

BYLAWS OF THE ALASKA AIR CARRIERS ASSOCIATION, INC.

AMENDED 03/01/2018, 09/10/2022

ARTICLE I: IDENTITY

This Association shall be known as the Alaska Air Carriers Association, Inc., a non-profit corporation of the State of Alaska, with its principal office in the city of Anchorage, State of Alaska.

ARTICLE II: PURPOSES

The objective of this Association is the following:

- A) To foster and promote the aviation industry in the State of Alaska and elsewhere;
- B) To promote the welfare of its Members by friendly association, cooperation and education to the end that valuable aid to the air carrier industry and to the community may thereby be developed;
- C) To act as the medium for the expression of views of its Members on matters affecting the interests of those engaged in the air carrier industry and to distribute to its Members and the public accurate and reliable information on matters of transportation;
- D) To provide educational support and assistance in all air carrier operation areas;
- E) To do such things as may be proper to create and stimulate a fair and intelligent attitude on the part of the public and to encourage the passage of wise and just laws beneficial to the air carrier industry;
- F) To settle and adjust differences among its Members where possible;
- G) To inculcate a high standard of business integrity, equity and justice in all who are either directly or indirectly connected with the air carrier industry to the end that it may carry on its business with the confidence and respect of the public, as well as the members of the industry;
- H) To lease, buy, mortgage and sell real estate and personal property, in the manner provided by law, for the purpose of carrying on the objectives of this Association, and to act as distributing agent without profit for its Members; and

l) In general, to carry on any other business in connection therewith, not forbidden by the laws of the State of Alaska or the United States, and with all the powers conferred upon non-profit corporations by the laws of the State of Alaska.

ARTICLE III: MEMBERSHIP

Section 1: Any reputable person, firm, co-partnership, or corporation directly connected with or engaged in transportation of personnel or property by air from, to or between points in the State of Alaska, together with such other persons as may be engaged in different modes of transportation, shall be eligible for Membership in this Association. Any eligible common carrier of persons or property may only become or remain a Member of the Association, upon payment of dues and assessments as provided herein. The classes of Membership shall be as hereinafter provided.

Section 2: Active Membership: Any individual, partnership, corporation or other form of organization directly engaged in the transportation of persons or property by air in the State of Alaska shall be eligible for Active Membership in this Association. Included are: a) Commercial fly-in sport fishing and hunting operations operating under Part 91; b) certified air carriers operating under Parts 121, 125, 133, 135; and c) Part 145.

Section 3: Associate Membership: Any individual, partnership, corporation, or other form of business enterprise engaged in a business allied or related to, or otherwise interested in, transportation by air shall be eligible for Associate Membership in this Association.

Section 4: Application for Membership: Application for membership in the Association shall be made in such form as may be established by the Board of Directors and shall be accompanied by such initiation fees and dues established by the Board of Directors.

Section 5: Withdrawal or expulsion. Any Member may withdraw from the Association by giving sixty (60) days written notice of intent to do so and by making payment of all obligations due the Association to the effective date of withdrawal.

Any Member may be suspended or dropped from Membership for failure to pay any and all amounts due to the Association.

- a) Payments are due within 30 days of invoicing, including annual dues.
- b) Annual membership dues are invoiced in November and due on or before January 1 of the membership year.
- c) Membership dues not paid in full by February 1 of the membership year will result in

the member being suspended from membership and all membership rights.

d) Membership dues not paid in full by March 1 of the membership year will result in the member being dropped from membership.

e) Invoices not paid in full within 60 days of invoicing will result in the member being suspended from membership and all membership rights.

f) Invoices not paid in full within 90 days of invoicing will result in the member being dropped from membership.

No Member under suspension from this Association shall be permitted to exercise any privileges of Membership until all matters entering into such suspension have been satisfactorily settled and all monies due the Association have been paid.

All property rights, interests and privileges in or to this Association shall cease upon termination of Membership by voluntary withdrawal, expulsion, death, and adjudication of bankruptcy, corporate dissolution or other cause.

Section 6: Authorized Representatives: Every Member shall designate in writing an authorized representative or alternate representative to vote prior to the vote.

ARTICLE IV: VOTING RIGHTS OF MEMBERS

Section 1: Active Members: Each Active Member shall be entitled to one vote in the election of members of the Board of Directors and in all other matters related to the conduct of this Association.

Section 2: Associate Members: The Associate Membership shall be entitled to two seats on the Board of Directors.

Section 3: Method of Voting: The right to vote shall be limited to the representative or alternate representative of the Member designated in accordance with Section 6, Article III of these by-laws. Voting on the election of the Board of Directors shall be by secret ballot. The Board of Directors may authorize mail or electronic ballot for any other business.

Section 4: Voting: All voting rights in this Association may be exercised by proxy. All proxies shall be in writing and filed with the Secretary of the Association prior to the opening of any meeting. No Member may hold more than two (2) proxies at any one meeting. Proxies shall be filed for a specific meeting. Proxies shall be directed proxies. Electronic, hand-delivered or mailed ballots are acceptable forms of voting.

ARTICLE V: DIRECTORS

Section 1: Board of Directors: The Board of Directors shall manage the affairs of the Association. The membership of the Board of Directors shall be comprised of thirteen Members, ten elected at large by the Active Membership, two Associates elected by the Associate Membership, and one Past-President.

Section 2: Tenure of Office: Directors shall hold office for two (2) years.

Section 3: Seating of Director: All Directors shall be elected prior to a meeting of the Board of Directors after the Annual Meeting. Their term of office for the ensuing years will begin after the organizational meeting.

Section 4: Vacancies: Vacancies on the Board of Directors created by death, resignation, disqualification, or other cause shall be filled by a vote of the Board of Directors. The designee will fulfill duties until the next Annual Membership Meeting.

Section 5: Meetings: The Board of Directors shall hold an organizational meeting after the Annual Meeting of the Association. Other meetings shall be held upon the call of the President. At a minimum, three other meetings will be held during the year. Notice of such meeting shall be given in writing to each member of the Board of Directors at least two weeks before the day of such meeting.

Section 6: Quorum: Seven Board of Directors shall constitute a quorum at any meeting.

Section 7: Removal: A member of the Board of Directors may be removed by the Board of Directors for failure to attend two unexcused regular meetings of the Board of Directors or for just cause.

ARTICLE VI: OFFICERS

Section 1: Principal Officers: The officers of the Association shall be President, Vice-President, Secretary and Treasurer. Each such officer shall be elected by the Board of Directors at its organizational meeting after the Annual Meeting of the Association. Officers shall hold office for one (1) year.

Section 2: President: The President shall be the chief executive officer of the Association. He/she shall preside at the Annual Meeting of Members and at all meetings of the Board of Directors. He/she shall be an ex-officio member of all committees and have the responsibility of appointing such committees.

Section 3: Vice-President: The Vice-President shall act in the office of President during the

absence or disability of the President and shall have and perform such other duties as may be assigned by the Board of Directors or the President.

Section 4: Secretary: The Secretary maintains records of the Board and ensures effective management of the organization's records and minutes of Board meetings. The Secretary will ensure that minutes of Board meetings are distributed to members shortly after each meeting. He/she must be sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings.

Section 5: Treasurer: The Treasurer shall carry out the duties normally associated with the office of Treasurer. He/she shall safeguard the funds of the Association and supervise the maintenance of complete and accurate records of all receipts and disbursements in coordination with the executive director. He/she shall direct that all funds of the Association be deposited in the name and account of the Association in a depository satisfactory to the Board of Directors. The Treasurer will make a monthly report to the President regarding the current status of funds and accounts held by the Association. He/she shall ensure development and Board review of financial policies and procedures.

ARTICLE VII: EXECUTIVE COMMITTEE

The Board of Directors may delegate by resolution its authority concerning the affairs of the Association, to such extent as it deems advisable, to an Executive Committee consisting of five members from the Board of Directors membership. The membership of the Executive Committee shall be composed of elected members as follows: President, Vice-President, Secretary, Treasurer, and Immediate Past-President.

The Executive Committee shall oversee operation of the Association by developing plans and procedures, ensuring compliance with legal and contract requirements, and assessing performance. The committee shall make recommendations and assist with administration of fiscal matters concerning the Association. They shall coordinate with the Treasurer and Executive Director on development and coordination of the operating budget, and shall ensure an annual review of financial policies and procedures.

It shall be the responsibility of the Executive Committee to report to the Board of Directors concerning its actions taken since the last report submitted by the Executive Committee. The Executive Committee shall furnish the Board of Directors with a copy of the minutes of its meetings as soon as is practical to produce such minutes. The Board of Directors will, at the time of receiving such reports, approve or disapprove the actions taken by the Executive Committee. Approval or disapproval by the Board of Directors must be returned within fifteen (15) days of receiving the report; otherwise their vote will be determined to be approval of the actions taken by the Executive Committee.

ARTICLE VIII: EXECUTIVE DIRECTOR

Section 1: An Executive Director is hired by the Board and employed by the Association.

Section 2: The Board of Directors may assign duties to the Executive Director, including the responsibility of employing assistants.

Section 3: The Executive Director shall serve under the direction of the Executive Committee of the Board of Directors.

ARTICLE IX: COMMITTEES

Section 1: Standing Committees: The President, with approval of the Board of Directors, shall appoint as standing committees:

- a. Membership / Board Development,
- b. Safety / Maintenance,
- c. Events / Scholarship, and
- d. Government Relations.

All members in good standing are eligible to Chair each committee. Each committee shall seek additional members to serve on their committee. Committee Chairpersons shall provide an update of committee activities at each Board meeting.

Section 2: Membership / Board Development: This committee shall actively recruit new members, create recruiting procedures, develop member benefits, and assist the staff in setting annual recruiting goals. Membership shall be sought and encouraged from all carrier sizes, classifications, and geographic regions in Alaska.

This committee shall selectively recruit new Board members to insure a diversity of skill in leadership, aviation business, finance, technology, marketing/public relations, legal and/or fund-raising. They shall assist all Board members in development of their service on the Board.

Section 3: Safety / Maintenance: This committee shall monitor government regulations and airport issues as they relate to aviation safety and maintenance. This committee shall assess specific safety issues raised by the Membership. They shall identify and recommend educational and training topics to improve aviation maintenance and safety.

Section 4: Events / Scholarship: This committee shall work with the Association staff in the planning of Association activities, including fundraisers and the annual convention/tradeshow. This committee shall be responsible for site selection, session scheduling, the trade show, menus, speakers, sponsorship solicitation, registrations, volunteer coordination and event success. This committee shall be responsible for oversight of the scholarship fund and awards, including establishment of award amounts and criteria, application review, distribution of monies, and fundraising activities to sustain the scholarship fund.

Section 5: Government Relations: This committee shall be part of government and industry collaborative groups and report back to the Board on actions taken at such meetings or provide information on those topics that the Association needs to address. This committee shall monitor government regulations, proposed legislation, state and federal airport funding appropriations, and other issues as they relate to the governmental regulation of the Membership.

Section 6: Powers of Committees: No committee shall have any power to bind the Association in any manner except as expressly authorized by the Board of Directors.

ARTICLE X: ANNUAL MEETING

An Annual Meeting of the Membership shall be held during the annual convention at a time and place to be established by the Board of Directors. Notice of such meeting shall be given in writing to all Members of the Association at least fifteen (15) days before the date of the meeting. Educational conferences may be held in conjunction with the Annual Meeting.

ARTICLE XI: RULES OF ORDER

Section 1: Roberts Rules of Order shall be parliamentary authority of this Association.

Section 2: No one shall be permitted the privilege of the floor for more than five (5) minutes at any meeting of the Association, or its Board of Directors meetings, without special permission of the President.

ARTICLE XII: DUES

Changes in Rate of Dues: The Board of Directors shall present any proposed rate changes to the Membership and (1) will notify Members of any such proposal at least fifteen (15) days before the day of the vote; (2) rate changes shall be ratified by the Membership; and (3) that no increase in the rate of dues shall be made effective until at least thirty (30) days following the mailing of the notice of the Membership vote results.

ARTICLE XIII: LIABILITY TO MEMBERS

No liability of any nature shall attach to the Membership of this Association and to the Board of Directors other than for dues and charges made according to these By-Laws, or charges for special services rendered, or for special assessment levied with the written approval of the Member.

ARTICLE XIV: AMENDMENTS TO BY-LAWS

Except as otherwise provided herein, the By-Laws may be amended by vote of the Active Membership in accordance with Article IV.

ARTICLE XV: FISCAL YEAR

This Association shall operate for fiscal purposes from the first day of January through the 31st day of December of each year.