



## CONSTITUTION

Revised: December 17, 2020

### **Article I: Name**

The name of this association shall be: Granite State Airport Management Association.

### **Article II: Purpose**

The purposes of this Association shall be to:

- (1) Provide a medium for the exchange of ideas, methods, information, and experiences as they relate to airport management;
- (2) Promote and encourage the passage of legislation on all levels for the good of New Hampshire airports and aviation;
- (3) Promote and encourage the public's understanding of the value of aviation and an airport to the community; and
- (4) Cooperate with all agencies and organizations working for the general advancement and benefit of aviation.

### **Article III: Principal Office**

The principal office of this Association shall be that of the New Hampshire Department of Transportation, Bureau of Aeronautics, 7 Hazen Drive, Concord, New Hampshire, or such other place as the Board of Directors may from time to time designate.

### **Article IV: Officers**

- (1) The officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer, who shall be Executive members and elected at the annual meeting of the Association and hold office for a one-year term in accordance with Article V, Paragraph 5, or until a successor is duly elected.
- (2) The President shall preside at all meetings and direct the activities of the Association. President shall call any special meetings deemed necessary and fix the time and place of same.
- (3) In the absence of the President, the Vice President shall assume the full duties of the President. In the absence of the President and Vice President, the Treasurer and if not the Treasurer, the Secretary shall assume full duties of the President.
- (4) The Treasurer shall be responsible to the Board of Directors and shall receive, account for, and expend monies of the Association. Treasurer shall be responsible for accounting to the members at each meeting for all monies received and expended. The Secretary or duly authorized agent shall keep all records of the Association and shall publish and mail to all members a periodic



news report. Secretary shall be responsible for informing newspapers and aviation magazines of meetings and other information relating to the meeting. Secretary shall be responsible for keeping written minutes of meetings and shall furnish all Executive members with a copy of same.

- (5) A vacancy caused by the incapacitation of any of the Association officers shall be filled as follows:
- PRESIDENT: Vacancy shall be filled by the Vice President;
  - VICE PRESIDENT: Vacancy shall be filled by an Executive member appointed by the Board of Directors to serve until the next annual meeting;
  - SECRETARY: Vacancy shall be filled by an Executive member appointed by the Board of Directors to serve until the next annual meeting;
  - TREASURER: Vacancy shall be filled by an Executive member appointed by the Board of Directors to serve until the next annual meeting.

#### **Article V: Board of Directors**

- (1) The Board of Directors, which shall conduct the business of the Association, shall consist of eight (8) members: President, Vice President, Secretary, Treasurer, two (2) at-large Executive Members in good standing and two (2) non-Executive Members in good standing.
- (2) The Board's non-Executive members shall serve in an advisory position and will have voting privileges. The Board's at-large Executive Members shall serve three (3) year terms and non-Executive Members shall serve two (2) year terms.
- (3) In the case of a vacancy on the Board, not covered under Article IV, the remaining members of the Board may choose, by majority vote, an eligible Executive member of the Association to fill that vacancy until the next annual meeting at which time an eligible Executive member shall be elected by the Executive membership to fill the unexpired term.
- (4) A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- (5) In addition to those duties imposed by Paragraph 1 of the Article, the Board shall approve all applications for membership in the Association and shall have final determination of each member's classification.

#### **Article VI: Membership Classification and Qualification**

Membership in this Association shall include four (4) categories:

- (1) Executive: Membership in the Executive class shall be open only to persons exercising active responsibility for management, general superintendency or administration of a New Hampshire public-use airport/landing area and who are continuously engaged in such activity. Up to four (4) members from each public-use airport/landing area shall be



allowed under the Executive membership to participate, however, each Executive membership shall designate to the Secretary not more than one (1) person (or when necessary one (1) proxy) who shall enjoy Association rights and privileges accorded to Executive members. Therefore, each public use/landing area shall only have one (1) vote regardless of size. Voting privileges are limited to Executive members and Non-executive members of the Board of Directors. Annual Executive Membership Dues are \$25.

- (2) Corporate: Corporate Membership shall be open to all public or private corporations and business organizations who support the purposes of this organization as defined in Article II. Up to four (4) members from each corporation shall be allowed under the Corporate Membership to participate, however, each Corporate membership shall designate to the Secretary/Treasurer not more than one (1) person who shall enjoy Association rights and privileges accorded to Corporate members. All subsequent members may join as Associate Members. Corporate members shall not enjoy voting privileges. Annual Corporate Membership dues are \$100.
- (3) Associate: Membership in the Associate category shall be open to all others who support the purposes of this organization as defined in Article II. Each Associate member shall enjoy Association rights and privileges accorded to Associate members. Associate members shall not enjoy voting privileges. Annual Associate Membership dues are \$25.
- (4) Honorary: Honorary Membership may be awarded to anyone who has shown extraordinary support of aviation in New Hampshire. Honorary members will be nominated by the Executive Membership and voted on during a regular meeting. Honorary memberships will be held for the recipients' lifetime. Honorary members shall not be required to pay dues nor will they have voting privileges.
- (5) Dues: The annual dues for Executive, Corporate, Associate, and Honorary members shall be recommended by the Board of Directors and adopted by the Executive Membership at an Association meeting. Upon failure of any member of the Association to make payment of annual dues, and such nonpayment continues for sixty (60) days after such dues shall become due and payable, the delinquent member shall not enjoy the privilege of being actively involved in the Association.

## **Article VII: Voting and Quorums**

- (1) All Executive members of the Association in good standing shall be entitled to vote at meetings of the Association except as may be provided in other Articles. The votes of all Executive members from a single airport shall constitute a single vote for the purposes of tabulation. It is the responsibility of all Executive members from one (1) airport to discuss the matter being considered and determine in which manner their single vote shall be cast.
- (2) Corporate, Associate, and Honorary members shall be non-voting; however, the Board of Directors or anyone or more of the voting members present at any membership meeting



may poll Associate and Corporate members upon any business or question which may be under consideration or proposed for consideration, by the Board of Directors or the voting members; however, the poll taken shall not be determinative upon any such business or question. Attendance at any session of any meeting may be limited to Executive members as shall be decided by a majority of voting members present.

- (3) A simple majority vote shall decide an issue, provided a quorum is present. This section shall not apply to voting on amendments to these Articles.
- (4) The presence of five (5) Executive members of which at least two (2) shall be members of the Board of Directors, in good standing, at a meeting of the membership shall constitute a quorum.
- (5) At times other than a regular or special meeting of the Association, a vote may be taken by mail or e-mail on matters which the officers of this Association believe to be of sufficient importance and which require immediate action by the Executive membership. Such votes shall be conducted under the supervision of the officers of the Association and shall include a clearly written explanation of the matter(s) on which the vote(s) is being taken. An official ballot for each question being put shall be included in such mailing. Returned ballots shall not be officially tabulated in less than 14 days from the postmarked date of the official mailing by the Association. All quorum and majority requirements set forth for voting at meetings of the Association shall apply to votes taken by mail.
- (6) The President shall appoint a Nominating Committee of at least three (3) Executive members which shall present a slate of officers to the membership at or before the last regular meeting of the calendar year. Nominations shall also be accepted from the floor.
- (7) Officers are elected at the last regular meeting of the calendar year. Terms begin January 1st and end December 31st.

#### **Article VIII: Committees**

The President shall appoint and dissolve all standing committees and shall have the right to appoint and dissolve any special committees and to name the members thereof.

#### **Article IX: Meetings**

- (1) **Membership Meetings:** Four regular meetings of the membership shall be held each year. The last regular meeting of the calendar year shall be the annual meeting to be held at a time and place to be determined by the Board of Directors, for the purpose of electing officers and directors, and the transaction of such other business as may come before such annual meeting. A special meeting of the members of the Association may be called by a two-thirds (2/3) vote of the Board of Directors or by one-fifth (1/5) of the voting membership of the Association. Any notice of a special meeting shall be issued by the Secretary, or in their absence, inability, or refusal to act, by the President of the Association. No meeting of the membership shall be called with less than ten (10) days notice in writing to all members;



- (2) Board Meetings: There shall be at least one (1) meeting of the Board of Directors during the year. Meeting dates shall be established by the President and notices shall be given to each Board member not less than seven (7) days before said meeting. Such notice may be waived when at least two-thirds (2/3) of the Board members deem it necessary to do so.

#### **Article X: Finances**

- (1) Any expenditure of funds is subject to the majority vote of the full Board of Directors;
- (2) The fiscal year of the Association shall be the calendar year;
- (3) The Board of Directors shall adopt a budget for each fiscal year, and this Association shall function within the total of such budget. Any expenditure in excess of an approved budget must be authorized by the Board of Directors;
- (4) Dues and other monies collected by the Association shall be placed in a depository approved by the Board of Directors. Payments from the funds of the Association shall be made on the signature of the Treasurer and/or any other person so authorized by the Board of Directors;
- (5) The board of Directors may authorize any office or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association, and such authority may be general or confined to specific instances;
- (6) All checks, drafts, or other orders for the payment of money, notes, or any other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the Board of Directors;
- (7) An annual audit of the financial affairs of the Association and such other audits as the Board of Directors may require shall be made annually by the auditing committee appointed by the President; and
- (8) None of the Board of Directors shall be compensated for their service to the Association.

#### **Article XI: Rules of Procedure**

Robert's Rules of Order shall govern the parliamentary procedure of the meetings of the Association provided for in these Articles.

#### **Article XII: Notices**

Members shall furnish the Secretary with their official address. The mailing of any notice to the last known official address shall be deemed service of such notice or noticed upon them as of the date of the mailing.



### **Article XIII: Suspension and Revocation of Membership**

- (1) The Board of Directors by at least a two-thirds vote of the full Board that enjoy voting privileges (i.e., three of the five voting members are needed) may suspend or revoke the membership of any member for failure to meet financial obligations to the Association or, for conduct detrimental to this Association. The member shall be given at least thirty (30) days notice in advance of the meeting of the Board at which the vote is to be taken, and shall be afforded a reasonable opportunity to be heard;
- (2) A 'yea' vote of two-thirds of the full Board that enjoy voting privileges (i.e., five of the eight voting members are needed) shall be required to reinstate any membership suspended or revoked under this Article. Reinstatement shall be subject to such terms and conditions as the Board may impose.

### **Article XIV: Amendments**

- (1) Any Executive member may propose an amendment to this Constitution at any time. The proposal shall receive the consideration of the Board of Directors at its next meeting. It shall then be presented to the membership in writing at least thirty (30) days before the next regular or special meeting along with the Board's recommendation;
- (2) Amendments shall be voted upon only at a regular or special meeting. To be adopted, a proposed amendment shall require the approval of two-thirds (2/3) of the Executive members present, provided that at least one-half (1/2) of all Executive members in good standing are present and voting.