

BYLAWS OF THE PACIFIC NORTHWEST SECTION
OF THE
AMERICAN INSTITUTE OF AERONAUTICS AND ASTRONAUTICS, INC.

Article I
Name and Territory

The name of this organization shall be the Pacific Northwest Section of the American Institute of Aeronautics and Astronautics, Inc.

The Pacific Northwest Section's area of responsibility and Section boundary Lines shall be the states of Alaska, Idaho, Oregon, and Washington.

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 111
Membership

The membership of the Section shall consist of the bonafide Members of the Institute of all grades who live or work within the Section's territory. The administrative test as to the territorial assignment of 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, as defined by AIAA member status, are considered voting members. Members may not concurrently maintain membership in more than one section of the Institute.

Article IV
Council

The Council shall consist of the Chair, Vice Chair, Secretary, Treasurer, the Chair of the previous year, and four Elected Council Members. The Council shall have general supervision of the work of the Section. The Elected Council Members shall take office in June of the year elected for terms of two years. Elected Council Members who have served a full two year term shall not be eligible for succession. Of the four elected council members, two shall be elected on alternate years.

Article V
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. The officers shall take office in June of the year elected for a term of one year and shall continue in office until their successors qualify and take office. The Chair, if he/she has served a full term, is not eligible to succeed him or herself.

2. The Chair shall be the chief executive officer of the Section. He/She shall be a voting member of the Council and of all committees, except the Nominating Committee. He/She shall preside at all meetings and functions of the Council and of the Section and represent the Section in dealing with outside agencies, making all appointments except as otherwise stated in the by-laws and transacting all business of the Section as directed by it or by its Council, and in accordance with these bylaws. The chair shall make an annual report in May to the Vice President - Member Services and the Regional Director.

3. The Vice Chair shall be a voting member of the Council and shall sit in the place of the chair in any case of the Chair's inability to act. He/She shall transact, at the direction of the Chair, any business which 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 minutes of the meetings of the Section and shall be custodian of all its records not specially assigned to others. He/She shall conduct the correspondence of the Section and the Council and send out all notices of the meetings and shall have access to the current list of the membership and the addresses of the members.

5. The Treasurer shall be a voting 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 and the Bylaws of the American Institute of Aeronautics and Astronautics, Inc.

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

Article VI Elections and Vacancies

1. Elections shall be conducted annually for electing Officers and Elected Council Members, whose term of office will expire in the current year. .

2. The Council shall appoint a Nominating Committee not later than February 15. Such committee shall consist of five members of the Section, of whom two shall be members of the Council. The Nomination Committee shall prepare a list of nominees consisting of at least one nominee for Chair, Vice Chair, Secretary, Treasurer, and each Elected Council Member vacancy. The nominations shall be submitted to the Secretary by March 15.

3. Additional nominations may be made by petition to the Secretary, stating the names of the nominees and the offices for which they are being nominated, which petition shall be

signed by at least five percent of the membership. Nominations by petition shall be received by the Secretary by March 15. The section membership shall be notified prior to February 15th of this right to nominate by petition.

4. The Council shall prepare a ticket from the nominations received. All nominations received by petition shall be included on the ticket.

5. The Chair 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.

6. The Secretary shall mail or e-mail ballots to all Members of the Section before April 15 and post the ballot on the section's website. The ballots shall be marked with the closing date for balloting, which date shall not be less than twenty days after the date of mailing of the ballot. The election shall be confidential. Mail ballots shall be marked by the Members and returned to the Secretary, marked for the attention of the Tellers Committee. The Secretary shall deliver to the Tellers Committee all of the ballots received. Electronic ballots shall be returned directly to the chair of the Tellers Committee. 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 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.

7. In event of a tie for office the Council in existence at the time of election shall cast the deciding ballot.

8. A vacancy in the office of Chair shall be filled by the succession of the vice Chair.

9. 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 annual election.

Article VII Meetings, Procedure and Quorums

1. At least three regular meetings and an Annual meeting of the Section membership shall be held in each year at such hour and place as the Chair may decide.
(Regular and annual meetings may be dinner and/or program meetings of the section.)

2. Special meetings of the Section may be called by the Chair or the Council, or upon the written request of at least five percent of the membership, and the entire membership must be notified of the date and place of such meeting.

3. The Annual Meeting shall be held in June 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 two meetings per year. Meetings of the Council may be called by the Chair or upon the written request of three members of the Council.

5. The Secretary shall forward within fifteen days to the section webmaster minutes of section council meetings.

6. The rules contained in Roberts' 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 the 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 shall constitute a quorum at any meeting of the Council.

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

Article VIII Financial Affairs

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

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 incident 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 July in each year. During June of each fiscal year the Section shall forward to the Regional Director of the American Institute of Aeronautics and Astronautics, Inc., a financial report for the preceding fiscal year. The section council shall approve the section budget and shall approve any major changes (more than \$1,000.00) to the section budget.

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 therefore 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 expense 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 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. The withdrawal of funds shall be made only by the signature of one of four officers of the Section appointed by the Chair.

6. 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 exceed unobligated funds on hand by Two Thousand Dollars (\$2,000.00).

7. 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

I. The Chair, in consultation with and approved by the council, shall present a Management Plan which outlines the organization of section activities. This plan shall reflect organization and function in the following areas.

Programs
Education
Membership
Technical Activities
Public Policy
Facilities
Honors and Awards
Nomination and Tellers Committee
Additional committees may be appointed as required

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

Article X Limitations and Restrictions

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

Article XI Amendment

I. Amendments to these Bylaws may be made by a majority affirmative vote of those voting, the vote to be by letter or electronic ballot. An amendment may be proposed by the Council or by petition to the Secretary which shall be signed by at least five percent of the membership but not fewer than ten members. 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 Tellers Committee shall 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 shall be notified. No amendment which is inconsistent with the Constitution, Bylaws or Certificate of Consolidation of the American Institute of Aeronautics and Astronautics, Inc shall be submitted to vote.

Article XII

Suspension of Officer's Council Members

1. In addition to the AIAA Board of Directors' right to suspend the authority of any member to act as an officer or Council member of an AIAA Section, the council may suspend for cause the authority of any member to act as an officer or as a Council member at a special Meeting called for that purpose only. Such special Meeting may be called by the section Chair on his 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 by the Chair within thirty days of receiving the written request from the Council members.
2. 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 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.
3. 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 suspended preliminary pending the special Meeting of the Council. If the section chair calls a special Meeting on his 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, whichever occurs first.
4. 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 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.

5. At least two-thirds of the entire section council must be present at the Special Meeting and must vote in favor of suspension in order to suspend the authority of the subject.

6. If the council fails to vote 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 an 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 One 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 of council Member shall immediately take effect subject to Paragraph seven of this Article.

7. 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 Directors. The Board of Directors shall, upon receiving such written request, provide the appellant and opportunity to present, in writing, his reasons for believing that the decision of the Council was unjustified or improper. The Board of Directors may further request, from the council, a written explanation of the bases for the Subject's suspension. In addition, the Board of Directors 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 Directors. The aforementioned petition to the Board of Directors shall be the only appeal available, and all decisions of the Board to affirm, modify, or reverse the decision of the council shall be final and binding upon the parties.