

Aircraft Electronics Association Bylaws

Revised September 2010

ARTICLE I NAME, OFFICES and PURPOSE

Sec. 1.01. NAME.

The name of this Association shall be AIRCRAFT ELECTRONICS ASSOCIATION.

Sec. 1.02. PRINCIPAL OFFICE.

The principal office of the Association shall be located in the City of Lee's Summit, Missouri. The Association may have such other offices, as the Board of Directors may determine, as the affairs of the Association may require from time to time.

Sec. 1.03. REGISTERED OFFICE AND REGISTERED AGENT.

The Association shall have and continuously maintain in the State of Incorporation a registered office, and a registered agent whose office is identical with such registered office, as required by the laws of the state of incorporation. The address of the registered office may be changed from time to time by the Board of Directors.

Sec. 1.04. PURPOSE.

The Association is established as a non-profit trade association for the purpose outlined in its charter as well as those listed here:

- To facilitate and support the development and implementation of uniform government regulations and industry standards for the aircraft electronics industry.
- To facilitate, support, and provide aircraft electronics training, particularly in the area of required recurrent training.
- To provide a responsive organizational structure that effectively deploys resources and voluntary leadership for maximum Member benefit.
- To listen and respond to members with timely and accurate information on the state of the industry, on regulatory issues, and on business practices that have a direct and material impact on operations.
- To provide an open forum to discuss and promote mutual and complementary business relationships between Regular and Associate Members.
- To support the AEA Educational Foundation.
- To promote law and guidance that benefits the avionics community with improved standards of safety and business opportunities.

ARTICLE II MEMBERSHIP

Sec. 2.01. CLASSES OF MEMBERSHIP.

The Association shall have six (6) categories of members. Each membership class shall meet the qualification requirements specified on the Membership Application Form.

Sec. 2.01A.REGULAR MEMBER. Regular Members are as follows:

2.01A (1). A Regular Member must have an FAA Part 145 certified repair station, or its equivalent, if not in the United States.

2.01A (2). A Regular Member is an organization whose avionics activity is primarily in the sales, service and installation of avionics equipment and/or instruments for third parties, and whose business does not derive the majority of its total gross revenue from the manufacturing or distribution of new or used avionics equipment, instruments or supplies, nor from the operation of aircraft.

Sec. 2.01B. ASSOCIATE MEMBER. Associate Members are as follows:

2.01B (1). An Associate Member is an organization that derives the majority of its gross revenues from the manufacturing and/or distribution of new or used avionics equipment, instruments or supplies.

2.01B (2). An Associate Member may also be an organization with an acceptable avionics related business activity which is eligible to apply for Members as an Associate Member and is not eligible to apply for Membership under any other Membership classifications.

Sec. 2.01C. ACADEMIC MEMBER. Academic Members are as follows:

2.01C (1). An Academic Member is a school or college offering avionics or maintenance training.

Sec. 2.01D. CORPORATE/COMMERCIALOPERATOR MEMBER.

2.01D (1). Corporate/Commercial Operator Members are FAA Part 145 certified repair stations, or its equivalent, if not in the United States, that exclusively service their own aircraft or fleets of aircraft and do not perform work for third parties.

Sec. 2.01E. DELEGATED ENGINEERING AUTHORITYMEMBER

2.01E (1). A Delegate Engineering Authority Member is an entity delegated to approve data on behalf of its respective regulatory authority.

Sec. 2.01F. AFFILIATE MEMBER.

2.01F (1) Affiliate Members are aviation businesses, associations, organizations, or regulatory agencies that have an interest in the business of AEA but that are not otherwise eligible for Membership in AEA. Affiliate Members will have no voting rights in any Association matters.

Sec. 2.02. VOTING RIGHTS.

Each member present and voting or represented by proxy, except an Affiliate Member, shall be entitled to one vote on each matter submitted to a vote of the membership if their membership is in good standing.

Sec. 2.03. TERMINATION OF MEMBERSHIP.

Any member may be terminated by the Association if the member (1), is in default of payment of dues or other debt to the Association or (2), no longer meets the criteria for its membership category, unless such company has apprised the President of the change in its category and sought to be appropriately reclassified, or (3), no longer meets the criteria for any of the membership categories. Upon termination, the Association shall provide the member with 15 days written notice, including the reason or reasons for termination; if it is not appealed then this becomes final written notice enforcing termination. Between the time notice is received and five days

before the date termination becomes effective, the member may present to the President reasons why the membership should not be terminated. The reasons may be presented in writing or orally, and if reasons are presented, then the President shall provide a final written notice either retracting the termination or enforcing it.

2.03A A member may appeal the final written notice enforcing termination to the Board of Directors under the following provisions. The President must receive notice of appeal within ten days after the date that the Association provided final written notice enforcing the termination. The President shall schedule an opportunity for the member to be heard before the Board, to coincide with a scheduled Board Meeting. The member may present evidence before the Board or may present evidence through an attorney or other representative. The Board may only reverse the decision of the President upon a finding of clear error, and if the Board reverses the President's decision, then the member's membership privileges shall be reinstated.

Sec. 2.04. RESIGNATION.

Any member may resign by notifying the Association's Headquarter Office by mail, telephone, facsimile, or email. This resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Sec. 2.05. [Reserved]

Sec. 2.06. TRANSFER OF MEMBERSHIP.

Membership in this Association is not transferable or assignable.

Sec. 2.07. ANNUAL DUES. The Board of Directors shall determine the initiation fee and the annual dues for each class of Membership.

**ARTICLE III
MEETINGS**

Sec. 3.01. ANNUALMEETING. The annual meeting of the members shall be held at such time and place as determined by the Board of Directors. It will be for the purpose of transacting business as may come before the meeting.

Sec. 3.02. SPECIALMEETING. A special meeting of members may be called at any time by the Chairman, the President, a majority of the Board of Directors, or by a group of members having not less than 10 percent of the votes entitled to be cast at such a meeting.

Sec. 3.03. PLACE OF MEETING. The Board of Directors shall designate a place of meeting for the annual meeting and/or any special meeting. If no designation is made, the place of meeting shall be the registered office of the Association in the state of incorporation or the Association's principal office. If a quorum of the voting members shall meet at any time or any place, and consent to the holding of the meeting, such meeting shall be valid, and at such meeting, any Association action can be taken.

Sec. 3.04. NOTICE OF MEETINGS. Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered

not less than 10, nor more than 60 days before the date of the meeting, either personally, by electronic transmission, by facsimile transmission, or by mail, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon paid. If transmitted by facsimile or electronic transmission, notice is deemed to be delivered on successful transmission. Notice may also be published in a magazine of general circulation among the members such as the Association's general circulation magazine

Sec. 3.05. QUORUM. The members holding 10 percent of the votes of the eligible membership votes shall constitute a quorum of such meeting. If a quorum is not present at any meeting of voting members, a majority of the voting members present may adjourn the meeting without further notice.

Sec. 3.06. PROXIES. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member and submitted to the AEA headquarters office no later than 3 days prior to said meeting. No proxy shall be valid after the conclusion of the called meeting described in the proxy.

ARTICLE IV OFFICERS OF THE ASSOCIATION

Sec. 4.01. OFFICERS. The Chief Officer of the Association shall be a President. The Board of Directors may elect or appoint such other Officers as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Sec. 4.02. ELECTION AND TERM OF OFFICE. Each officer of the Association shall be elected by the Board of Directors for a term of three years. Officers of the Association may serve an unlimited number of successive terms so long as they are duly elected to each term.

Sec. 4.03. REMOVAL. Any Officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best standards of the Association would be served thereby; but, such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Sec. 4.04. PRESIDENT. A President may be employed or contracted by the Board of Directors and will have the responsibility for executing the duties, plans and programs specified by these Bylaws and by the Chairman and Board of Directors. When employed by the Board of Directors at each renewal period, a contract will be drawn up, stating the term of office, the salary and expenses or fees and expenses to be paid for such services.

4.04A. If required by the Board of Directors, the President will give to the Association a bond to assure the faithful performance of the duties of the office and the restoration to the Association of all corporate books, papers, vouchers, money and other property of whatever kind in the President's possession or control, in case of the President's death, resignation, retirement or removal from office. Such a bond must be in a sum satisfactory to the Board of Directors, with one or more sureties or a surety company satisfactory to the Board of Directors.

4.04B. If required by the Board of Directors, the President may pay expenses from an account established for that purpose over the President's signature only.

4.04C. The President shall have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all funds in the name of the Association in those banks, trust companies, or other depositories that shall be selected by the Board of Directors.

4.04D. The President shall receive, and give receipt for, monies due and payable to the Association from any source whatever.

4.04E. The President shall disburse or cause to be disbursed the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for those disbursements.

4.04F. The President shall keep and maintain adequate and correct accounts of the Association's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares. Any surplus, including earned surplus, paid in surplus and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account.

4.04G. The President shall exhibit at all reasonable times the books of account and records to any Director on application, or to any person who has been a member of record for at least 12 months immediately preceding his demand or who is the holder of proxies from at least 10 percent of all the members of the Association who are eligible to vote, on written demand, stating the purpose thereof, during business hours at the office of the Association where such books and records are kept.

4.04H. The President shall render to the Board of Directors, whenever they request it, an account of all of the transactions as President and of the financial condition of the Association.

4.04I. The President shall prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to members, and statements of the affairs of the Association when requested by members representing at least 10 percent of the members of the Association.

4.04J. If required by the Board of Directors or the Chairman, the President shall give to the Association all corporate books, papers, vouchers, money and other property of whatever kind in the President's possession or control.

4.04K. The President shall be an ex officio non-voting member of the Board of Directors. In case of a tie vote, the President shall cast the tie-breaking vote.

ARTICLE V

BOARD OF DIRECTORS

Sec. 5.01. GENERAL POWERS. The affairs of the Association shall be managed by its Board of Directors.

Sec. 5.02. NUMBER AND TERM. The Board of Directors shall consist of up to 18 directors plus the President and the immediate past chairman. Except as otherwise determined by the Board of Directors, each Director shall serve for a term of three years, and each Director shall serve no more than three consecutive terms as a Director.

Sec. 5.03. ELECTION OF DIRECTORS.

Election of directors for open seats takes place on an annual basis. Several weeks prior to the annual election, announcements and notification of open seats on the board will be made to the membership via the AEA website, broadcast e-mails to members, in *Avionics News* and other communications vehicles. The Trusteeship Committee will encourage members to submit their names and qualifications for possible inclusion on the slate of nominees. The Trusteeship Committee assembles the final slate of nominees, which is then presented to the board of directors for approval and then to the full membership for the final vote. Whenever possible, the Trusteeship Committee will submit more than one qualified candidate for each opening. Members receive the slate of nominees via e-mail and cast their ballot and submit it electronically a few weeks prior to the annual convention & trade show. A quorum of 10 percent of the membership will be required for the vote. Prior to the convention, the votes will be tallied and verified by the Election Committee, which is made up of the past Chairmen of the Board. Generally, the Membership shall elect six Directors each year for terms of three years, so that up to 18 elected Directors are re-elected over a three-year cycle. The actual number elected may vary if there are additional vacancies that must be filled.

Sec. 5.03A. INTERNATIONAL BOARD REPRESENTATION. In order to achieve a fair and balanced international representation on the AEA Board of Directors, three positions out of the 18 board positions as defined in Sec. 5.01 of these Bylaws shall consist of Directors elected from and to represent the following established international regions: Canada, Europe and the South Pacific. Nominations will be sought from each respective region and the Trusteeship Committee as defined in Sec. 7.03A will be responsible for assembling the final slate of nominees for each region. Each of the Directors representing these regions will be elected by and from the membership in each respective region by electronic ballot every three years. Election of these international Directors shall occur at the same time as the annual Board of Directors' election outlined in Sec. 5.03. The candidates must represent the regular category of AEA members as defined in Sec. 2.01A of these Bylaws and must be a member in good standing whose membership has not been terminated pursuant to Sec. 2.03 of these Bylaws. International Directors shall serve for a term of three consecutive years as a Director, and, if re-elected for additional terms, each Director shall serve no more than three consecutive terms as a Director. Election of directors shall require approval and vote from a quorum of 10 percent of the membership of their respective region and said vote shall be submitted for review and final count by the AEA Election Committee. Other regions of the world may be added as the Trusteeship Committee—under guidance from the board of directors—determines appropriate.

Sec. 5.03B. MID-TERM VACANCY ON THE BOARD OF DIRECTORS. In the event that a Director resigns from the Board before the Director's term has expired, the Board may choose to fill the position by appointing a Director to the unexpired remainder of the term. The process for appointment shall be:

- 1) The Chairman may nominate a person who is otherwise eligible to serve on the Board of Directors; or the Chairman may nominate a person who is currently ineligible if that nomination is approved by a 2/3 supermajority of the Board.
- 2) The existing Board of Directors may approve this nomination by resolution. The nominee shall recuse himself or herself from the voting if the nominee is a current Member of the Board of Directors.

In the event that the Chairman does not nominate a candidate, and/or the Board does not approve the Chairman's nomination before the Board approves the Trusteeship Committee slate of nominees for the next scheduled election, the unexpired remainder of the term of the vacant position shall be filled by election.

Sec. 5.04. QUALIFICATIONS OF DIRECTORS AND REMOVAL. Each Director must be an employee, officer, director, or owner of a company that is a member in good standing of the Association. In the event a Director resigns or otherwise leaves employment or affiliation with the member company, the Director shall forfeit his or her position as Director. In the event the member company allows its membership to lapse; the Director shall forfeit his or her position as Director. In the event that a Director fails to attend three consecutive regular meetings of the Board of Directors, the Director may be asked to forfeit his or her position. A Director may be removed for any reason upon the majority vote of the membership. In the event that a Director resigns, forfeits the Directorship, or is removed, the unexpired remainder of that vacant position shall be filled at the next regular meeting of the Board of Directors that occurs after the Board has received the report from the Trusteeship Committee. No election may result in a Board in which more than one-third of the members of the Board are from membership classes other than the regular member class.

Sec. 5.05. REGULAR MEETINGS. The Board of Directors shall meet a minimum of two times per year. The Board of Directors may provide by resolution the time and place, and the method for the holding of additional regular meetings of the Board of Directors without other notice than such resolution. During the regular meetings, the Chairman reserves the right to call for a closed board meeting.

Sec. 5.06. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairman or by a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any place, as the place for holding a special meeting of the Board called by them.

Sec. 5.07. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least 15 days previously thereto by appropriate method of communications to each Director. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Sec. 5.08. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of Directors is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Sec. 5.09. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Sec. 5.10. COMPENSATION. Directors as such shall not receive any stated salaries for their services but, by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein obtained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

Sec. 5.11. INFORMAL ACTION BY DIRECTORS. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at such meeting of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by a majority of the Directors.

ARTICLE VI OFFICERS OF THE BOARD OF DIRECTORS

Sec. 6.01. OFFICERS. The Officers of the Board of Directors shall be a Chairman, a Vice Chairman, a Treasurer and a Secretary. The Board of Directors may elect or appoint such other Officers as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person. The Chairman and Vice Chairman of the Board shall be an employee, officer, owner, or director of a regular member. The Treasurer and Secretary shall be an employee, officer, owner, or director of a regular or associate member.

Sec. 6.02. ELECTION AND TERM OF OFFICE. Each officer of the Board of Directors shall be elected by the Board of Directors for a term of three years.

Sec. 6.03. REMOVAL. Any Officer elected or appointed by the Chairman or the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best standards of the Association would be served thereby; but, such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Sec. 6.04. CHAIRMAN. The Chairman shall be the presiding officer of the Board of Directors, and shall oversee the business and affairs of the Association. The Chairman shall preside at the annual meeting of the members and all meetings of the Board of Directors. The Chairman may sign, with the Secretary or any other Officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Association; and, in general the Chairman shall perform all of the duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors.

Sec. 6.05. VICE CHAIRMAN. In the absence of the Chairman or in the event of his inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman. Any Vice Chairman shall perform such other duties as may be assigned by the Chairman or the Board of Directors.

Sec. 6.06. TREASURER. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

6.06A. In case of the absence or disability of the Treasurer or the Treasurer's refusal or neglect to act, the President may, by direction of the Board of Directors, perform all of the functions of the Treasurer.

6.06B. The Treasurer shall be responsible for developing and maintaining the necessary procedures for the financial control of the business and for the safe-guarding of assets; for directing internal auditing; for seeing that all necessary accounting activities are developed and maintained; for directing the preparation and interpretation of consolidated financial statements and profit plans; and for recommending changes in accounting, auditing and profit planning policies.

6.06C. The Treasurer shall report to the Board of Directors the financial standing of the organization whenever requested and if so requested under Sec. 4.04G make a full report available to the membership.

6.06D. The Association's financial statement shall be audited at least annually by the Board-approved Certified Public Accountant firm.

6.06E. The Treasurer shall accomplish depository and disbursement control in accordance with the procedures developed by the Board of Directors.

6.06E (1). All monetary receipts are to be deposited into a depository checking account.

6.06E (2). Bills shall be paid from an operating account which will be replenished from the depository account.

6.06E (3). The accounting is to be summarized and financial statements compiled each month by an independent Certified Public Accountant.

6.06E (4). Financial Statements are to be mailed directly to the Chairman and Treasurer by the independent Certified Public Accountant.

Sec. 6.07. SECRETARY. The Secretary shall keep complete and accurate minutes of the annual meeting of the members and of the Board of Directors, give all or cause to be given notices in accordance with provisions of these Bylaws or as required by law, be custodian of the seal of the Association, and affix the seal of the Association to all documents requiring it, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office and such other duties as may be assigned to the Secretary by the President or the Board of Directors.

ARTICLE VII COMMITTEES OF THE BOARD OF DIRECTORS

7.01. POWER TO APPOINT. The Chairman of the Board of Directors shall have the power to appoint members to committees, and to create and disband ad hoc committees and/or working groups and select their membership. Membership on a committee shall be subject to a one-year appointment, which may be renewed on an annual basis with no limitation at the discretion of the Chairman.

7.02. COMMITTEE POWERS, GENERALLY. Committees of the Board of Directors shall have no independent power to act, but shall only have the power to advise the Board of Directors on a course of action, except that a Committee made up entirely of Directors from the Board may exercise such additional powers as the Board may delegate to the Committee in writing.

7.03 COMMITTEES. There shall be four Standing Committees of the Board of Directors, in addition to such ad hoc committees as the Chair may create. The chair of each Standing Committee must be a Director.

7.03A. TRUSTEESHIP COMMITTEE. The Trusteeship Committee is a Standing Committee and shall assess the Board's profile and skill set, shall develop and maintain a pool of candidates with desired skills that could

be nominated to serve on the Board, and, as necessary, shall recommend a slate of candidates to the Board whenever vacancies or impending vacancies require an election to select Directors. The committee shall review the functional effectiveness of the committee structure and assignments. The Committee shall recommend Board training and development programs, and upon approval by the Board, shall implement such training and development programs. The Committee shall report their findings and recommendations to the Board for disposition. Only Directors may serve on the Trusteeship Committee.

7.03B. FINANCE COMMITTEE. The Finance Committee is a Standing Committee and shall assist the Treasurer and the President by monitoring the financial status of the organization, and overseeing the periodic financial audits. The Treasurer shall be the ex-officio Chair of this committee. The Committee shall report their findings and recommendations to the Board for disposition.

7.03C. PROGRAM AND MEMBER SERVICES COMMITTEE. The Program and Member Services Committee is a Standing Committee and shall oversee and audit the Association's programs and member services (including conferences, training programs, communications, publications and member benefits) other than the government affairs programs, and shall recommend strategic plans for such programs, shall assist the Association's staff in meeting the Association's program and member services goals and shall report their findings and recommendations to the Board for disposition.

7.03D. GOVERNMENT AND INDUSTRY AFFAIRS COMMITTEE. The Government and Industry Affairs Committee is a Standing Committee and shall oversee and audit the Association's government affairs programs, shall recommend strategic plans for such programs, shall assist the Association's government affairs program professionals in meeting the Association's government affairs goals, and shall report their findings and recommendations to the Board for disposition.

7.04 NON-DIRECTOR COMMITTEE MEMBERS. Members of the Association (and their employees, officers, owners, directors, and agents) may serve on Committees, except that no Committee with non-Director members may be delegated the power to act on behalf of the Board of Directors without specific, prior Board approval of the intended action.

ARTICLE VIII LIABILITY OF DIRECTORS, OFFICERS AND AGENTS

8.01 INDEMNIFICATION. To the extent permitted by law, the Board of Directors authorizes the Association and the Association hereby indemnifies any present or former Director, Officer, employee or agent of the corporation against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in connection with a proceeding in which the person was, is or is threatened to be made, a named defendant or respondent because the person is or was a Director, officer, employee or agent of the Association.

ARTICLE IX CONTRACTS, DEPOSITS AND FUNDS

Sec. 9.01. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Sec. 9.02. DEPOSITS. All funds of the Association shall be deposited as received to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors or their designee may select.

Sec. 9.03. GIFTS. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE X BOOKS AND RECORDS

10.01 BOOKS AND RECORDS. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI SEAL

Sec. 11.01. SEAL. The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the initials "AEA" and the words "Aircraft Electronics Association" circling the seal. Such seal may be used by the Association as determined by the Board of Directors.

ARTICLE XII WAIVER OF NOTICE

Sec. 12.01. WAIVER OF NOTICE. Whenever any notice is required to be given under any provision of law or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII AMENDMENTS TO BYLAWS

Sec. 13.01 AMENDMENTS TO BYLAWS. The Bylaws may be altered, amended, or changed by a vote of the membership by mail, email, fax, or a membership meeting. Any proposed additions, amendment or repeal of the Bylaws must first be submitted by resolutions adopted by an affirmative vote of a majority of the Board of Directors or by a petition signed by at least 10% of the eligible membership. Members may vote present but abstaining for purpose of achieving a quorum no matter what sort of mechanism is used for the vote. If the matter is put to the membership for a vote and a quorum of 10 percent of the membership do not respond to this vote within 30 days, then the Bylaws may be amended, altered or changed by a majority vote of the Board of Directors.

ARTICLE XIV MISCELLANEOUS PROVISIONS

Sec. 14.01. The Bylaws shall be construed in accordance with the laws of the state of incorporation. All references in the Bylaws to statutes, regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Sec. 14.02. If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the Bylaws.

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