

Professional Aviation Maintenance Association

South Texas Chapter Bylaws

Article I: Association and Territory

This organization is chartered as a Chapter of the Professional Aviation Maintenance Association (“PAMA”) by the PAMA National Board of Directors (“National Board”). The Chapter name shall be the PAMA South Texas Chapter (“Chapter”).

The PAMA South Texas Chapter shall cover territory in the state of Texas south of Interstate 20 (“Territory”).

Article II: Purpose

The purpose of the Chapter 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

Any person within the Territory who is a member in good standing of PAMA is automatically deemed a member of the Chapter. Individuals that are not members of PAMA are not eligible for Chapter membership.

Each regular, associate, company, educational, honorary, or military member of PAMA is permitted one vote.

Article IV: Meetings

The Chapter Board of Directors (“Chapter Board”) will hold at least two board meetings each year. Board meetings will be open to all Chapter members in good standing. The time and place for board meetings will be announced through email communication and on the Chapter website at least thirty (30) days in advance.

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

Except as otherwise provided by law, the Chapter Board may, at the request of the Chapter 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.

In addition to the required board meetings, the Chapter will hold Chapter meetings as directed by the Chapter Board, which shall be open to all Chapter members in good standing.

Article V: Voting

At all meetings of the Chapter Board, 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.

Article VI: Governance

Section 1: Board of Directors

The Chapter Board is the governing body that determines the policy, goals and management objectives of the Chapter. The Chapter Board shall consist of:

- Four elected officers, including president, vice president and secretary and treasurer (collectively, the “Executive Committee”)
- The immediate past president.
- Elected directors (“Directors”), as elected by the board.

Section 2: Officers

Chapter officers as such shall not receive compensation for their service as officers, but the Chapter Board may authorize reimbursement of expense incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expense by designated officers of the Chapter.

Chapter officers and their respective duties are as follows:

President. The President shall be the principal elective officer of the Chapter and shall preside at meetings of the Chapter and the Chapter Board and shall be a member with right to vote on all committees except the nominating committee. It is his or her responsibility to appoint all chairpersons of committees. The President shall perform all duties that normally are a part of the office or are delegated to him or her by the Chapter Board. The President shall present a proposed budget for the next fiscal year by the first regular meeting of the fiscal year.

Vice President. The Vice President shall assist the President and may be delegated by the President to perform his or her duties in the event of temporary disability or absence from meetings. The Vice President shall have the primary responsibility to coordinate the functioning of all committees and other duties as the President or the Chapter Board may assign. The Vice President may be elected to succeed to the office of President at the end of the term of the President or should that office become vacant.

Secretary. It shall be the Secretary’s duty to give notice of and attend all meetings of the Chapter, to keep a record of all proceedings and the director roster, to attest documents and perform such other duties as are usual for such officials or as may be duly assigned. to keep an account of all money received and expended for the use of the Chapter, and shall make disbursements authorized by the Chapter Board and approved by the President and such other officers as the Chapter Board may prescribe. The Treasurer shall see that all sums are deposited in the Chapter bank account and shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only upon the signature of persons approved by the Chapter Board.

Treasurer. It shall be the Treasurer's duty to keep an account of all money received and expended for the use of the Chapter, to maintain and deliver receipts for expenditures to PAMA National, and shall make disbursements authorized by the Chapter Board and approved by the President and such other officers as the Chapter Board may prescribe. The Treasurer shall see that all sums are deposited in the Chapter bank account and shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only upon the signature of persons approved by the Chapter Board.

Section 3: Term

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

Section 4: Elections

Officers and/or directors shall be elected annually by the Chapter Board.

Directors and officers may be elected by a majority vote of the Chapter Board.

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

Section 5: Executive Committee

The Executive Committee shall have full authority and responsibility of carrying out the duties of the Chapter Board 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 Chapter Board nor shall it have authority to divest the Chapter Board of any of its powers. The Executive Committee shall report in writing within five days to the Chapter Board any action taken at its meetings.

Section 6: Committees

The President shall annually appoint such standing, special or subcommittees as may be required by the Bylaws or as the President may find necessary.

Section 7: Indemnification

The Chapter may, by resolution of the Chapter Board, provide for indemnification by the Chapter of any and all directors and officers, or former directors and officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Chapter, except in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of their

duties and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. Indemnification, if granted, shall be limited to acts within the scope of the duties of one acting on behalf of the Chapter.

Article VII: Finances

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

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 the Chapter shall be January 1 to December 31.

Article VIII: Dues

Each Chapter member must maintain current membership with the national association. The Chapter Board shall determine any additional annual dues for members of the Chapter.

Any Chapter initiation fees, dues or assessments, over and above PAMA national membership dues will be reviewed and set by a vote of the Chapter Board, determined by the Chapter's budgetary requirements.

The Chapter Board shall determine the time and payment of initiation fees, dues and assessments. The Chapter Board shall also determine when said initiation fees, dues and assessments are delinquent.

Article IX: Charter Revocation

The National Board may revoke chapter charter for any reason, and in its sole discretion. Notice of revocation shall be provided at least sixty (60) days in advance, so that the Chapter is given the opportunity to address the National Board concerns.

Article X: Amendments

The Chapter Board, by a majority vote of the entire Chapter Board, may alter, amend or repeal these Bylaws, subject to approval by the National Board. Proposed amendments shall be sent to the Chapter Board no later than fifteen (15) days prior to the scheduled vote. The Chapter Board may waive the fifteen (15) day requirement by a two-thirds vote of the members of the Chapter Board present and voting at a meeting. A record of alterations, amendments to or repeal of the Bylaws, if any, will be maintained in Appendix A.

Article XI: Dissolution

Upon the dissolution of this Chapter, 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.