



The World's Forum for Aerospace Leadership

Constitution and Bylaws

May 2007

**American Institute of Aeronautics and Astronautics
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AIAA CONSTITUTION

ARTICLE I NAME AND OBJECTIVE PURPOSE

1.1 Name

The name of this organization is the American Institute of Aeronautics and Astronautics, Inc. (AIAA), hereinafter referred to as the Institute. The Institute is a scientific and engineering membership society incorporated under the State of New York Not-for-Profit Corporation Law.

1.2 Purpose

The purpose of the Institute is to advance the arts, sciences, and technology of aeronautics and astronautics and to nurture and promote the professionalism of those engaged in these pursuits. The Institute shall encourage original research, foster the dissemination of new knowledge, further the professional development of those engaged in scientific and engineering activities, improve public understanding of the profession and its contributions, foster education in engineering and science, promote communication among engineers and scientists and with other professional groups, and stimulate outstanding professional accomplishments. It shall also serve the needs and professional interests of members, bring to bear the scientific and technical capabilities of the profession in areas of national concern where it is equipped to contribute, and undertake other measures appropriate to its purpose.

1.3 Gender Usage

The use of the masculine gender is intended to be interchangeable with the feminine gender wherever it occurs in this Constitution.

ARTICLE II BYLAWS

2.1 Bylaws

Bylaws shall be established as hereinafter set forth for the purposes of governing the operations and administration of the Institute. The term "Bylaws" as used in this Constitution refers only to Institute Bylaws.

2.2 Bylaws Amendments

The Board of Directors, hereinafter referred to as the Board, at a regularly called meeting may make, amend, or revoke the Bylaws by a majority vote of all members of the Board, unless otherwise restricted herein. Proposed Bylaw changes and the reasons therefor shall be mailed to all members of the Board by the Secretary at least 15 but not more than 45 days prior to such meeting.

ARTICLE III MEMBERSHIP

3.1 Eligibility

All persons engaged in the professional practice of the arts, sciences, or technology of aeronautics or astronautics, or in other work which contributes to the advancement of aeronautics or astronautics, shall be eligible for membership in the Institute.

3.2 Definition of Grades

The membership of the Institute shall consist of the following grades of membership, for which the specific qualifications, dues, obligations, prerogatives, transfer, and the causes for termination of membership shall be as fixed by the Bylaws:

HONORARY FELLOWS shall be persons of eminence in aeronautics or astronautics recognized by a long and highly contributive career in the arts, sciences, or technology thereof.

HONORARY MEMBERS shall be persons of distinction associated with aeronautics or astronautics, and shall be elected by the Board.

FELLOWS shall be persons of distinction in aeronautics or astronautics, and shall have made notable and valuable contributions to the arts, sciences, or technology thereof.

ASSOCIATE FELLOWS shall be persons who have accomplished or been in charge of important engineering or scientific work, or who have done original work of outstanding merit, or who have otherwise made outstanding contributions to the arts, sciences, or technology of aeronautics or astronautics.

SENIOR MEMBERS shall be persons who have demonstrated a successful professional practice in the arts, sciences, or technology of aeronautics or astronautics for the equivalent of at least 8 years.

MEMBERS shall be persons who have acquired a professional standing in the practice of the arts, sciences, or technology of aeronautics or astronautics.

ASSOCIATE MEMBERS shall be persons who have an interest in the development or application of aeronautics or astronautics.

AFFILIATE MEMBERS shall be persons who have acquired a professional standing and grade of membership in another scientific or engineering society who desire to maintain a membership in AIAA because of an overlap of technical responsibility and/or interest. The grade will be extended only to members of societies with which reciprocity agreements have been established.

STUDENT MEMBERS shall be persons interested in aeronautics or astronautics whose primary activity is study at recognized colleges, universities, and secondary schools offering curricula and studies acceptable to the Institute.

CORPORATE MEMBERS shall be organizations whose activities include professional practice of the arts, sciences, or technology of aeronautics or astronautics.

3.3 Privileges

Honorary Fellows, Fellows, Associate Fellows, Senior Members, and Members shall be eligible to hold office and to vote. Honorary Members shall be entitled to vote but shall not be entitled to be an officer or director.

3.4 Expulsion and Suspension

A member may be suspended for a period of time or expelled for cause for conduct or acts deemed to be prejudicial to the Institute. Such suspension or expulsion shall become effective upon the affirmative vote of 2/3 of the entire membership of the Board after service by mail of the written charges to the member and after a hearing upon such charges by the Board. Such notice of meeting shall be given not less than 15 days before the meeting date and such notice shall set forth the time and place of the meeting, and no other business shall be transacted at such meeting. The action of the Board upon either suspension or expulsion shall be final, and during the period of suspension and after expulsion, the member shall forfeit all rights, privileges, and benefits of membership.

ARTICLE IV ORGANIZATION

4.1 Sections

For the purpose of serving the needs of the membership and promoting the work of the Institute, the members may, with the approval of the Board, organize into Sections.

4.2 Regions

The territory of the Institute shall be divided into geographical areas known as Regions whose boundaries shall be as specified in the Bylaws. A Section shall be identified with the Region encompassing its location.

4.3 Technical Groups

For the purpose of serving the professional interests of members, the Board shall establish Technical Groups, consisting of members in the various grades, whose professional interests are particularly oriented toward a specific field in aeronautics or astronautics or toward closely related fields that contribute significantly to aeronautics or astronautics. The Board may terminate the existence of any such group. The Bylaws shall provide for specifications and operating rules for such groups.

4.4 Student Branches

For the purpose of assisting science and engineering students to advance toward practice in the arts, sciences, or technology of aeronautics or astronautics, the Board may authorize the establishment of Student Branches at recognized colleges, universities, and secondary schools offering curricula and studies acceptable to the Institute. A Student Branch of the Institute shall obtain assistance and guidance from a Section in the area.

ARTICLE V MANAGEMENT

5.1 Membership Control

Basic control of the Institute resides with the voting members whose rights and privileges are defined in this Constitution, the Bylaws, and in the Agreement of Consolidation of the American Rocket Society and the Institute of the Aerospace Sciences. This control is manifested through the election of the Officers and Directors, through the approval or disapproval of proposed amendments to this Constitution, and through the exercise of the right of petition as defined herein. All such elected Officers and Directors shall be voting members of the Institute.

5.2 Board of Directors

Determination of policy and overall direction of the affairs of the Institute shall be the responsibility of the Board, the members of which shall be not less than 23 nor more than 50 as may be fixed by the Bylaws, which Board shall consist of the President, the President-elect, 8 Vice Presidents, 8 Vice Presidents-elect, 6 Directors-at-Large, 1 Director-Technical for each Technical Group as defined in the Bylaws, 1 Director-Regional for each Region defined in the Bylaws, and the Director-Immediate Past President. The Vice Presidents-elect shall be non-voting members of the Board. The President shall preside at meetings of the Board.

5.3 Corporate Officers

Direction of the Institute's operations shall be the responsibility of its Corporate Officers, whose duties are set forth in the Bylaws. The Corporate Officers shall be the President, the President-elect, the Vice President-Education, the Vice President-Finance, the Vice President-International Activities, the Vice President-Member Services, the Vice President-Public Policy, the Vice President-Publications, the Vice President-Standards, the Vice President-Technical Activities, the Executive Director, the Deputy Executive Director, the Secretary, and the Treasurer & Controller. All Corporate Officers shall be elected by the voting members of the Institute, in accordance with provisions of Article VI, "Nominations and Elections." The exception is that the office of the President shall be filled at the expiration of its term by automatic succession of the President-elect, and except that the offices of the Vice Presidents shall

be filled at the expirations of their terms by automatic succession of the Vice Presidents-elect, and except that the Executive Director, the Deputy Executive Director, the Secretary, and the Treasurer & Controller shall be appointed by the President with the advice and consent of the Board.

5.4 Vacancies

Should a vacancy occur in the Board or in any elective office except in that of the President, the President-elect, or a Director-Regional, a majority of the Board may appoint a voting member of the Institute to fill the vacancy until the next annual election, at which time such vacancy shall be filled for the unexpired term or a full term, as the Board may direct. Should a vacancy occur in the Presidency, it will be filled by automatic succession of the President-elect if that individual's commitments so permit. If such should not be the case, the Board shall elect one of the Vice Presidents to fill the vacancy until the normal time of succession. Should a vacancy occur in the office of the President-elect, at the next annual election a new President and President-elect will be elected, the latter to succeed the former on completion of his term of office. Should a vacancy occur in the office of the Vice President, it will be filled by the Vice President-elect, should one exist, who shall subsequently serve a full three year term to begin at the next annual election. Should a vacancy occur in the office of a Director-Regional, the Board may appoint an interim Director-Regional until such time as it is feasible to hold a Regional election. The appointment shall be of a member who resides in that Region. The Regional election shall be for the unexpired term or for a full term, as the Board may direct. Such appointment, succession, or election for an unexpired term shall not be deemed a term of office within the meaning of any restriction herein against serving for more than 1 or 2 terms of office.

5.5 Standing and Technical Committees

Preparation of policy recommendations in prescribed areas of concern, and guidance on the technical and non-technical affairs of the Institute, shall be the responsibility of Standing and Technical Committees which shall include an Executive Committee, and such additional committees as may be appointed by the President with the approval of the Board.

The President of the Institute shall be an ex officio, non-voting member of all Standing Committees except the Nominating Committee. The functions of the Committees shall be as fixed in the Bylaws.

5.6 Secretariat

The conduct of the day-to-day business of the Institute shall be the responsibility of the Executive Director and his staff. The authority, responsibility, and tenure of the Executive Director, the Deputy Executive Director, the Secretary, and the Treasurer & Controller of the Institute shall be as fixed in the Bylaws.

5.7 Fiscal Year

The fiscal year of the Institute shall be defined in the Bylaws.

ARTICLE VI NOMINATIONS AND ELECTIONS

6.1 Nominating Committee

The Board shall appoint annually a Nominating Committee, which shall select, as required, nominees for President, President-elect, Vice Presidents, Vice Presidents-elect, and Directors. This committee shall consist of 20 voting members, of whom at least 4 shall be Past Presidents of the Institute. There shall be at least 1 member from each Region to be recommended to the Board by the Regional Advisory Committee. In the instance of nominations for Directors-Regional, candidates for each Region shall reside in that Region at the time of nomination. There shall be at least 1 member from each Technical Group to be recommended to the Board by the Vice President-Technical Activities. In the instance of nominations for Directors-Technical, candidates for each Director-Technical position shall have been active within that Technical Group, or have had similar experience. There shall be at least 2 members of the Publications Committee to be recommended to the Board by the Vice President-Publications. The incumbent Director-Immediate Past President shall serve as Chairperson if that individual's commitments so permit; otherwise the President shall appoint one of the Past Presidents as Chairperson.

6.2 Regional Advisory Committees

Each Section shall designate annually a member delegate to its Regional Advisory Committee. The Chairperson of each Regional Advisory Committee shall be the Director-Regional representing that Region. The functions of the Regional Advisory Committees shall include recommending a representative of the Region to serve as a member of the Nominating Committee, and shall include proposing to the Nominating Committee nominees for Directors-Regional from the respective Regions and such other activities as fixed in the Bylaws.

6.3 Submission of Nominations

Nominations by the Nominating Committee shall be submitted to the Secretary of the Institute not less than 180 days prior to the Annual Business Meeting.

6.4 Nomination by Petition

In addition to nominations made by the Nominating Committee, nominations for Officers and/or Directors may be submitted by written petition of at least 300 voting members to the Secretary not less than 120 days prior to the Annual Business Meeting. Nominations by petition shall be accompanied by written acceptance of nomination by each nominee.

6.5 Ballots

The Secretary shall submit a mail ballot to the voting members not less than 60 nor more than 90 days prior to the Annual Business Meeting, at which time the results of the balloting shall be announced. Polls shall be closed and ballots counted no less than 30 days prior to the Annual Business Meeting. The ballots shall contain the names of all candidates for Officers and Directors as nominated by the Nominating Committee and through petition by the members and shall, in the instance of candidates for Directors, include at least 50% more candidates than the number of positions to be filled.

6.6 Elections

Elections shall be conducted by direct balloting of the voting members of the Institute. Election of Officers and Directors shall be by the plurality approval of the members casting ballots. Elections shall occur yearly as required to fill normally expiring terms or vacancies created through the resignation or demise of an incumbent. At least 2 Directors-Regional, 2 Directors-Technical, and 2 Directors-at-Large shall be elected each year. In the instance of Directors-Regional, candidates for each Region shall be elected by the plurality approval of the members casting ballots from that Region.

6.7 Tenure

The term of office of all Directors shall be 3 years except that the Director-Immediate Past President shall serve for 1 year. The outgoing President of the Institute shall continue in office as Director-Immediate Past President, until replaced by his successor. The term of office for the Vice Presidents shall be 3 years, and the term of office for the President, the President-elect, and the Vice Presidents-elect shall be 1 year. The President and the Vice Presidents shall not be eligible to serve 2 consecutive terms. No other elected Officer or Director shall serve for more than 2 consecutive terms in the same office. All Officers and Directors shall serve their stipulated terms or until election and qualification of a successor, except that a Director-Regional who changes his permanent residence from the Region for which he was elected shall tender his resignation for acceptance at the pleasure of the Board.

6.8 Restrictions on Benefits

No elected Officer or Director shall receive, directly or indirectly, any salary, travel expenses, compensation, or emolument from the Institute either as such Officer or Director or in any other capacity, unless authorized by the Bylaws or by the concurring vote of 2/3 of the Board at a regularly constituted meeting. No Officer or Director shall be interested, directly or indirectly, in any contract relating to the operations of the Institute, or in any contract for furnishing supplies thereto, unless authorized by the Bylaws, or by the concurring vote of 2/3 of the Board at a regularly constituted meeting.

ARTICLE VII MEETINGS

7.1 Business Meetings

There shall be an Annual Business Meeting of the Institute each year as determined by or under the Bylaws. The retiring President of the Institute shall preside over the meeting. The business to be transacted at this meeting shall include, but not necessarily be limited to, an announcement of the results of the national election, installation of the President-elect as President and of newly elected Officers and Directors, and a report on the activities of the Institute, including a statement of financial position, for the preceding year. The report shall be rendered by the retiring President following its approval by the Board. A copy of the report shall be filed as part of the minutes of the meeting and a summary shall be published for distribution to the membership.

7.1.1 Special Business Meetings

Special Business Meetings may be called upon the request of a majority of the Board or shall be called by the President upon the written petition of at least 300 voting members.

7.1.2 Conduct of Meetings

Notice in writing of the Annual Business Meeting shall be mailed to all voting members by the Secretary at least 30 but not more than 60 days before the date of such meeting. Notice of Special Business Meetings shall state the purpose for which they are called and no other business shall be transacted at such meetings.

7.1.3 Quorum

The presence in person or by limited and non-discretionary proxy at business meetings of at least 100 voting members shall constitute a quorum for the transaction of business. At all business meetings of the Institute, annual or special, questions shall be determined by the majority vote of the members voting in person or by limited and non-discretionary proxy, unless the manner of deciding is otherwise specifically regulated by statute.

7.2 Board of Directors Meetings

7.2.1 Annual Meeting

There shall be an annual meeting of the Board each year immediately preceding the Annual Business Meeting of the Institute.

7.2.2 Additional Meetings

There shall be at least 3 meetings of the Board each year in addition to the annual meeting. Provision for special meetings of the Board and the manner of giving notice of annual, additional, and special meetings shall be specified in the Bylaws.

7.2.3 Quorum

Nine members of the Board shall constitute a quorum. The Board may by a majority vote of the members present act on any business of the Institute, except Bylaw amendments and excepting those actions contrary to the laws of the State of New York, when a quorum exists.

7.3 U.S. and International Technical Meetings

All Institute sponsored and co-sponsored national technical meetings shall be approved by the Technical Activities Committee. All international technical meetings shall be jointly approved by the Technical Activities and International Activities Committees. The Board shall promptly be apprised of such approvals.

ARTICLE VIII CONSTITUTIONAL AMENDMENTS

8.1 Constitutional Amendments

Amendments to this Constitution shall be accomplished by mail ballot of the voting members. Amendments may be proposed by a petition signed by at least 300 voting members or by a resolution adopted by a majority of the Board.

8.1.1 Letter Ballots

Proposed constitutional amendments shall, after review by legal counsel, be mailed by the Secretary with a letter ballot to all voting members setting a date not less than 60 days thereafter by which all votes are to be cast.

8.1.2 Adoption

A proposed constitutional amendment shall be adopted if it receives the favorable vote of 2/3 of all votes cast provided that the number of votes cast is at least 15% of the number of qualified voters. If adopted, the amendment shall take effect at such time as specified in the ballot.



AIAA BYLAWS

SECTION I INSTITUTE ACTIVITIES

1.1 The purpose of the Institute as set forth in its Constitution shall be accomplished by the following activities:

- a) Holding Section, Regional, U.S., and International meetings for the interchange of scientific and technical information through the presentation and discussion of original papers.
- b) Publishing scientific and technical materials to serve the needs of the members in all specialty areas.
- c) Encouraging meritorious contributions to science and engineering by means of awards, honors, and other suitable recognition.
- d) Maintaining a library and technical information service to provide members with published information available from worldwide sources.
- e) Effecting close cooperation with educational institutions to encourage high standards of technical

education and to assist in the development of future scientists and engineers.

f) Using appropriate communications media for the improvement of public understanding of the profession and its contributions.

g) Providing members with other services as may be required.

1.2 Out of respect for all religious beliefs, no religious activity of any kind shall be undertaken by or under the auspices of the Institute without Board approval.

SECTION II AMENDMENT OF BYLAWS

2.1 The Bylaws of the Institute may be amended or revoked by the Board of Directors, hereinafter referred to as the Board, in the manner set forth in Article 2.2 of the Constitution.

2.2 The use of the masculine gender is intended to be interchangeable with the feminine gender wherever it occurs in these Bylaws.

SECTION III MEMBERSHIP

3.1 Except as otherwise specified, all matters relating to admission, assignment of membership grade, or advance in grade for individuals shall be the responsibility of the Membership Committee or its designated representative. The Board may rescind or modify any action taken by the Membership Committee.

3.1.1 Honorary Fellows may be nominated from the ranks of Fellows by any voting member in good standing. Records of the nominees shall be studied by an Honorary Fellow Selection Board. The names of not more than 4 deemed most worthy of the Honorary Fellow grade shall be recommended to the Board for election each year. The Honorary Fellow Selection Board shall not recommend more than 3 people from the same country. Candidates not selected but deemed qualified by the Selection Board for the upgrade shall be carried over for a period of two years, as determined by the Selection Board. The Selection Board shall be made up of not less than 7 Fellows and/or Honorary Fellows selected by the President, broadly representative of the spectrum of AIAA disciplines.

3.1.2 Honorary Members shall be nominated by the Honors and Awards Committee and elected by the Board.

3.1.3 Fellows may be nominated by any member in good standing and shall be elected by the Board. One Fellow for every 1000 voting members may be elected annually. Nominees must be members of the AIAA and be Associate Fellows. A Fellow Grade Committee appointed by the President and composed of active Fellows representative of the broad interests of the Institute, shall receive all nominations; shall review and evaluate the qualifications of nominees including supporting data; shall obtain from the nominator 5

references who have knowledge of the nominee's professional accomplishments, of whom 1 shall be a Fellow, Member of the Board, Section Chairperson, or Technical Committee Chairperson; and shall recommend to the Board those nominees most qualified for election. In the above, an Honorary Fellow shall be considered to be a Fellow.

3.1.4 Associate Fellows may be nominated by any member in good standing and shall be approved for upgrade by the Membership Committee. A maximum of 1 Associate Fellow for every 150 voting members may be upgraded annually. Nominees must be AIAA Senior Members, have 12 years of professional experience, and furnish 3 references, Associate Fellow grade or higher. An Associate Fellow Grade Committee, appointed by the Vice President-Member Services and composed of active Associate Fellows representative of the broad interests of the Institute, shall review and evaluate the applications of nominees, and shall recommend to the Membership Committee the candidates for upgrade.

3.1.5 Senior Member grade applicants shall furnish 2 references, both of whom shall be Senior Member grade or higher, or the applicant shall have at least 8 years of continuous professional membership in the Institute.

3.1.6 Member grade applicants shall have achieved a Bachelor's Degree in science or engineering, or equivalent qualifications through professional practice. Applicants shall furnish the name of one Member reference.

3.1.7 Associate Member grade or other professional applicants need not furnish any reference.

3.1.8 Affiliate Member grade applicants shall hold professional membership grade in recognized scientific, engineering, or professional societies and shall furnish the names of 2 references, both of whom shall be of a grade equal to Member or higher. Affiliate Members may not vote or hold elective office. Affiliate Members may subscribe to journals and attend meetings at rates to be established in the reciprocity agreement as approved by the Board with the society concerned.

13.1.9 Student Member applicants shall be recommended by any faculty member of a recognized educational institution and must be bona fide students. Student membership shall be obtained through the local Student Branch. In those cases where no Student Branch exists, student membership may be obtained on an "at large" basis by direct request to the Headquarters of the Institute. Graduate students shall be given the option of applying for membership in grades other than Student Member. Upon graduation or completion of the educational program, the Student Member shall be automatically eligible for the appropriate membership grade.

3.1.10 Corporate Membership applicants shall be reviewed and approved by the Board.

3.2 All applications for individual membership in the Institute, or for transfer to a higher grade where permitted, shall be made on a form approved by the Membership Committee which shall include a record of the applicant's education and professional career. Upgrades to Senior Member status can be made without an application form if the individual has 8 years of continuous professional membership in the Institute.

3.2.1 Post baccalaureate engineering or science degrees from an educational institution of acceptable standing shall be considered equivalent to professional practice for an equivalent number of years, up to a maximum of 4 years.

3.2.2 All applications requiring action by the Membership Committee shall be made to that Committee and the Vice President-Member Services shall notify applicants of the decisions of the Committee.

3.3 The annual dues for the several grades of members shall be annually reviewed and the amounts set by the Board. Changes in the dues schedule shall be adopted by a majority vote of all members of the Board.

3.3.1 Membership dues shall include subscriptions to *Aerospace America*. Student Members shall receive on a personal mailing basis *Aerospace America* and the *AIAA Student Journal*.

3.3.2 Membership dues shall be payable annually in advance of the membership expiration date. Members in all grades shall be liable for payment of dues until membership shall have terminated by resignation or otherwise. The Board may waive dues in whole or in part at its discretion.

3.3.3 No member shall be entitled to any return of dues upon severance in any manner of his membership in the Institute, or on liquidation of the Institute. Membership is determined by the applicant's personal education and work experience and thus is not transferable.

3.3.4 Services to members (except Student Member grade) whose dues are in arrears shall be suspended 1 month after membership expiration date. Delinquent members (including Student Member grade) shall be dropped from the membership rolls 3 months after the membership expiration date.

3.3.5 A Code of Ethics providing standards of professional conduct for Institute members may be issued by the Board for approval by the membership at large. Upon such approval, the Code of Ethics shall be binding upon all membership.

3.3.6 The Board may approve and issue Internal Governance Policies such as Conflict of Interest, Code of Ethics and Whistleblower policies, binding its own members and other volunteers working on behalf of the Institute or related entities.

3.4 The Vice President-Member Services may waive the Bylaw Section III requirements for references, recommendations, use of approved application forms, or stipulated annual dues, to facilitate specific, special

membership recruiting campaigns. A written application for a temporary waiver must be approved by the Vice President on a yearly basis and endorsed by the Membership Committee.

SECTION IV ORGANIZATION

4.1 For purposes of administering its affairs, the Institute is organized into 7 Regions. The geographical boundaries of Regions are set forth on a map attached hereto and made a part hereof. Changes in the Regions may be made by the Board through amendment of these Bylaws.

4.1.1 If the Board establishes new Regions, or makes any boundary changes, no Director-Regional shall have his term of office shortened by such changes. Any Director-Regional affected by such changes shall continue to serve until his term has expired. A newly established Region shall or shall not be represented on an interim basis by one of the existing Board members, determined by the Board.

4.2 Sections and Student Branches shall be recognized as the basic organization elements of the Institute and shall be organized under rules and regulations established by the Board. The Sections shall provide strong communications within the Institute and between the Institute and the local community.

4.2.1 Each Section and Student Branch shall adopt a name containing first, the name of a city, state, educational institution, or other appropriate designation; second, the word "Section" or "Student Branch"; and third, "American Institute of Aeronautics and Astronautics, Inc."

4.2.2 Each proposed Section and Student Branch shall submit its Bylaws to the Board for approval. Such Bylaws shall contain a provision that they are in all respects subject to, and that their members shall be governed by, the Certificate of Incorporation, the Constitution, and the Bylaws of the Institute. Upon approval of its application and completion of its organization, the Section or Student Branch shall receive a Charter from the Institute. Bylaws of Sections and Student Branches shall at all times be on file with the Institute. Amendments to Section Bylaws shall be sent to the appropriate Director-Regional for subsequent approval by the Region and Section Activities Committee. Amendments to Student Branch bylaws shall be approved by the Student Activities Committee.

4.2.3 Each Section has a fiduciary responsibility to the Institute to ensure that the Section finances are properly managed and tracked on a periodic basis in accordance with the accounting and reporting practices determined by AIAA's Finance Committee. After the end of the fiscal year, the Section Treasurer shall support a financial audit performed by an independent Audit Committee,

composed of no less than three Section Member volunteers, who are appointed by the Section Chair. Each Section shall submit its annual budget for the current fiscal year as well as its financial audit and annual report for the prior year to its Director-Regional on or before the first day of September in each year. The Director-Regional, after approving such budget (either as submitted or as revised), and receiving such annual report, shall allocate to the Section the rebate sum. Sections may not charge dues. Student Branches may charge local dues. Incidental voluntary collections for social and technical activities are permitted.

4.2.4 Each Student Branch shall forward to the Vice President-Education at the close of each fiscal year, a financial statement for the fiscal year.

4.2.5 Each Section and Student Branch shall be responsible for its own acts, contracts, debts, and other obligations and undertakings unless the Institute, by duly constituted action of its Board, agrees to undertake or assume responsibility therefor prior to the time the action is taken or the obligation is incurred. Each Section and Student Branch may open and maintain a bank account in a reliable banking or other financial institution for the convenient disbursement of expenses incident to its organizational purposes and functions in accordance with its own Charter and Bylaws and those of the Institute. In no event, however, shall any Section or Student Branch incur any indebtedness, enter into any contract or understanding, assume any obligations, or make any expenditures, the effect of which would be to create, at any time, an obligation the total amount of which exceeds un-obligated funds on hand by \$500. Where such possibility exists, the Section Chairperson shall inform all parties to the understanding or agreement concerned, in writing, of these limitations, both as to the allowable debt limit of the Section and as to the limited responsibility of the Institute.

4.2.6 Neither the Institute or any Section or Student Branch, nor the Officers or Directors thereof, shall be liable or otherwise responsible for the actions of, or obligations incurred by, any individual member or group of members of the Institute, except insofar as such actions or obligations are the responsibility of the Institute or of the Section or Student Branch under their respective Bylaws.

4.3 Sections may be organized within the regional organization of the Institute by a petition to the Board signed by 25 members, other than Student, Affiliate, or Associate Members, residing in the local area. For Region VII, the petition may be based on sustained activity by a smaller number of AIAA Professional Members. Upon review of such petition, the Board may authorize the formation of a Section.

4.3.1 Each Section shall elect its own officers in accordance with its approved Bylaws.

4.3.2 The membership of each Section shall consist of interested members of the Institute, of all grades, who live or work within the Section's geographical boundaries as designated by the Region and Section Activities Committee, the administrative test as to such membership being the mailing address of the member. Upon written request to Headquarters, a member may affiliate with a Section other than the above. The Board may from time to time direct the division of a Section into 2 or more new Sections, the dissolution of a Section, or the consolidation of 2 or more Sections. If the Board directs the dissolution of a Section, remaining funds of the dissolved Section will be redistributed and remaining members of the dissolved Section will be reassigned to another Section(s). Changes in the territorial jurisdiction of Sections shall be approved by the Region and Section Activities Committee upon recommendation and concurrence of the Directors-Regional concerned.

4.4 A Student Branch may be organized at those institutions of accepted standing where the curriculum is designed to prepare students for a professional career in science and engineering. Petition for establishment of a Student Branch may be made to the Board by a voting member of the Institute on the faculty of the institution where the Branch is to be located, and upon the written petition of 15 students in such an institution.

4.4.1 Each Student Branch shall adopt Bylaws conforming to the Standard Bylaws for Student Branches approved by the Board.

4.4.2 The membership of a Student Branch shall include all Student Members of the Institute in an institution designated by the Board as one in which a Student Branch exists. The Board may from time to time direct the dissolution of any Student Branch and such other changes in Student Branch composition, membership, and jurisdiction, as it shall deem advisable.

SECTION V MANAGEMENT

5.1 All elected or appointed officers at all levels must be members of the Institute.

5.2 The Board shall be the governing body of the Institute and shall consist of the President of the Institute, the President-elect, 8 Vice Presidents, 8 Vice Presidents-elect (non-voting), 6 Directors-at-Large, 1 Director-Technical for each Technical Group defined in Article 4.3 of the Constitution and these Bylaws, 1 Director-Regional for each of the Regions defined in these Bylaws, and the Director-Immediate Past President.

5.2.1 The President, or in his absence the President-elect, or in his absence a Board member selected by the Board, shall preside at meetings of the Board. Minutes of each meeting shall be distributed promptly to all members of the Board.

5.2.2 The Board may, by majority vote of members present at a meeting, establish, amend, or annul rules

for the conduct of the affairs of the Institute and for the guidance of Sections, Student Branches, Technical Groups, and Committees. The Board may order the submission of any question to the membership by letter ballot.

5.2.3 Directors-Technical shall direct technical activities of specific Technical Groups including technical meetings and displays and technical communications other than those identified in Section 5.3.8. Directors-Technical shall assist the Vice President-Technical Activities in policy matters relating to the Institute and shall maintain liaison between the Board and their respective Technical Groups.

5.2.4 Directors-Regional shall assist the Vice President-Member Services in policy matters relating to Regions and Sections, and shall maintain liaison between the Board and their respective Regions. They shall visit the Sections and Student Branches within their Regions and shall call and preside over meetings of their Regional Advisory Committees.

5.2.5 The institute shall, to the fullest extent from time to time permitted by the laws, statutory or otherwise, of the State of New York, indemnify each of the directors, officers, and members of the Finance Committee of the institute, and his heirs, executors, administrators, and personal representatives, from and against all judgments, fines, penalties, amounts reasonably paid in settlement, and reasonable expenses, including attorneys' fees, incurred or imposed upon him or them in connection with or resulting from any suit, action, or proceeding, be it civil, criminal, administrative, or investigative, to which he or they may be made a party by reason of his having been heretofore or being now or hereafter a director, officer, or member of the Finance Committee of the institute, even where such suit, action, or proceeding is brought by or in the right of the institute to procure a judgment in its favor.

5.2.6 No Corporate Officer, director, or member of the Finance Committee shall be liable either jointly or severally to the Institute for any loss suffered by the Institute as a result of any action of the Board or action of the Finance Committee or any of its members except in relation to matters as to which such member shall be adjudged in any action, suit, or proceeding to have breached his duty to the Institute by not acting in good faith and with that degree of diligence, care and skill which ordinarily prudent men would exercise under similar circumstances in like positions in the performance of his duties as such member.

5.3 The Corporate Officers shall perform the duties legally or customarily attached to their offices under laws of the State of New York and such other duties as may be required of them by the Board, the Constitution, or the Bylaws of the Institute. All Corporate Officers, except the Executive Director, the Deputy Executive Director, the Secretary, and the Treasurer & Controller, shall be

ex officio, non-voting members of all Standing Committees, except the Nominating Committee. They shall coordinate their activities with each other, as appropriate, to assure the highest possible professional standards for the Institute. The Vice Presidents shall provide direction and guidance to the Executive Director in policy matters within their respective areas.

5.3.1 The President, as the chief executive officer, shall serve as Chairperson of the Board and Chairperson of the Executive Committee. He is accountable to the membership for the overall direction of the affairs of the Institute in accordance with the provisions of the Constitution, Bylaws, and established policies. He is authorized to interpret policy, establish procedures, and, except as specified otherwise in these Bylaws, to render decisions affecting the administrative management of the Institute as he may deem to be in the best interests of the Institute. He shall render to the Board at the expiration of his term of office an annual report covering the activities of the Institute during his tenure, including a statement of its year-end financial position.

5.3.2 The President-elect shall succeed to the Presidency at the beginning of the year following his election, unless earlier succession should be required as provided for in Article 5.4 of the Constitution. Although the President may delegate to the President-elect appropriate responsibilities and authorities, the primary purpose of the latter office shall be to provide the opportunity for the incumbent to familiarize himself with the programs of the Institute and to plan and develop those activities to be emphasized during his term as President. He shall be Chairperson of the Institute Development Committee.

5.3.3 The Vice President-Education shall advise the Board on policy matters pertaining to the educational activities of the Institute. He is charged with the direction of the Student Branch structure, the publication of a student journal, and the direction of the Student Activities, Pre-college Guidance, Professional Member Education, and Academic Affairs Committees. He shall effect close cooperation with educational institutions and appropriate accreditation agencies to ensure high standards of technical education. He shall be Chairperson of the Educational Activities Committee.

5.3.4 The Vice President-Finance shall advise the Board on policy matters pertaining to the financial affairs of the Institute. The Vice President-Finance is charged with the direction of the financial activities, as authorized by the President and the Board. The Vice President-Finance shall be Chairperson of the Finance Committee and the AIAA Board of Directors' Compensation Committee.

5.3.5 The Vice President-International Activities shall advise the Board on policy matters pertaining to the international activities of the Institute. He is charged with the overall direction of international activities, including the Institute's participation in international organizations

of which it is a member, relationships with the United Nations organizations, and special visits and conferences with foreign aerospace groups, as authorized by the President and the Board. He shall be Chairperson of the International Activities Committee.

5.3.6 The Vice President-Member Services shall advise the Board on policy matters pertaining to Regions, Sections, Member Services, Young Professionals, and Career Enhancement activities of the Institute. He is charged with the overall direction of Regions, Sections, Member Services, Young Professionals, and Career Enhancement activities, and coordinates plans for the continued growth and welfare of the Sections and the members. He shall be Chairperson of the Region and Section Activities Committee.

5.3.7 The Vice President-Public Policy shall advise the Board on policy matters pertaining to U.S. government relations and liaison, and public and membership information programs and dissemination. He shall also guide the preparation and dissemination of information to various U.S. government organizations to assist them in formulating U.S. policy decisions having scientific and technical elements. He is charged with the direction of these activities as authorized by the President and the Board. He shall interpret and disseminate public policy set by the Board to the various committees and membership of the Institute. He shall be Chairperson of the Public Policy Committee.

5.3.8 The Vice President-Publications shall advise the Board on policy matters pertaining to the technical information services of the Institute. He is charged with the direction of overall publication activities (with the exception of Student publications and Standards); library services; and such other information activities as may be authorized by the President and the Board. He shall be Chairperson of the Publications Committee and shall be an ex officio member of such editorial advisory boards as may be established for the individual journals and other publications of the Institute.

5.3.9 The Vice President-Standards shall advise the Board on policy matters pertaining to standards activities of the Institute. He is charged with the overall direction of standards activities involving the Standards Executive Council, Standards Technical Council, and Committees on Standards as authorized by the President and the Board, and shall be responsible for the maintenance and updating of AIAA Standards Operating Procedures, assuring their compatibility with legal and government requirements and assuring appropriate coordination with other standards organizations.

5.3.10 The Vice President-Technical Activities shall advise the Board on policy matters pertaining to the technical activities of the Institute. He is charged with the overall direction of technical activities involving Technical Committees, Technical Groups, technical meetings and displays, and technical communications, other than

those identified in Section 5.3.8, as authorized by the President and the Board. He shall ensure appropriate technical emphasis on the various disciplines as required to meet the professional needs of the membership. He shall be Chairperson of the Technical Activities Committee.

5.3.11 The Executive Director shall be the chief administrative officer of the Institute. He is appointed by the President with the advice and consent of the Board, serves at the pleasure of the Board, and shall attend meetings of the Board and the Executive Committee except executive sessions. He shall be accountable to the President for the effective and efficient administration of the Secretariat, including selection, assignment, and supervision of staff personnel, preparation and presentation of operating budgets, coordination of member services, management of Institute meetings and publications, management of outside contract operations, and management and maintenance of all buildings and other facilities. He shall be responsive to the direction and guidance provided by the elected officers of the Institute in their respective areas of responsibility.

5.3.12 The Deputy Executive Director shall assume the responsibilities of the Executive Director in his absence. He is appointed by the President with the advice and consent of the Board, serves at the pleasure of the Executive Director, and shall attend meetings of the Board and the Executive Committee except executive sessions. He shall perform such other duties as may be assigned to him by the Executive Director.

5.3.13 The Secretary shall keep all corporate records of the Institute and shall prepare and distribute agendas and minutes of the meetings of the Board and of the Executive Committee. He is appointed by the President with the advice and consent of the Board, serves at the pleasure of the Executive Director, and shall attend meetings of the Board and the Executive Committee except executive sessions. He shall mail business notices and election ballots to the membership. He shall certify to the election of Officers and Directors and to the actions of the Board. He shall perform such other duties as may be assigned to him by the Executive Director.

5.3.14 The Treasurer & Controller shall be the principal financial staff officer and shall be responsible for the treasury, accounting, audit, internal control, tax, banking, custody, credit, collection, and interpretive functions. He is appointed by the President with the advice and consent of the Board, serves at the pleasure of the Executive Director, and shall attend meetings of the Board and the Executive Committee except executive sessions. He shall coordinate all aspects of budget development, preparation, and control and shall prepare financial reports for the Board, Committees, and Officers as required. His responsibility shall include approval of the accounting or financial provisions of all contracts,

leases, or agreements; investment counsel liaison; provision of adequate insurance and surety bond coverage; and the maintenance of payroll records. He shall perform such other duties as may be assigned to him by the Executive Director.

5.4 All Standing Committees, excepting those specified by the Constitution, shall be established by the President with the approval of the Board. The Board may abolish or consolidate committees and redefine the scope of any committee so appointed. All Standing Committee members must be members of the Institute. Standing Committees shall develop and advise the Board on policy and procedures relating to the administrative and managerial activities of the Institute in prescribed areas of concern. The Standing Committees shall include those committees listed below, and, except as specified for the Executive Committee and Compensation Committee, Chairpersons and members of Standing Committees shall be voting members, shall be appointed by the President, and shall serve for a one-year term or until their successors are qualified and appointed. Appointments are renewable. All appointments shall be accomplished as soon as possible each year after the Annual Business Meeting. The quorum for a Standing Committee, unless specified, shall be the simple majority of the voting members of the Committee.

5.4.1 The Academic Affairs Committee shall develop and recommend to the Board policies and procedures to effect close cooperation with educational institutions and appropriate accrediting agencies to encourage high standards of technical education.

5.4.2 The *Aerospace America* Steering Committee shall develop and recommend to the Board policies and procedures concerning the overall business, technical, and administrative operations of *Aerospace America* including, but not limited to, technical oversight, marketing, advertising, and financial accountability. The Committee, reporting to the Director-Immediate Past President, will consist of the Vice Presidents Member Services, Technical Activities, Public Policy, and Publications. The Chairperson shall serve a one-year term and rotate among the Vice Presidents. An Advisory Board shall be appointed by the Committee to represent the broad interests of the Institute.

5.4.3 The Audit Committee shall serve as a focal point for communication between the Board and the independent accountants of the Institute. It shall assist the Board in fulfilling its fiduciary responsibilities by developing and recommending to the Board financial accounting policies and reporting practices, and a system of internal financial controls.

The Committee shall review the scope and general extent of the examination to be performed prior to each year's audit. It shall review the financial results, upon completion of the audit, with the Executive Director and the independent accountants, prior to their release.

The Committee shall consist of a Chairperson, 3 Board members, and 3 Finance Committee members. The Vice President-Finance and the Treasurer & Controller shall serve as ex officio, non-voting members.

5.4.4 The Career Enhancement Committee shall develop and recommend to the Board policies and procedures relating to matters concerned with the career relations and development of members including such matters as pensions, certification, ethics, manpower, employment, conditions of employment, and benefits.

5.4.5 The Compensation Committee shall be responsible for staff management overview and staff compensation policies. Specifically, it shall have responsibility for making recommendations and approving compensation for the Executive Director. It shall be responsible for reviewing and making recommendations to the Board, for approval of all contracts between the AIAA and the Executive Director. It shall be responsible for reviewing and approving the compensation recommendations for senior management. Based on the current AIAA organization, the committee shall annually recommend to the Board for approval, those institute personnel to be considered senior management. The committee shall be responsible for reviewing the senior management incentive program criteria and structure, and overall staff benefits. The committee shall meet at the call of the chair but not less than once annually. The committee shall report matters under its cognizance to the Board whenever the committee deems necessary or whenever significant changes to compensation are needed or proposed, but not less than once annually at the January meeting in an Executive Session. The committee shall be chaired by the Vice President-Finance and consist of the Vice President-elect, Finance (non-voting member), the Immediate Past President, and three active members of the Board, with one being selected each year by the Vice President-Finance and approved by the incumbent president to serve up to 3 successive one year terms.

5.4.6 The Corporate Member Committee shall develop and recommend to the Board policies and procedures related to Corporate Membership and provide information as to the views of the Corporate Members on the activities of the Institute. The Committee shall be composed of an appropriate representation of the various Corporate Member organizations. The Chairperson shall be appointed by the President with the approval of the Board and shall be invited to attend meetings of the Board and report on the activities of the Committee.

5.4.7 The Educational Activities Committee shall develop and recommend to the Board policies and procedures relating to educational matters.

5.4.8 The Emerging Technologies Committee shall develop and make recommendations to the Board

relating to Institute activities in new technologies and programs. The committee will identify new technologies and programs that the Institute should promote and support and will identify the champions that will lead these efforts. The Institute involvement may include the establishment of new program committees, technical committees, working groups, short courses, publications, or other activity as is appropriate for the technology or program.

5.4.9 The Ethical Conduct Panel shall be charged with administering the Code of Ethics and other Internal Governance Policies created under paragraph 3.3.6 above, and shall recommend to the Board such action as is required, including recommending to the Board the censure, suspension, or expulsion of a member who the Ethical Conduct Panel finds to have violated the Code or Policies.

5.4.10 The Executive Committee shall consist of the President, as Chairperson, the President-elect, the Vice Presidents, the Director-Immediate Past President, and 2 other members of the Board appointed each year by the President with the advice and consent of the Board. The Executive Committee shall meet on call of the Chairperson or 3 voting members of the Committee. A quorum shall consist of 4 voting members. The Executive Committee shall interpret policies as established by the Board, establish procedures to guide the operation of the Secretariat, and direct the affairs of the Institute as empowered by the Board. It may, by a majority vote, act on any business of the Institute except that it shall not have the authority to amend these Bylaws or to remove any officer of the Institute. Minutes of each meeting of the Executive Committee, to include statements of all decisions reached and actions authorized by the Committee, shall be mailed promptly by the Secretary to each member of the Board. All decisions and all actions authorized by the Committee shall be binding and shall stand unless specific objections are recorded in writing with the Secretary by at least five members of the Board within 15 days after the date of the mailing of the minutes wherein the subject matter was considered, unless acted upon by the Board in the interim. In the event such objections are received by the Secretary, they shall immediately be brought to the attention of all members of the Committee and the matter shall be held in abeyance pending consideration by the Board of the objections received.

5.4.11 The Finance Committee shall develop and recommend to the Board policies and practices relating to matters concerning the financial affairs and activities.

5.4.12 The Honors and Awards Committee shall develop and recommend to the Board policies and procedures relating to matters concerning the establishment and award of honors and awards. The Chairperson of the Honors and Awards Committee shall be appointed by the President with the approval of the

Board and shall be invited to attend meetings of the Board and report on the activities of the Committee.

5.4.13 The Institute Development Committee shall serve the Board in fostering the continued development and improvement of the Institute. It shall evaluate organizational changes and changes in Institute services. It shall stimulate, consider, and evaluate new initiatives and monitor them to the point at which they are implemented or rejected. It shall oversee the formulation of and monitor the Institute's long-range plans, and shall advise the Board on implementing formal associations with other professional organizations. The Chairperson of the Institute Development Committee shall be the President-elect. Committee members, who shall be appointed by the President, shall include the Vice President-Finance and at least 1 Technical Director, 1 Director-at-Large, and 1 Regional Director.

5.4.14 The International Activities Committee shall develop and recommend to the Board policies and procedures relating to the international activities of the Institute.

5.4.15 The Membership Committee shall develop and recommend to the Board policies and procedures relating to matters concerned with membership grade and applications, membership development, membership retention, and member dues policy.

5.4.16 The Pre-college Guidance Committee shall develop and recommend to the Board policies and procedures relating to career guidance activities and shall effect close coordination with all appropriate organizations and agencies devoted to career guidance.

5.4.17 The President's Advisory Committee shall advise the President on overall management policies and practices. The Committee shall meet at the call of the President and shall consist of the Immediate Past President as Chairperson, the President-elect, two additional current members of the Board selected by the President, and one other AIAA member selected by the President. The Executive Director shall be an ex officio, non-voting member of the Committee.

5.4.18 The Professional Member Education Committee shall develop and recommend to the Board policies and procedures relating to the educational needs of the Aerospace community.

5.4.19 The Public Policy Committee shall develop and recommend to the Board policies and procedures relating to matters concerned with U.S. government relations and liaison and to public and membership information programs and dissemination. The Committee shall also actively identify and pursue opportunities for Institute contributions of information to the policy-making process. To fulfill this objective, the Committee shall encourage and stimulate membership involvement in public policy formulation and implementation and shall establish and maintain mechanisms for communicating

with the public sector and with U. S. government organizations.

5.4.20 The Publications Committee shall develop and recommend to the Board editorial and publication policies and practices. Technical Committee Chairpersons and the Editors in chief of the publications shall be ex officio, non-voting members of the Publications Committee.

The Publications Committee will develop, promulgate, and implement policies and procedures for the enforcement of publication ethical standards guidelines involving the Institute's technical journals, books, or other publications under the direct purview of the Publications Committee. The publication ethical standards guidelines will specify censures and consequences. They will be provided to all authors and editors and will be reviewed and updated as deemed appropriate.

5.4.21 The Region and Section Activities Committee shall develop and recommend to the Board policies and procedures relating to matters concerned with Section and Regional activities in the areas of finances, programs, activities, and organization.

5.4.22 The Standards Executive Council shall ensure the proper pursuance of the AIAA Astronautical Standards Program, including the development of AIAA Astronautical Standards.

5.4.23 The Student Activities Committee shall develop and recommend to the Board policies and procedures relating to all student activities.

5.4.24 The Technical Activities Committee shall develop and recommend to the Board policies and procedures relating to matters concerning technical and professional activities.

5.4.25 The Young Professional Committee shall develop and recommend to the Board policies and procedures relating to all matters concerned with programs and activities directed primarily toward the younger members of the Institute.

5.5 The Technical Committees shall be established by the President with the approval of the Board on the recommendation of the Vice President-Technical Activities and by the Technical Activities Committee. The Board may abolish or consolidate Committees and redefine the scope of any Committee so appointed. Technical Committees shall be established to cover the major areas of professional interests of the Institute. The functions of the Committees shall be to assist the Institute in developing programs for meetings and other technical communications in specialized areas of professional interest and to provide the Institute with authoritative opinion on specialized subjects in their prescribed areas of concern. Committees shall be responsible for the scope, organization, and technical content of the meetings within their specific areas of competence.

All Technical Committee members must be members of the Institute. Chairpersons of Technical Committees shall be elected by the Technical Committee membership and certified by the Vice President-Technical Activities. Members of Technical Committees may be nominated by the Chairperson of each Committee and shall be certified by the Vice President-Technical Activities. The Chairpersons of all Technical Committees shall serve for 2 years or until their successors are selected and qualified and may serve for 1 additional successive term. Members of all Technical Committees shall serve for 1 year and may serve for not more than a total of 3 successive terms on the same Committee except that, upon recommendation of the majority vote of the Technical Committee, the Vice President-Technical Activities may appoint a Chairperson or members for additional successive terms. The membership of any Technical Committee shall be limited to a maximum of 35 including the Chairperson unless an increase is approved by the Technical Activities Committee. All positions shall be filled as soon as possible after the Annual Business Meeting of the Institute.

5.6 Technical Working Groups shall be established by the Vice President-Technical Activities with the approval of the Technical Activities Committee when an interested group of at least 15 members petitions the Technical Activities Committee for approval. A set of operating regulations for the proposed Technical Working Group shall be included in the petition. Technical Working Groups shall be assigned to a Technical Group (and a Technical Committee, if appropriate) as determined by the Technical Activities Committee. The Technical Activities Committee may abolish or consolidate working groups and define the scope of any Technical Working Group so appointed. Technical Working Groups shall be established to provide a forum for the informal exchange of knowledge and information to complement and improve the mutual understanding between organizations and individuals working the particular field of interest. The functions of the Technical Working Groups shall be to assist the Institute through the Technical Groups and Technical Committees, as appropriate, in developing programs for meetings and other technical communications in specialized areas of professional interest and to provide the Institute with authoritative opinion on specialized subjects in their prescribed areas of concern. Chairpersons of the Technical Working Groups shall be appointed by the Vice President-Technical Activities with the approval of the Technical Activities Committee on recommendation of the Directors-Technical to which they are assigned. Members of the Technical Working Groups may be nominated by the Chairperson of each Technical Working Group, Technical Committee, or Director-

Technical and shall be appointed by the Vice President-Technical Activities.

5.7 Technical Groups shall be established by the President with the approval of the Board on the recommendation of the Vice President-Technical Activities and the Technical Activities Committee. The Board may abolish, consolidate, or reorganize Technical Groups. Each Technical Group shall consist of related Technical Committees and shall be directed by a Director-Technical. With the concurrence of the Vice President-Technical Activities, Directors-Technical may appoint Deputies and delegate to them some of their authority and responsibility. In the case of vacancy in the office of Director-Technical, the respective Technical Group shall be directed by a Technical Group Manager. Technical Group Managers shall be appointed by the President, upon recommendation of the Vice President-Technical Activities, for a term of office not exceeding 1 year. By virtue of this appointment, they shall assume all the authority and responsibility of Directors-Technical, except that they shall not become members of the Board.

5.8 The Editors in chief of the archive publications shall be responsible for maintaining the scope, organization, and content of the publications to which they are appointed. In the exercise of their authority, they shall be guided by objective high standards of selection in order to represent fairly the technical interest of the membership. The Editors in chief shall guarantee every author a fair and prompt review according to procedures set forth by the Publications Committee in a published procedure. They also shall guarantee the right of rebuttal in the event of any disagreement. The Editors in chief and the Associate Editors shall be appointed by the President in consultation with the Vice President-Publications. Appointments of the Editors in chief must be ratified by the Board. The Editors shall have normal terms of 3 years and shall serve until replaced by their successors. Honoraria may be provided for volunteer Editors.

5.9 Regional Advisory Committees, in addition to proposing nominees for the position of Regional Directors as specified by the Constitution, shall serve as the media for providing for active Section participation in the development of overall Institute policies and procedures.

5.10 The fiscal year of the Institute shall end on September 30. Each AIAA committee shall be responsible to ensure that any finances allocated to the committee are properly managed and tracked on a periodic basis in accordance with the accounting and reporting practices determined by AIAA's Finance Committee. Each committee shall submit an accounting of its finances within 30 days after fiscal year-end.

5.11 All real estate contracts, agreements, deeds, conveyances, and all legal instruments shall be

executed and signed by such Corporate Officers or persons on behalf of the Institute as may be directed and designated by resolution of the Board. All other purchases, contracts, agreements and legal instruments shall be executed and signed by the Executive Director or such other Staff Officer he may designate except where the value is in excess of \$500,000 in which instance the Executive Director and one other Staff Officer shall both sign. All checks or drafts for disbursements of funds and withdrawals of any moneys, or for the purchase and sale of any securities, shall be made, signed, and executed by such Corporate Officers or persons as may be directed and designated by resolution of the Board.

SECTION VI MEETINGS

6.1 Robert's Rules of Order, "Newly Revised" shall govern the procedure at all meetings. Unless otherwise provided by statute or by these Bylaws, all elections and all questions shall be decided by a majority of the votes cast.

6.2 All other aspects of the scheduling and conduct of meetings shall conform to the provisions set forth in Article VII of the Constitution.

6.3 The Annual Business Meeting of the Institute shall be held each year at a time and location to be determined by the Board.