institute of Aeronautics and Astronautics, Inc. a report of each meeting held.

6. The rules contained in Roberts' Rules of Order Revised shall govern this Section in all cases to which they are applicable and in which they are not inconsistent with these bylaws or with the Constitution or Bylaws of the American Institute of Aeronautics and Astronautics, Inc.

7. Five percent of the membership of the Section shall constitute a quorum at any meeting of the Section.

8. Fifty percent of its membership (exclusive of the Council member-at-large) shall constitute a quorum at any meeting of the Council.

9. In any matter to be decided by letter ballot, including election of officers, a quorum shall consist of the number of valid ballots cast, provided at least eighty percent of the ballots received are valid.

### **Article VIII**

#### **Financial Affairs**

1. The fiscal year shall be from October 1 to September 30.

2. The dues shall be as fixed by the bylaws of the American Institute of Aeronautics and Astronautics, Inc. and shall be paid to said Institute. This Section shall neither charge nor collect dues or assessments, but the Section may accept incidental voluntary contributions for social and technical activities.

3. This Section shall submit an annual budget for the ensuing fiscal year to the Board of Directors of the American Institute of Aeronautics and Astronautics, Inc. or its designated officers on or before the first day of September in each year. During October of each fiscal year the Section shall forward to the Executive Secretary of the American Institute of Aeronautics and Astronautics, Inc. a financial report for the previous year.

4. This Section shall be responsible for its own acts, contracts, debts, and other obligations and undertakings unless the American Institute of Aeronautics and Astronautics, Inc. by duly constituted action of its Board agrees to undertake or assume responsibility therefor prior to the time the action is taken or the obligation is incurred. This Section shall open and maintain a bank account in a reliable banking or other financial institution for the disbursement of expenses incident to its organizational purposes and functions, and may employ, discharge and compensate from its own funds such personnel, but only such personnel, as are required for the proper maintenance of its organization and the performance of its functions in accordance with its bylaws and the Constitution and Bylaws of the American Institute of Aeronautics and Astronautics, Inc.

5. This Section shall have no indebtedness, and shall not enter into any contract or understanding, assume any obligations, or make any expenditures, the effect of which would be to create, at any time a Section obligation the total amount of which exceeds unobligated funds on hand by Three Hundred Dollars (\$300).



6. This Section and the officers and Council hereof, shall not be liable or otherwise responsible for the actions of, or obligations incurred by, any individual member or group of members of this Section, except insofar as such actions or obligations are the responsibility of the Section under these Bylaws.

## **Article IX**

### **Committees**

1. The Chairman in consultation with the Council shall appoint the following committees: Program Committee, Membership Committee, Education Committee, Publicity Committee, and Awards Committee. Members appointed on Committees shall serve for one year or until their successors are appointed. Additional Committees may be appointed as necessary.

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

3. The Awards Committee shall consist of not less than eight members, and members shall be selected in such manner to represent, insofar as is possible, each of the technical and managerial areas of interest served by the Section.

## **Article X**

### **Limitations and Restrictions**

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

## **Article XI**

### **Awards**

1. It shall be the policy of the Section to maintain a constant surveillance of the outstanding accomplishments of its membership and its technical community and to recognize publicly these significant accomplishments by presentation of appropriate awards.

2. Awards will be made annually but only upon favorable recommendations of the Awards Committee to the Council, and provided two-thirds of the Council concur in the recommendation.

3. Four Awards are authorized as follows:

**a. General H. H. Arnold Award** - The General H. H. Arnold Award is presented by the Section to a Section Member (Fellow, Associate Fellow, Member, Associate Member) who has, during the previous year, made outstanding personal contributions to the advancement of aerodynamic or astronautical science.

**b. Billy J. Griffith Engineering Analysis Award** - This Award is presented to Section Members or non-members for an outstanding example of innovative engineering analysis using information from multiple (at least two) types of sources in a structured methodology.

**c. "Booster Award"** - The Booster Award is presented to a Section member for outstanding service to the growth of the technical program and administrative functions of the Section.

**d. Special Award** - From time to time as conditions dictate, the Section will recognize outstanding achievements of either Section members or nonmembers by the presentation of Special Awards.

4. The Section Awards program will be administered in accordance with "Rules and Procedures for Tennessee Section AIAA Awards Program" adopted by a majority of the membership of the Council.

## Article XII

### Amendment

1. Amendments of these Bylaws may be made by a majority affirmative vote of those voting, the vote to be by letter ballot, the ballots to be prepared as in Article VI, paragraph 5. An amendment may be proposed by the Council or by petition to the Secretary with the approval of at least ten members or five percent of the Section membership, whichever is greater. A proposed amendment shall be mailed to all Members of the Section with a ballot. This ballot shall be returned to the Secretary within twenty-five days. The Secretary and two tellers, appointed by the Council, shall validate the ballots, count the valid ballots and announce the results to the Council. When the approval of the Board of Directors of the American Institute of Aeronautics and Astronautics, Inc. is received, the membership will be notified. No amendment which is inconsistent with the American Institute of Aeronautics and Astronautics, Inc. shall be submitted to a vote.