

**BYLAWS
OF
KENTUCKY AVIATION ASSOCIATION, INC.**

(As amended October 23, 2024)

**ARTICLE I
Name**

Section 1: This association shall be known as the KENTUCKY AVIATION ASSOCIATION, INC. (KAA).

Section 2: It is and shall continue to be a not for profit 501-c-6 corporation.

**ARTICLE II
Purposes**

Section 1: To foster and promote aviation facilities, safety, industry, business, recreation, and aerospace education and aviation related regulation in Kentucky and elsewhere.

Section 2: To pool and bring together the various interests and talents of individuals, bureaus, agencies, departments, professional people, and municipalities, for the purposes aforesaid.

Section 3: Maintain strong relationships with the Kentucky Department of Aviation, elected representatives, the Kentucky General Assembly Aviation Caucus, and officials at the state and federal levels including the FAA.

**ARTICLE III
Membership and Voting Rights**

Section 1: Anyone interested in promoting the cause of aviation in Kentucky shall be eligible for membership in this Association, subject to Section 2. of this Article, upon making application therefore and paying the prescribed membership dues.

Section 2: The Board may reject any application for membership for what it believes to be good cause.

Section 3: Membership dues shall be paid annually, in advance, commencing January first of each year, or as prescribed by the Board.

Section 4: Annual Membership Categories and Dues Schedule shall be determined by the Board.

Section 5: Each Airport that is a member in good standing shall have the right to one vote.

Section 6: The Board may authorize the use of a duly authorized ballot for voting at any general membership or Board meeting.

**ARTICLE IV
General Membership Meetings**

Section 1: The annual general membership meeting of this Association shall be held each year at a place and on the day or days fixed by the Board. The Secretary shall give notice in writing to the paid members of the date, time and place of the annual meeting at least ten days in advance.

Section 2: Quorum for Conduct of Business. A quorum for the conduct of business shall be ten members or 10% of members of record in good standing (which ever is greater) present at any stated or properly called meeting.

Section 3: Special meetings of the membership may be held with advance notice upon call by the Chair of the Association or upon call by the majority of the Board. The intention of the Board is to provide a ten-day notice prior to a special called meeting. Such notices shall state the time and place of any such meeting.

ARTICLE V

Administration of Corporation

The administrative and business affairs of the Association shall be managed by the Officers and the Board.

ARTICLE VI

Board Members, Officers, and Executive Director

Section 1: Each member in good standing from the following five KAA airport districts (see attached map) shall be eligible for membership as follows:

- A. West (12 airports)
- B. West Central (12 airports)
- C. South Central (10 airports)
- D. North Central (10 airports)
- E. East (11 airports)

Section 2: The number of board members shall be fifteen, including one Chairperson voted on by the board, and collectively they shall be known as the Board of Directors with a total of fifteen members. Each district will elect three board members. All board members will be elected by the airport's boards of their respective districts. Two of the three board members from each district shall be selected from individuals with a leadership or management role in airport operations. One member shall be elected by the airports from the community at large.

Section 3: Annually, for the term of January through December, the board members of the respective districts of the Association shall be elected by a majority of the members that vote within their district. Board members shall serve for a term of two years with a maximum of two terms. Terms of office shall begin when elected. The board members shall hold office until their successors are duly elected and installed.

Section 4: A quorum for the conduct of business at a Board meeting shall be eight of the Board members of record, eligible to vote, including those participating by electronic means. The Chairperson is non-voting except for in the event of a tie.

Section 5: The Officers of the Association shall be Chair, Vice Chair, Secretary, and Treasurer. The Officers shall be elected by the Board as needed. Each officer's term shall be reestablished annually. Board members may be officers.

Section 6: In the event that a vacancy shall occur in the office of any board member prior to the expiration of a term by reason of resignation, death, or other causes, the Board may appoint a member to the board to fill the vacancy until the expiration of such term.

Section 7: Executive Director will be selected by the Board and shall serve at the pleasure of the Board.

Section 8: If a Board member fails to attend (in person or by tele-conference) fifty percent of Board meetings in any year, the Board may remove said member from his/her position on the Board, by majority vote.

ARTICLE VII

Duties of Officers

Section 1: Chairperson. It shall be the duty of the Chairperson to preside at all meetings of the organization; to appoint all committees as otherwise provided for; to execute all written instruments or documents of an official character, wherein the signature of the Chair be required; and to perform such other duties as are properly incidental to his/her office or as may be directed by the Board. The Chair shall determine the order of business for meetings of the Association, which shall be conducted under "Robert's Rules of Order."

Section 2: Vice Chair. It shall be the duty of the Vice Chair to perform the duties of the Chair during his/her absence or disability, and other such duties as may be assigned by the Board.

Section 3: Secretary. It shall be the duty of the Secretary to report in detail the minutes of all meetings of the corporation and of the Board. The Secretary shall cause notice to be issued and conduct the official correspondence of the corporation and perform such other or further duties as are properly incidental to the Office, or as may be designated by the Board. Administrative duties of the Secretary may be delegated to the Executive Director.

Section 4: Treasurer. The Treasurer shall have custody of all properties and monies of the corporation; receive all monies due the corporation and keep them in a safe depository; keep record of all monies received and disbursed and shall pay all bills upon approval of the Board of Directors by negotiating bank checks drawn upon the depository of the corporation, which checks shall be signed by him/her. He/she shall render bills to the membership for their dues and promptly notify the Board of all members who do not pay their dues in accordance with the Bylaws of this corporation. The Treasurer shall provide quarterly financial statements including bank statements, in addition to any and all financial statements as requested by the board from time to time for review and or outside audit. Dual signatures are required by Treasurer, Chair, Vice Chair or Secretary for check amounts of \$1,000.00 or greater. Dual statements from banks/depository's shall be processed each month one to the treasurer and one to the Chair of the corporation.

Section 5: Executive Director. The Executive Director will be an at-will employee of the board.

ARTICLE VIII

Committees

Section 1: The Chairperson shall appoint such committees, as he/she shall from time to time deem necessary to promote the interests of the Association.

Section 2: Chairpersons of Committees shall serve from the time of their appointment until election of Officers.

ARTICLE IX

Finances

Section 1: The revenue of this corporation shall be derived from annual membership dues and from such other sources as shall be approved by the Board.

Section 2: The annual membership dues shall be as determined from time to time by the Board.

ARTICLE X

Notification of Mailing Address

Members are charged with the duty of providing the Secretary or Executive Director with their correct current mailing address.

ARTICLE XI Amendments

The Bylaws may be amended from time to time by the board or member airports at a duly constituted meeting of the Association, the members having had notice of the meeting and the subject of the amendment. A two thirds majority vote of the members voting shall approve said amendment.

ARTICLE XII Fiscal Year

The fiscal year, of the Association shall be January 1 through December 31.

ARTICLE XIII INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

A. The corporation shall indemnify to the full extent authorized or permitted by the general corporation law of the State, as now in effect or as hereafter amended, any person made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigate, including an action by or in the right of the corporation) by reason of the fact that he is or was a director or officer of the corporation.

However, the foregoing shall not apply to: any breach of such person's duty of loyalty to the corporation or its members; any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful; or any transaction from which such person derived any improper personal benefit.

B. The foregoing right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2. Insurance.

The Corporation shall purchase Officers and Directors insurance and maintain liability insurance for indemnification purposes.

ARTICLE XIV Effective Date

These Bylaws shall become effective immediately upon their adoption.

(As amended October 23rd, 2024)