AMENDED BYLAWS OF THE HAMPTON ROADS SECTION
BYLAWS OF THE HAMPTON ROADS SECTION
OF THE AMERICAN INSTITUTE OF AERONAUTICS AND ASTRONAUTICS, INC.

(Original 4/2010, Revised 05/2011)

ARTICLE I

NAME AND TERRITORY

1. The name of this organization shall be the Hampton Roads Section of the American Institute of Aeronautics and Astronautics, Inc. The territory of this Section shall be the following cities and counties in the Commonwealth of Virginia and the State of West Virginia.

Virginia
Accomack
Allegheny*
Amelia
Amherst*
Appomattox
Augusta*
Bath*
Bedford City and County*
Bland*
Botetourt*
Bristol*
Brunswick
Buchanan*
Buckingham
Buena Vista*
Campbell*
Carroll*
Charles City County
Charlotte
Chesapeake City
Chesterfield
Colonial Heights
Covington*
Craig*
Cumberland
Danville*
Dickenson*
Dinwiddie
Emporia
Floyd*
Franklin City and County*
Galax
Giles*
Gloucester
Grayson*
Greensville
Halifax*
Hampton
Hanover
Henrico
Henry*
Hopewell City
Isle of Wight
James City County
King and Queen
King William
Lancaster
Lee*
Lexington*
Lunenburg
Lynchburg*
Martinsville*
Mathews
Mecklenburg
Middlesex
Montgomery*
Nelson*
New Kent
Newport News City
Norfolk City
Northampton
Northumberland
Norton*
Nottoway
Patrick*
Petersburg
Pittsylvania*
Poquoson City
Portsmouth City
Powhatan
Prince Edward
Prince George
Pulaski*
Radford*
Richmond City
Roanoke City*
Rockbridge*
Russell*
Salem*
Scott*
Smyth*
Southampton
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 III

MEMBERSHIP

The membership of the Section shall consist of Members of the Institute of all grades who live or work within the Section’s territory. The administrative test as to such membership shall be the mailing address of the Member. Only professional members shall have the voting privilege.

ARTICLE IV

OFFICERS

1. The Officers of this Section shall consist of a Chairman, a Vice Chairman, a Secretary and a Treasurer, all of whom shall be elected as prescribed in Article VI, for terms of one year, and shall continue in office until their successors qualify and take office. The Officers shall take office on June 1. The Chairman, if he has served a full term, is not eligible to succeed himself.
2. The Chairman shall be the Chief Executive Officer of the Section. He shall be a member of the Council and of all committees, except the Nominating Committee. He shall preside at all meetings and functions of the Council and the Section and represent the Section in dealing with outside agencies, making appointments except the Nominating Committee and transacting all business of the Section as directed by its Council and in accordance with these Bylaws.

3. The Vice Chairman shall be a member of the Council and shall act in the place of the Chairman in any case of the Chairman’s failure or inability to act. He shall transact, at the direction of the Chairman, any business which could be within the power of the Chairman to transact.

4. The Secretary shall be a member of the Council. He shall maintain minutes of the meetings of the Section and shall be custodian of all its records not specifically assigned to others. He shall conduct the correspondence of the Section and the Council and send out all notices of the meetings and shall keep a full and correct list of the membership and the addresses of the members. He shall maintain and make accessible the minutes of all the meetings of the Section.

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

**ARTICLE V**

**COUNCIL**

The Council shall consist of eleven elected members and the Chairman, Vice Chairman, Secretary, Treasurer, and the Chairman of the previous year. The Council shall have general supervision of the work of the Section. The Council Members shall take office on June 1 for terms of one year and shall continue in office until their successors qualify and take office. The elected members of the Council shall be limited to three consecutive one-year terms.

**ARTICLE VI**

**ELECTIONS AND VACANCIES**

1. Officers and Council members shall be elected annually.

2. The Council shall appoint a Nominating Committee not later than March 1. Such committee shall consist of between two and five members (inclusive) of the Section, of whom no more than half may be members of the Council. The
Nominating Committee shall prepare a ticket, which must be submitted to the Secretary by March 15. This ticket shall consist of at least one nominee for Chairman, Vice Chairman, Secretary and Treasurer, and at least one for each Council vacancy. All nominees shall be members of this Section.

3. Votes may be cast for write-in candidates for an office or Council by entering the name of the candidate in the appropriate space provided on the ballot. All write-in candidates shall be members of the Section and eligible for office under Article III, IV, and V of these Bylaws.

4. The Chairman 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.

5. The Secretary shall send electronic or mail ballots to all Members of the Section before April 15. 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 secret, and the return envelopes or electronic voting shall be arranged to preserve secrecy. These 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. 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 the 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. The Tellers Committee shall reject all votes for candidates who are not members of the Section or otherwise ineligible due to the provisions of Articles III, IV, and V of these Bylaws.

6. A vacancy in the office of Chairman shall be filled by succession of the Vice Chairman.

7. A vacancy in the Council or in any office, except that of the Chairman, shall be filled by an appointment by the Council to service until the next annual election.

8. The Blue Ridge Chapter shall elect officers and a representative to the Hampton Roads Council following the procedures outlined in Section 1 through 7 of Article VI.

9. Resignation by any Council Member (Chairman, Vice-Chairman, Secretary, Treasurer, Chairman of the previous year, and additional 11 elected members) before the end of the elected term shall be by written notification to the Council. The notification shall be sent to the Chairman for presentation to
the Council. In the case of resignation of the Chairman, the notification shall be sent to the Vice Chairman for presentation to the Council.

10. Removal from office of a Council member shall be by vote of the Council (Chairman, Vice-Chairman, Secretary, Treasurer, Chairman of the previous year, and additional 11 elected members) at a special meeting of the Council. A petition signed by at least 25% of the Council shall be required to call the special meeting and two weeks prior written notice shall be provided to all Council members. A 2/3’s majority vote of all Council members shall be required to remove a Council member. Vacancies shall be filled by the provisions of Sections 6 or 7 of Article VI of these Bylaws.

ARTICLE VII

MEETINGS, PROCEDURES, AND QUORUMS

1. At least four regular meetings of the Section membership shall be held in each year.

2. Special meetings of the Section may be called by the Chairman of the Council, or upon written request of at least five percent of the membership, but not less than ten members, and the entire membership must be notified of the date and place of such meeting.

3. The annual meeting shall be held in May and shall be for the purpose of announcing the officers and the Council elected for the next year, receiving any reports of the officers and committees, and any other business that may arise.

4. The Rules contained in Roberts’ Rules of Order shall govern this Section in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or with the Constitution or Bylaws of the American Institute of Aeronautics and Astronautics, Inc.

5. Fifteen Members, or five percent of the membership of the Section up to two hundred members, whichever is greater, shall constitute a quorum at any meeting of the Section.

6. Fifty percent of its membership shall constitute a quorum at any meeting of the Council.

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

FINANCIAL AFFAIRS

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

2. The dues shall be fixed by the Bylaws of the American Institute of Aeronautics and Astronautics, Inc., and shall be paid to the Institute. This Section shall neither charge nor collect dues or assessments, but the Section may accept incidental voluntary contributions for social and technical activities.

3. This Section will submit, at the end of the fiscal year, a financial report to the appropriate Regional Director of the American Institute of Aeronautics and Astronautics, Inc.

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 assume responsibilities 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 expenses 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. This Section shall have no indebtedness, and shall not enter into any contract or understanding, or 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 exceeds un-obligated funds on hand by Three Hundred Dollars ($300).

6. 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

1. The Chairman shall appoint the following committees: Program Committee, Membership Committee, and Education Committee. Members appointed on committees shall serve for one year or until their successors are appointed. Additional Committees may be appointed as necessary.
2. The Chairman shall appoint a representative to its Regional Advisory Committee.

ARTICLE X

LIMITATIONS AND RESTRICTIONS

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

AMENDMENTS

An amendment may be proposed by the Council or by petition to the Secretary with the approval of at least five percent of the membership up to two hundred members, but not less than ten members. A proposed amendment shall be mailed to all Members of the Section with a ballot. The ballot shall be returned to the Secretary within twenty-five days. The Secretary and two tellers, appointed by the Council, shall validate the ballots, 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 will 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. Amendments to these Bylaws may be made by a majority affirmative vote of those voting, the vote to be by letter ballot.