

1. GENERAL

1.1 Name

The name of the Corporation shall be the "Iowa Public Airports Association, Inc.", and shall hereinafter be referred to as the "Association".

1.2 Purpose

The purpose of the Association is:

1.2.1 The exchange and publication of information pertaining to airport facilities, infrastructure, and activities;

1.2.2 The consideration of problems relating to the establishment, operation, maintenance, and financing of airports;

1.2.3 The representation and support of public airports in matters involving governmental action at the federal, State, regional, and local levels; and

1.2.4 Participation through its membership and officers in national meetings and activities of organizations devoted to: the promotion, furtherance, and development of the science of aeronautics; private and public aviation; and improvements in airport management, maintenance, and operations.

1.3. Business Office

The Association shall maintain its principal office in any city in Iowa, which office shall be for the transaction of business and receipt of correspondence.

2. ASSOCIATION MEMBERSHIP

The membership of the Association shall be open to all persons, either individual or corporate, who meet the eligibility criteria in any one of the membership classes as defined in Section 2.4, who have qualified for membership in the manner herein prescribed or as provided by resolution of the Board of Directors, and who have maintained their membership in the Association in good standing.

The term "public airport" as used herein shall mean and include airports owned or leased by a public corporation, authority, or commission.

The term "public corporation" as used herein shall mean and include aviation authorities, airport commissions, administrative agencies, cities, counties, and other municipal corporations, political subdivisions, and other governmental agencies having legal authority to own, operate, manage, or administer a public airport in Iowa.

2.1 Classes of Membership

Membership in the Association shall be divided into four classes: Corporate, Associate, Educational Institution, and Honorary. Each membership class shall be dues paying except for honorary memberships. Only Corporate members, or Honorary members as designated in accordance with paragraph 2.4.3, shall be eligible to vote at the annual or any special meeting of the Association.

2.2 Membership Dues

Membership dues shall be set and changed, as necessary, by the Board of Directors.

2.3 Payment of Dues

Membership dues shall be: paid on a calendar year basis, due on the first day of the calendar year, and submitted within thirty (30) days of the date due. Any member failing to pay the required dues applicable to his or her membership class within ninety (90) days of the due date shall cease to be an active member of the Association in good standing and during the period of delinquency shall not be entitled to exercise the rights of a member.

2.4 Eligibility and Membership

Memberships in the Association and the associated rights, duties, privileges of each membership class are:

2.4.1 Corporate Membership - Corporate Membership shall be open to public corporations, airport authorities, commissions, governmental agencies, or boards engaged in the management of public airports in Iowa and privately owned airports that are certified by the Iowa Department of Transportation Office of Aviation, as a Public Use Airport. Each Corporate Member shall be entitled to one vote at all meetings of the members of the Association, which shall be cast in person by its designated representative.

Any active Corporate Member who no longer possesses the qualifications for eligibility during any calendar year, other than by non-payment of fees, may continue to exercise all the privileges of membership until the end of that year except voting on Directors at the annual meeting. Any such member at any time may request of the Board of Directors admission as an Associate Member upon the basis of the past Corporate Membership, and such request may be made and acted upon either before or after the Corporate Membership has terminated.

2.4.2 Associate Membership - Associate Membership shall be open to any person, firm, or corporation sponsored for such membership by a Corporate Member if the Associate Member is engaged in one or more of the following activities:

2.4.2.1 The manufacture or sale of aeronautical equipment, accessories or supplies, or of aircraft, aviation fuels, air navigation facilities, or equipment or materials used in the establishment, development, operation, maintenance of airports;

2.4.2.2 The publication of airport and/or aviation related periodicals;

2.4.2.3 The flight of aircraft, air commerce, aviation insurance, corporate aircraft ownership, flight schools, aerial sprayers, fixed base operations, or the ownership or operation of aircraft used, operated and maintained in public transportation or contract, air taxi or charter operations; or

2.4.2.4 Airport engineering, planning, management, survey, catering, limousine, aircraft or automobile drive-yourself service; or persons rendering professional services to airport governing bodies.

2.4.2.5 Any secondary or post secondary educational institution which offers programs that provide aviation education and/ or that support the aviation industry.

Any Associate Member who no longer possesses the qualifications upon which they were admitted, upon approval of the Board of Directors, may be permitted to retain Associate Membership upon the basis of previous qualifications, but such membership may be revoked at the end of any annual period by appropriate action of the Board.

2.4.3 Honorary Membership - Honorary Membership shall be open to individuals who have shown themselves to be outstanding in the field of airport administration/management, or in any related field of aviation. The privilege of Honorary Membership shall be extended to such individuals only by action of the Board of Directors, or by unanimous vote of the members of the Association at the annual or any special meeting. Honorary Membership may be extended for any period of time. Honorary Members shall not be required to pay dues in the Association and shall exercise only such voting privileges as may be extended to them by action of the Board of Directors, or by unanimous vote of the members in attendance at the annual meeting or any special meeting.

3. MEETINGS

3.1 Annual and Special Meetings of Members

An annual meeting of the members of the Association shall be held each year for the purpose of electing Directors, and for 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 the President, a two-thirds (2/3) vote of the Board of Directors, or by one-fifth (1/5) of the voting membership of the Association. The President, Vice-President, Secretary, or any two Board members may issue notice of a special meeting, which shall state the purpose of the meeting. No special meeting shall be held with less than five (5) days written notice provided to Corporate Members.

3.2 Quorum at Annual and Special Meetings of Members

Ten (10) corporate members in good standing and in attendance at the annual meeting or at any special meeting of the Association shall constitute a quorum to conduct business and to vote on any Association matters.

4. COMMITTEES

4.1 Nominating Committee

At least thirty (30) days before the annual meeting, the President shall appoint three (3) members to a Nominating Committee. The purpose of the Nominating Committee shall be to communicate with Directors and members throughout the State in order to develop a list of interested persons willing to serve the Association on the Board of Directors. Care shall be given to insure uniform geographical distribution of Board candidates. The Past-President shall chair the Nominating Committee. Any person exercising voting rights as a Corporate Member is eligible for appointment to the Nominating Committee.

4.2 Other Committees

The President or Board of Directors may appoint other ad-hoc committees or panels, and may appoint representatives with titles and delegate authority thereto to perform such duties or tasks as may be determined. Such ad-hoc committees and their appointments and assignments must be reaffirmed each year.

5. BOARD OF DIRECTORS

The Board of Directors and its Officers shall manage the business and affairs of the Association in accordance with the provisions of these Bylaws.

5.1 Election of Directors

The Board of Directors shall consist of Fourteen (14) Directors who shall be persons designated as the voting representatives of the membership. Every effort shall be made to maintain a geographical balance of airport representation and a balance of size and type of airport. Board of Director members must be IPAA members as specified in section 2.4, Eligibility and Membership, and shall maintain their membership in good standing. Associate members may serve as Directors, provided that no more than two (2) Associate members serve in a Director capacity at any time. Further, no more than two (2) Honorary Members may serve as Board members at any time, with no more than one (1) serving in an Officer capacity.

5.2 Terms of Directors

Fourteen (14) Directors shall be elected by a vote of the Corporate Members. The term of a Director shall be three (3) years. The terms of Directors elected at the annual meeting shall commence at the conclusion of such meeting.

5.3 Vacancies

Any vacancy occurring in the Board of Directors may be filled by a two-thirds (2/3) vote of the remaining Directors. A director elected to fill a vacancy will serve the remaining term of the vacated seat.

5.4 Board of Directors Meetings

The Board of Directors shall have such meetings as necessary at times and places determined by the Board or as called by the President, in the President's absence the Vice-President, or by one-third of the Board members.

5.5 Notice of Board Meetings

No regular or special meeting of the Board of Directors shall be held with less than five (5) days written notice. Such notice shall be by mail addressed to the business address of each Director or to his or her address as registered with the Secretary, or by electronic mail to each Director at the e-mail address on file with the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed with postage thereupon prepaid. If by electronic mail, such notice shall be deemed to be delivered when sent. Any Director may waive written notice or other notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice thereof, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because such meeting has not been lawfully called or convened. The business to be transacted at any special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

5.6 Quorum at Board Meetings

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that, if less than a majority of the Directors is present at a meeting a majority of the Directors present may adjourn the meeting from time to time without further notice.

5.7 Directors

Each of the fourteen (14) directors of the Association shall be responsible to establish and maintain an effective dialog with State and airport representatives in their area. Directors may be called upon to attend meetings on behalf of the Association. Such meetings may include, but are not limited to: IDOT advisory committees, Transportation Commission, airport conference or aviation promotion committees, public hearings, or State or federal hearings. When such attendance is requested, the Director shall listen and, if required, represent the Association's position on issues.

5.8 Contracts

The Board of Directors may authorize any Officer or designated Agent 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 instruments.

5.9 Amendments and Changes to the Bylaws

Alteration, amendment, or repeal of the Bylaws, or the adoption of new Bylaws may be made by a majority vote of Corporate Members present at the annual or a properly noticed special meeting of the membership.

6. OFFICERS

The Officers of the Association shall consist of the President, Vice-President, Past-President, Secretary, and Treasurer, and such other officers as may from time to time be provided for by resolution or other action of the Board of Directors. Officers may vote upon any proposition considered at a meeting of the Board at which they are in attendance. The elected Officers shall form the "Executive Committee."

6.1 Election and Term of Office

The Board of Directors at its annual organizational meeting shall elect the Officers of the Association for a term of one (1) year. The Board shall hold its annual organizational meeting no later than 30 days following the annual meeting of the members. The terms of the officers will commence at the conclusion of the organizational meeting. Associate members may not serve as officers.

6.2 Removal

Any Officer may be removed by a two-thirds (2/3) vote of the full membership of the Board of Directors.

6.3 Vacancies

A vacancy occurring in any office because of death, resignation, removal, disqualification, or other cause may be filled by a majority vote of the Board of Directors

6.4 Duties

- 6.4.1 **President** - The President of the Association shall, in general, supervise all affairs, offices, directorships, or appointments of the Association. The President shall: represent the Association to the public; preside at all meetings of the Directors and members; sign certificates or correspondence; monitor the state legislative agenda and the IDOT transportation commission agenda for aviation related items; arrange for IPAA attendance at meetings or hearings as necessary; appoint three Directors or members to the Nominating Committees; perform such other duties and assume and discharge such other responsibilities as the Board of Directors may authorize or direct; and be subject to the supervision and direction of the Board of Directors.
- 6.4.2 **Vice-President** - The Vice-President shall observe the business of the Association and perform other duties and responsibilities as assigned by the President. The Vice-President shall perform the duties of the President in the absence of the President from any meeting or conference, or in the event of the President's inability or refusal to act in the performance of the President's official duties, and when so acting shall have all the powers of, and be subject to all restrictions upon the President.
- 6.4.3 **Past-President** - In the absence of the President or Vice-President from any meeting or conference, or in the event of the inability or refusal to act in the performance of official duties, the Past-President shall perform the duties of President and when so acting shall have all the powers of, and be subject to all restrictions upon the President. The Past-President shall chair the Nominating Committee, and shall perform other duties as assigned by the President.
- 6.4.4 **Secretary** -The Secretary shall have responsibility for oversight of the following: keep the minutes of the members' and of the Board of Directors' meetings; see that all notices of members' or Directors' meeting are duly given in accordance with these Bylaws; be custodian of the records of the Association; keep a register or list of all members of the Association with their classification and voting rights; sign documents or certificates, as required, by the Association; perform all duties incidental to the office of Secretary; and perform such other duties as from time to time may be defined by the Board of Directors or the Executive Committee.
- 6.4.5 **Treasurer** - The Treasurer shall responsibility for oversight of the following: collect membership fees and have custody of, and be responsible for all funds of the Association; give receipts for any and all monies due and payable to the Association from any source whatsoever; sign all checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association; deposit all monies and funds of the Association in such banks, trust companies, or other depositories as designated by the Board of Directors; perform all duties incidental to the office of Treasurer; and perform such other duties as from time to time may be defined by the Board of Directors or the Executive Committee. By action of the Board, these tasks may be executed by staff or contract service providers.

7. Compensation

The purpose of the Association is exclusively not for private profit or gain, and the Directors or Officers of the Association shall not be paid any compensation for their regular service to the Association; however, if the funds in the treasury permit, Directors, Officers, or any member may be compensated for reasonable and necessary out-of-pocket expenses in the performance of their official duties, as approved by the Board of Directors.

8. Tax Compliance for Tax Exemptions

Notwithstanding anything to the contrary, nothing in these Bylaws shall be construed, interpreted, or implemented in any manner that will deprive or impair the Association's qualification for tax exempt status from any and all local, State, or federal taxing authorities. In addition, the Association shall not act in any manner or engage in any conduct that may deprive or impair the Association's qualification for tax-exempt status from any and all local, State, or federal taxing authorities. The Board of Directors is given express authority to amend these Bylaws in order to qualify at all times for any relevant tax exempt status afforded by any local, State, or federal taxing authority. The Board is further authorized to take all necessary steps to qualify for any relevant tax-exempt status afforded by any local, State, or federal taxing authority.

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