

BY-LAWS OF THE  
NEW ENGLAND SECTION  
AMERICAN INSTITUTE OF AERONAUTICS AND ASTRONAUTICS, INC.

*ADOPTED*

**Article I – Name and Territory**

The name of this organization shall be the New England Section of the American Institute of Aeronautics and Astronautics, Inc. The territory of this Section shall be all counties in the State of Maine, all counties in the Commonwealth of Massachusetts excluding Hampden County, all counties in the State of New Hampshire, all counties in the State of Rhode Island and Providence Plantations, and all counties in the State of Vermont. For administrative purposes, the Section Boundaries should be delineated by zip or postal codes, corresponding to the areas specified above, which are periodically updated.

Portions of the Section may be organized into Chapters. The definition and operation of any Chapters shall be specified in the Section Policies and Procedures.

**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 AIAA).

**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 except in the case where the member has provided a written request to the AIAA staff liaison to be assigned to a specific Section within the Institute. Only Professional members are considered voting members. Members may not concurrently maintain membership in more than one Section of the Institute.

**Article IV – Officers**

1. The officers of this Section shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer, all of whom shall be elected as prescribed in Article VI, for terms of one year and shall continue until their successors qualify and take office. The officers shall take office June 1. Officers may succeed themselves in office unless otherwise limited in the Section Policies and Procedures.

2. The Chair shall be the chief executive officer of the Section. He/she shall be a voting member of the Council (in this document, the term 'Council' refers to Section Council) and of all committees, except the Nominating Committee. He/she shall preside at all meetings and functions with outside agencies, making all appointments except the Nominating Committee and transacting all business of the Section as directed by its Council, and in accordance with these By-Laws. The

Chair for the reporting year shall make an annual report by June 1 through the annual report process as defined by the Regional Engagement Activities Division of AIAA (hereinafter READ), to the appropriate Regional Director of the American Institute of Aeronautics and Astronautics, Inc. and the AIAA staff liaison.

3. The Vice Chair shall be a voting member of the Council and shall act in the place of the Chair in any case of the Chair's failure or inability to act. He/she shall transact, at the direction of the Chair, any business that could be within the power of the Chair to transact.

4. The Secretary shall be a voting member of the Council. He/she shall maintain the minutes of the meetings of the Section and shall be the custodian of all its records not specially assigned to others. He/she shall keep a full and correct list of the membership and addresses of the members. He/she shall submit a copy of the minutes of all meetings of the Section to the Regional Director and the applicable staff liaison.

5. The Treasurer shall be a voting member of the Council and shall have charge of the finances 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 by the By-Laws of the American Institute of Aeronautics and Astronautics, Inc. as implemented under Article VIII of these By-Laws.

6. All officers must be current members of AIAA and of this Section.

#### **Article V – Council**

1. The Council shall have general supervision of the work of the Section. All Council members must be current members of AIAA and of this Section.

2. The Section Council shall consist of no fewer than four elected members, including the four officers as defined in Article IV. The Chair, Vice Chair, Secretary, and the Treasurer are voting members. The Immediate Past Chair shall be an *ex-officio* member for one year. Additional Council positions and terms may be defined in the Section Policies and Procedures. Each is a voting member and shall be elected following the guidelines found in Article VI.

#### **Article VI – Elections and Vacancies**

1. Officers shall be elected annually, and other Council members shall have terms as defined in the Section Policies and Procedures. Elections shall be completed such that the new Officers and Council members can take office on June 1.

2. The Council shall appoint a Nominating Committee in the manner described in the Section Policies and Procedures and consisting of both members and non-members of the current Council. The Nominating Committee shall prepare a slate, which must be submitted to the Secretary. This slate shall consist of at least one nominee for Chair, Vice Chair, Secretary and Treasurer, and for all Council positions being filled for terms as defined in the Section Policies and Procedures. All nominees shall be current members of AIAA and of this Section. A member can only appear on the slate for a single position.

3. Concurrent with the preparation of a slate by the Nominating Committee, the Secretary shall

send to the membership of the Section a notification of Section Officer and Council positions open for election. Nominations for these positions may be submitted by members of the Section to the Secretary stating the name of the nominee and the office for which they are being nominated. Self-nominations are not permitted. Nominations from the membership of the Section shall be accepted for a minimum of 14 days after delivery of the initial notification of Section Officer and Council positions open for election, with the closing date for nominations indicated in the notification. All nominations that are received and valid (as defined in Articles IV and V) shall be included in the final slate of candidates.

4. The Chair shall appoint a Tellers Committee, consisting of at least two current members of the Section, to count ballots, and shall inform the Secretary of the names of the committee members. The Chair shall not serve on the Tellers Committee.

5. The Secretary shall be responsible for delivering ballots to mail or email address of record to all voting members of the Section or notifying all voting members of the opening of electronic voting. Write-in votes are permitted if they are cast for a person that is a current member of AIAA and of this Section, and these votes shall be tabulated accordingly.

The ballots or the announcement of the ballot shall show the closing date for balloting, which shall not be less than twenty days after the date of the mailing or announcement of the ballots.

The election shall be secret and the return envelopes or electronic votes shall be arranged to preserve secrecy. These ballots shall be marked by the members and returned to the Tellers Committee Chair. The Tellers Committee will count the valid ballots and certify to the Secretary the names of the Officers and Council members elected. A plurality of the ballots received by the end of the ballot period shall constitute election. The roster used for validating ballots sent shall be the complete list of voting members of the Section at the time of the mailing or opening of the voting.

6. A vacancy in the office of the Chair shall be filled by the succession of the Vice Chair, to serve until the next scheduled election.

7. A vacancy on the Council or in any office, except that of the Chair, shall be filled by an appointment by the Council to serve until the next scheduled election.

### **Article VII – Meetings, Procedures and Quorums**

1. Meetings of the Section may be called by the Chair, or upon the written request of at least five percent of the membership, but no fewer than ten members, and the entire membership must be reasonably notified of the date and place of such meeting.

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

3. 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 By-Laws or with the Constitution or By-Laws of the AIAA.

4. At least five percent of the voting membership, but no fewer than ten members, shall constitute a quorum at any meeting of the Section.
5. Fifty percent of its membership, as defined in Article V and the Section Policies and Procedures, shall constitute a quorum at any meeting of the Council.
6. In any matter to be decided by letter or electronic ballot, including elections of officers, a quorum shall consist of the number of valid votes cast.

### **Article VIII – Financial Affairs**

1. The fiscal year shall be from June 1 to May 31.
2. Membership in the AIAA shall be as fixed by the AIAA, and shall be paid to said Institute. The Section shall neither charge nor collect dues or assessments, but the Section may accept incidental voluntary contributions for social and technical activities.
3. The Section shall submit an audited financial report from the prior fiscal year and an annual budget for the current fiscal year on or before the last day of June to the appropriate Regional Director of the American Institute of Aeronautics and Astronautics, Inc. and the AIAA staff liaison.
4. The 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 of Trustees, agrees to undertake or assume responsibility thereof therefore prior to the time the action is taken or the time the obligation is incurred. The Section shall open and maintain a bank account in a reliable banking or other financial institution for the disbursement of expenses incident to its organization 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 By-Laws and Policies and Procedures and the By-Laws of the American Institute of Aeronautics and Astronautics, Inc.
5. The 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 projected funds on hand, based on the Council's review of the Section balance sheet.

Only persons who are Council members and AIAA members in good standing may authorize the expenditure of Section funds or the incurring of financial obligations by the Section. Any expenditures must be either approved as part of the Section budget or must be approved by a supplemental vote of the Council.

6. The 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 By-Laws.

### **Article IX – Committees**

1. The council may form committees as defined in the Section Policies and Procedures.
2. The Chair is normally the representative to the Regional Advisory Council. The Chair may appoint someone else from the Section to serve as the representative to the Regional Advisory Council as needed.

### **Article X – Section Policies and Procedures**

1. The Section shall maintain a Policies and Procedures document defining any additional Section operating procedures beyond those defined in these By-Laws.
2. The Section Policies and Procedures may not supersede any part of these By-Laws.

### **Article XI – Limitations and Restrictions**

1. These By-Laws, the Section Policies and Procedures and any amendments hereto made pursuant to Section XII hereof are subject to the approval of READ. Further, in accordance with AIAA By-Laws, the Section membership and Section By-Laws are governed by the AIAA Certificate of Incorporation, the Policies and Procedures and By-Laws of the Institute as well as any rules or regulations established by the AIAA Board of Trustees and Council of Directors.

### **Article XII – Amendment**

1. Amendments to these By-Laws may be made by a majority affirmative vote of those members voting, the vote to be by letter or electronic ballot. An amendment may be proposed by the Council or by petition to the Secretary with approval of at least five percent of the voting membership, but no fewer than ten members. A proposed amendment shall be provided to all members of the Section within twenty-five days. The Secretary and two tellers, appointed by the Council, shall validate the ballots, count the valid ballots and certify the results to the Council. When the approval of READ is received, the membership will be notified. No amendment, which is inconsistent with the Policies and Procedures or By-Laws, shall be submitted to vote.

### **Article XIII – Suspension of Officer and Council Members**

1. The AIAA Board of Trustees has the power to suspend the authority of any member to act as an Officer or Council member of an AIAA Section.
2. At a Special Meeting, called for that purpose only, the Council may suspend for cause the authority of any member to act as an Officer or as a Council member.

Such Special Meeting may be called by the Section Chair on his/her own initiative and also shall be called by the Chair or Vice-Chair upon receipt of a written request signed by at least 40% of the Section Council members, which meeting shall be called within thirty days of receiving the written request from the Council members.

3. Notice of any Special Meeting called pursuant to this article shall be sent to the Subject Officer or Council member (hereinafter "Subject") in writing no later than 15 days prior to the date of the Special Meeting. Such written notice shall include a list of the charges made against the Subject, shall set forth the time and place of the meeting and shall be sent to the Subject by enclosing the notice in an envelope and mailing said notice by first class mail, postage paid, to the last known address of the Subject.

4. If the Special Meeting is called in response to a written request by 40% of the Council members, the authority of the Subject shall automatically be preliminarily suspended pending the Special Meeting of the Council. If the Section Chair calls the Special Meeting on his/her own initiative, written agreement of at least 40% of the entire Council will be required in order to impose such a preliminary suspension. Any preliminary suspension imposed pursuant to this paragraph shall terminate at the conclusion of the aforementioned Special Meeting of the Council or thirty (30) days after the date on which the preliminary suspension was imposed.

5. The Subject shall be provided an opportunity to present his or her position during the Special Meeting and prior to a vote on the suspension of the Subject. The Officer presiding over the meeting may, at his/her discretion, limit the time provided for the presentation on behalf of the Subject, but shall in all cases provide at least 30 minutes. An equal amount of time shall be provided to those making a presentation in favor of suspending the Subject.

6. At least two-thirds of the entire Section Council must be present at the Special Meeting and must vote in favor of the suspension in order to suspend the authority of the Subject.

7. If the Council fails to suspend the authority of the Subject within thirty (30) days of the initiation of the procedure described herein, such procedure shall terminate.

Such terminated suspension procedure shall not be initiated anew less than six months from the date of the initiation of the prior procedure except upon affirmative vote of 60% of the entire Council.

If at a Special Meeting of the Council held within the thirty (30) day period referred to in Paragraph Two of this Article, there are sufficient votes cast to suspend the authority of the Subject, suspension for a period not longer than the Subject's remaining term as Officer or Council member shall immediately take effect.

8. When, at the Special Meeting, sufficient votes have been cast in favor of suspension, the Subject may request, in writing an opportunity to appeal the decision of the Council to the AIAA Board of Trustees.

The Board of Trustees shall, upon receiving such written request, provide the appellant an opportunity to present in writing, his/her reasons for believing that the decision of the Council was unjustified or improper. The Board of Trustees may further request from the Council a written explanation for the basis of the Subject's suspension. In addition, the Board of Trustees may request that the Appellant and/or the Council provide additional information, including an oral

explanation of its written remarks. Any suspension imposed by vote of the Council at the Special Meeting shall continue pending a decision by the Board of Trustees. The aforementioned petition to the Board of Trustees shall be the only appeal available, and all decisions of the Board to affirm, modify, or reverse the decision of the Section Council shall be final and binding upon parties.

These By-Laws adopted by vote of the Section,  
Approved by AIAA,