



## **BYLAWS**

### **Article I: Association**

The name of this Association shall be the Professional Aviation Maintenance Association, Inc. (“PAMA”).

### **Article II: Purpose**

The purpose of the trade association is to promote professionalism among aviation maintenance personnel, to foster, improve and recognize methods, skills, learning, and achievement in the field of aviation maintenance, to communicate to aviation maintenance professionals through publications and meetings, and to collaborate with other organizations and government entities in matters related to aviation maintenance.

### **Article III: Membership**

#### **Section 1: Regular Membership**

To be eligible for regular membership, an applicant must be certificated under Federal Aviation Administration (FAA) Title 14 Code of Federal Regulations (CFR) part 65, subpart D—Mechanics or Subpart E—Repairman, or foreign national aviation authority equivalent, or hold a Federal Communications Commission General Radio and Telephone certificate.

#### **Section 2: Associate Membership**

To be eligible for associate membership, an applicant must be an individual actively engaged in the field of aviation and not otherwise eligible for membership (e.g., consultant, etc.).

#### **Section 3: Student Membership**

To be eligible for student membership, an applicant must be enrolled in an avionics or FAA 14 CFR part 147 airframe & powerplant program or participating in an apprenticeship or internship program.

#### **Section 4: Honorary Membership**

To be eligible for honorary membership, an applicant must be approved by the Board of Directors.

### **Section 5: Company Membership**

To be eligible for company membership, the applicant must be a corporate entity actively engaged in aviation and not otherwise eligible for membership (e.g., manufacturers, airlines, repair stations, parts distributors, etc.).

### **Section 6: Educational Membership**

To be eligible for educational membership, an institution must hold an FAA 14 CFR part 147 certificate.

### **Section 7: Military Membership**

To be eligible for military membership, an applicant must be an armed forces technician with relevant aviation maintenance experience.

### **Section 8: Voting Rights**

Each regular, associate, company, educational, honorary, or military member is permitted one vote, companies or schools with multiple locations will only be permitted one vote.

## **Article IV: Association Meetings**

### **Section 1: Annual Meeting**

Annual meetings will be held in a manner and place as designated by the Board of Directors.

The Board will provide written notice of the meeting through its email communications and on its website.

### **Section 2: Board of Director Meetings**

The Board of Directors will hold at least two meetings each year. The time and place for such meeting will be announced at least thirty (30) days in advance.

A special meeting of the Board of Directors may be called by the president.

### **Section 3: Business Conducted Without a Meeting**

Except as otherwise provided by law, the Board may, at the request of the president, take any action or adopt any resolution by approved electronic means. Such action or resolution shall be authorized, approved, and adopted upon receiving the affirmative vote of at least a majority of the votes returned within the time specified.

## **Article V: Voting**

### **Section 1: Board of Directors**

At all meetings of the Board of Directors, fifty percent (50%) of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business.

The act of a majority, fifty percent (50%) plus one (1), of the Directors present at any meeting at which there is a quorum shall be the act of the Board except as otherwise specifically provided in these bylaws or by statute.

### **Section 2: General Membership**

Business requiring a vote of the general membership will be done by electronic ballot or mail ballot.

The act of a majority, fifty percent (50%) plus one (1), of those returning ballots shall be considered as the act of the Membership except as otherwise specifically provided in these bylaws or by statute.

## **Article VI: Directors and Officers**

### **Section 1: Board of Directors**

The Board of Directors shall consist of:

- Three elected officers, including president, vice president and secretary/treasurer (collectively, the “Executive Committee”),
- The president of each Chapter,
- Eleven directors, appointed—with board approval—by the president, and
- The immediate past president.

The Board’s composition should reflect the membership’s geographical diversity and represented segments. To the greatest extent possible, the Board should include regular, associate, educational and company member representation.

### **Section 2: Terms**

Elected directors other than those who represent Chapters will serve a two-year term and no more than two consecutive terms.

Officers will serve a two-year term. Officers may serve no more than two consecutive terms in any one elected office. Only one office may be held at a time.

### **Section 3: Voting**

Each member of the Board shall be entitled to one vote.

#### **Section 4: Executive Committee**

The Executive Committee shall have full authority and responsibility of carrying out the duties of the Board of Directors between meetings of the Board. Two members shall constitute a quorum for the transaction of business.

Executive Committee meetings may be called by the president who will also act as the Executive Committee chairman. The Executive Committee shall not have authority to reverse any decision of the Board of Directors nor shall it have authority to divest the Board of Directors of any of its powers. The Executive Committee shall report in writing within five days to the Board of Directors any action taken at its meetings.

#### **Section 5: Selection of Directors**

At the president's discretion, the nominating committee chairman will present appointment nominees to the Board.

Vacancies on the board may be filled by president appointment, as approved by the Board.

#### **Section 6: Officers**

The Nominating Committee will select a slate of nominees for positions that will be vacated during the next year.

The Board of Directors will vote on the prepared slate. In the event that a negative vote occurs for a slated candidate, a new nominee will be selected by the Board voting as a whole.

Vacancies, for the unexpired portion of a term, will be filled by action of the Board at a regular meeting.

In the event a person fails to fulfill the responsibilities of an office, the position may be declared vacant by a majority of the Board at any official meeting.

### **Article VII: Chapters**

Ten (10) members of this Association may associate to form a chapter of such association. Chapter charter approval and revocation is at the discretion of the board. The president of each Chapter will serve as the official Chapter Representative on the Board of Directors.

The board may periodically set criteria for chapter creation and development so long as the criteria and subsequent revisions are properly communicated and made available to the membership.

Each chapter member shall first be a member of the National Association.

### **Article VIII: Finances**

The funds and assets are to be maintained to the credit of the Association. Funds shall be dispersed as budgeted by the Board of Directors.

PAMA has no control over chapter funds.

The treasurer will maintain online access to the banking accounts and ensure adherence to generally accepted accounting principles including regular review and reconciliation of bank statements.

The fiscal year of this Association shall be January 1 to December 31.

#### **Article IX: Dues**

Membership dues will be reviewed and set by a vote of the Board of Directors, determined by the Association's budgetary requirements.

Membership fees will be renewable on member's anniversary month each year.

#### **Article X: Amendments**

##### **Section 1: Amendments by the Board**

The Board of Directors, by a majority vote of the entire Board, may alter, amend or repeal the Articles of Incorporation and these Bylaws. Proposed amendments shall be sent to the Board of Directors no later than fifteen (15) days prior to the scheduled vote. The Board may waive the fifteen (15) day requirement by a two-thirds vote of the members of the Board present and voting at a meeting.

##### **Section 2: Record of Revisions**

A record of alterations, amendments to or repeal of the Bylaws will be maintained in Appendix A.

#### **Article XI: Dissolution**

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**Appendix A: Bylaw Revisions**

<b>Rev No.</b>	<b>Section/Title</b>	<b>Adoption Date</b>	<b>Revision</b>	<b>Purpose</b>
1	Article Two, Purpose	March 24, 2000	Remove second paragraph	The paragraph does not amplify our purpose, is untrue (we are not non-profit), is misleading (some think the term “non-union” means anti-union), and is unnecessary (and unconstitutional) because our by-laws are already specific on the methods by which changes are affected.
1	Article Three, Section 1	March 24, 2000	Add FCC Certified Avionic Technicians to those eligible for Regular Membership	To appropriately recognize the status of the certificated Avionics maintenance professional and encourage their active participation in determining the destiny of their Chapter, their Region, and the Board of Directors.
1	Article Three, Section 2	March 24, 2000	Change to: Associate Membership, Voting Permitted on Chapter Issues, Non- Voting on National Issues	The Associate members are traditionally among the most active in our Chapters. Many organize, coordinate and actually run most of the Chapter functions. They pay the same dues as a Regular Member. Their involvement should be elevated to voting on the issues which most affect their Chapter business.
1	Article Nine, Section E	March 24, 2000	Change to read: Each Chapter Member shall first be a member of the National Association.	PAMA is an organization of individual aviation maintenance professionals, which may also be organized into Chapters. Chapter affiliation is a benefit of and a subset of

				National membership. The strength of the National Organization is determined, in part, by the size of its membership roster. Chapter membership without National membership weakens the National effort through reduced funding and participation.
2	Title	April 27, 2004	Remove Series 10-4 from the title of the PAMA Bylaws	To make the bylaws a “stand alone” document. The original Bylaws were encompassed within the original Policy and Procedures as Series 10-4. The Governance Policy has replaced the Policy and Procedures, hence there is no series 10-4.
2	Article Three, Section 5:	April 27, 2004	Change the title of the selected “Company Representative to the Board of Directors” to “Industry Advisor to the Board of Directors.”	Purpose: Our current Bylaws do not mirror the new Governance Policy, G-11, Role of the Industry Advisors.
2	Article Four:	April 27, 2004	Change the title for Article Four to “Association Meetings	Purpose: Change the title to reflect the article.
2	Article Four	April 27, 2004	Add Item E) and Item F)	Our current Bylaws do not take into consideration the advancements in technology that could be used to conduct Association business. Conducting business using these means, while not being permitted

				within our Bylaws could render the business out of order.
2	Article Five, Section 1	April 27, 2004	Add Item C)	Our current Bylaws do not take into consideration the advancements in technology that could be used to conduct Association business. Conducting business using these means, while not being permitted within our Bylaws could render the business out of order.
2	Article Seven, Section 1	April 27, 2004	Change the title of Company Representative to Industry Advisor	The current Bylaws do not reflect the new Governance Policy G-11, Role of the Industry Advisor.
2	Article Ten	April 27, 2004	Change "... in accordance with the Policy and Procedures Manual – Series 20-21 Association Funds Management." To "... in accordance with the Governance Policy, G-7, Role of the Treasurer."	The reference to "Series 20-12" no longer exists, and was replaced with the new Governance Policy G-7 Role of the Treasurer.
3	Article Five, Section 2	June 2015		Allow the electronic (internet, fax or other future electronic methods) and mail-in voting for all business requiring a vote by the general membership
4		July 2015		Add a footer stating By-laws amendment date, Secretary signature line for due



				process and a copyright statement on each page of the By-laws
4	Article Three, Section 5	July 2015	Change “The Board of Directors shall appoint four company member advisers.” to “The Chairman shall select the industry advisers in accordance with Article 7, Section 1.A)3.”	
4	Article Seven, Section 2	July 2015	Add to: G) Officers shall be members in good standing.	
4	Article Ten	July 2015		“The fiscal year of this Association shall be July 1 to June 30.” to “The fiscal year of this Association shall be January 1 to December 31.”
4	Article Ten	July 2015		The Treasurer shall be responsible for arranging for quarterly internal audits plus providing annual audits by a Certified Public Accountant.” To “The Treasurer shall be responsible for arranging for annual process audits by a qualified auditor and physical audits once every four years by a Certified Public Accountant.”

5	All	May 29, 2018	Complete overhaul of bylaws	To streamline and simplify governance. Restructured the number of directors, gave chairman director appointment powers, created an executive committee to make governance decisions between board meetings, gave the board more flexibility to make decisions without required membership vote, removed annual meeting requirement, changed director and officer terms to two years, removed requirement that officers also hold regular membership, removed non-required provisions (i.e., allowance for board meetings via telephone), added record of revisions table.
6	Article II	June 8, 2018	Revised entire purpose paragraph	Reworded for grammatical correctness and ease of reading (no substantive changes)
6	Article III, sections 2 and 5	June 8, 2018	Revised corporate and associate membership category descriptions	Made proper distinction between the two categories
6	Article VII	June 8, 2018	Revised chapter governance language to remove incorporation by reference	Documents referenced were outdated, changed the language to be more generic and provide more flexibility for board oversight
7	All	Oct. 2, 2018	Changed title of PAMA Chairman	Better distinguish between elected association leader

			to President throughout	(i.e., president) and head of a committee (i.e., chairman)
7	Article VI, Section 1	Oct. 2, 2018	Add four additional director positions	Allow for increased aviation segment representation, and maintain odd number of directors
7	Article III, Section 3	Oct. 2, 2018	Revise student membership description	Remove military experience eligibility provision, which is correctly provided under the active military membership.
8	Article VI, Sections 1 and 2 Article VII	Jan. 26, 2022	Added Chapter presidents to the board of directors composition	To include chapter feedback in national board deliberations