

BYLAWS OF THE SAN FRANCISCO SECTION
OF THE
AMERICAN INSTITUTE OF AERONAUTICS AND ASTRONAUTICS, INC.

Article I

Name and Territory

1. The name of this organization shall be the San Francisco Section (hereinafter known as Section) of the American Institute of Aeronautics and Astronautics, Inc. (hereinafter known as Institute). The territory of this Section shall be San Francisco, San Mateo, Santa Clara, Santa Cruz, Alameda, Contra Costa, Marin, and Solano counties in the State of California with exact boundaries delineated by zip codes.

Article II

Objective

1. The objective of the Section is to further the purposes and programs of the Institute within its territory.

Article III

Membership

1. The membership of the Section shall consist of members of the Institute of all grades who live or work within the Section's territory. The administrative test as to such membership shall be the mailing address of the member. Additional members may be assigned to the Section by the Institute or by their own request. Corporate, Associate, and Student Members shall not have the voting privilege.

Article IV

Officers

1. The officers of the Section shall consist of a Chairman* a Chairman-Elect, a Secretary, and a Treasurer, all of whom shall be elected as prescribed in Article VI, for terms of one year. All duly elected officers shall, unless officially relieved, continue their duties until their successors qualify and take office. The officers shall take office on June 1. The Chairman, if he serves a full term, is not eligible to succeed himself. The offices of Chairman, Chairman-Elect, and Secretary may not be held concurrently by the same person, but any person, including the Chairman, the Chairman-Elect, or the Secretary may hold any one or more other offices in the Section.

* NOTE: Whenever used in these Bylaws, the term Chairman and any other masculine pronoun

shall include the feminine gender.

2. The Chairman shall be the chief executive officer of the Section. He shall be a member of the Council and of all committees, except the Nominating Committee. He shall preside at all meetings and functions of the Council and of the Section and represent the Section in dealing with outside agencies, making all appointments, except the Nominating Committee, and transacting all business of the Section as directed by it or by its Council, and in accordance with these Bylaws. He shall make an annual report by June 30 to the Executive Director of the Institute, the Vice President–Member Services, and the Regional Director.

3. The Chairman–Elect shall succeed the Chairmanship at the beginning of the year following his election, unless earlier succession is required. While the Chairman may delegate to the Chairman–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 problems and programs of the Section and to plan and develop those activities to be emphasized during his term as Chairman. He shall be a voting member of the Council and of the Nominations Committee and an ex–officio member of all Section committees. He shall act in the place of the Chairman in any case of the Chairman’s failure or inability to act. He shall transact, at the direction of the Chairman, any business that is within the power of the Chairman to transact.

4. The Secretary shall be a member of the Council. He shall maintain the minutes of the meetings of the Section and shall be custodian of all its records not specifically assigned to others. He shall conduct the correspondence of the Section and Council. He shall submit a copy of the Council meeting minutes to the Regional office.

5. The Treasurer shall be a member of the Council and shall have charge of the funds of the Section and shall make all required financial reports and such expenditures as may be authorized by the Section or by the Council or the Bylaws of the Institute. He shall be responsible for monitoring budget allocations made to the respective committees, and for preparing financial statements for each Council meeting. All funds received for the Section shall be delivered to the Treasurer who shall deposit them in a bank in his name and that of the Institute. All bills of the Section over \$10 that are outside the approved budget allocation shall be paid by check by the Treasurer after approval by the Council and can be disbursed by the Treasurer without further approval. No person shall be authorized to disburse funds except the Treasurer, the Chairman of the Section, and the Chairman–Elect.

Article V

Council and Advisory Board

1. The Council shall consist of the Chairman, Chairman–Elect, Secretary, Treasurer, the Section Chairman of the previous year, and appointed members consisting of the Chairman of the Advisory Board, and the Program, Education, Membership, Newsletter, Public Policy, Regional Affairs, and Honors and Awards Directors. The Council shall have general

supervision of the work of the Section. The Council members shall assume their duties on July 1 for terms of one year and shall continue their functions until replaced by their successors.

2. The Advisory Board shall be chaired by the immediate past Section Chairman to provide continuity of policy. This committee shall act in an advisory capacity to the Chairman and Chairman–Elect It shall be free to hold its own meetings and to make recommendations to the Chairman and other officers on its own initiative or on matters submitted to it. The Advisory Board shall at all times have access to the minutes and financial records–of the Section, and any other material necessary in the conduct of its work. The Section representative to the Regional Advisory Committee shall be an ex–officio member of the Advisory Board. Members of the Advisory Board shall be appointed by the Section Chairman in consultation with the Section Officers and the Advisory Board Chairman.

Article VI

Elections and Vacancies

1. Officers shall be elected annually.

2. The Council shall appoint a Nominating Committee not later than January 1. Such committee shall consist of at least five members of the Section, one of whom shall be the Chairman–Elect and two of whom shall be members of the Council. The Nominating Committee shall prepare a slate which must be submitted to the Secretary by February 1. This slate shall consist of at least one nominee for Chairman–Elect, Secretary, and Treasurer. All nominees shall be members of the Section.

3. The Secretary shall send to the membership of the Section a list of the nominees. Additional nominations may be made by petition to the Secretary, stating the name of the nominee and the office for which he is being nominated, which petition shall be signed by at least five percent of the membership. Nominations by petition shall be received by the Secretary for thirty days after the date on which the notification was mailed to the members. The date for the closing of petition nominations shall be indicated on the original notification as mailed to the members.

4. The Chairman shall appoint a Tellers Committee to count ballots and shall inform the Secretary of the names of the Committee members at least thirty days before the election date.

5. The Secretary shall mail ballots to all members of the Section before March 15. The ballots shall be marked with the closing date for balloting, which date shall not be less than twenty–five days after the date of mailing of the ballot The election shall be secret and the return envelopes shall be arranged to preserve secrecy. These ballots shall be marked by the members and returned to the Secretary, marked for the attention of the Tellers Committee. The Secretary shall deliver to the Tellers Committee all of the ballots received. The Tellers Committee shall verify the validity of the ballots, count the valid ballots, and certify to the Secretary the names of the officers elected. A plurality of the ballots shall constitute election. The roster used for validating ballots shall be the complete list of members of the Section, effective on the date of mailing of the ballots.

6. A vacancy in the office of Chairman shall be filled by the succession of the Chairman–Elect. A vacancy in any office, except that of the Chairman, shall be filled by appointment by the Council to serve until the next annual election.

Article VII

Directors and Their Duties

1. The Chairman, in consultation with the other Officers, shall appoint the following directors: (a) Program, (b) Education, (c) Membership, (d) Newsletter, (e) Honors and Awards, (f) Public Policy, and (g) Regional Affairs. Each Director shall be aided by appropriate Committee structure, over which he presides as Committee–Chairman. Additional Directors may be appointed by the Chairman as necessary.

2. Each Director shall account for his budget allocation and, at the end of his term of office, shall submit to the Chairman a report summarizing his activities.

3. PROGRAM DIRECTOR

The Program Director shall be responsible for the planning and execution of a regular schedule of Section meetings, specialist meetings, and field trips. He shall be responsible for selection of a speaker or speakers and arrangements at the meeting place. He shall be responsible for encouraging attendance at Section and specialist meetings, and for welcoming attendees. He shall arrange joint meetings with other professional societies when it is mutually beneficial.

4. EDUCATION DIRECTOR

The Education Director shall be responsible for student affairs of interest to the Section and for special member educational activities that promote the general objectives of the Institute. Student activities may include science fair participation, representation at local AIAA Student Branch meetings, and encouragement of participation in student paper competitions. Also, in coordination with the Program Director, he may plan special projects in which students and/or Section members will participate. He shall be responsible for the acquisition and distribution of educational material from Headquarters and other sources and shall arrange for speeches in furtherance of educational activities.

5. MEMBERSHIP DIRECTOR

The Membership Director shall be responsible for maintaining all available information and forms pertaining to qualifications and enrollment of new members and elevation to higher member grades in the Institute. He shall cause an up–to–date roster to be maintained in an accurate manner and shall make necessary reports to the Council on this activity. He shall encourage attendance at Section and specialist meetings, and assist in welcoming attendees. He shall provide special hospitality to new members, service to corporate members, and attempt to prevent delinquent members from dropping out. He shall be responsible for membership

development and for encouraging membership upgrading.

6. NEWSLETTER DIRECTOR

The Newsletter Director shall be responsible for the dissemination of information regarding Section activities and events by means of the Section newsletter. He shall be responsible for writing and soliciting articles, composing and formatting the copy, delivering to and interfacing with the publisher.

7. HONORS AND AWARDS DIRECTOR

The Honors and Awards Director shall recommend to the Council for special recognition, including the Engineer of the Year awards and Certificates of Appreciation, any members who have performed outstanding work for the Section. Also, this Director shall be responsible for submitting to the Council the names of Section members who would be outstanding candidates for the annual Institute awards. Upon approval by the Council, this Director shall aid in the preparation of the candidate's nomination forms and ensure that the nomination is submitted to the Institute in a timely manner. Upon request by the Institute or when circumstances warrant it, this chairman shall also be responsible for recommending to the Council any Section members who merit nomination for any Institute office.

8. PUBLIC POLICY DIRECTOR

The Public Policy Director shall be responsible for promoting the objectives of the Section and the Institute within the general area of public policy and public affairs. His duties shall include monitoring national developments in this area and organizing timely and appropriate Section responses to them, informing the public of contributions made by engineers and scientists in Institute-related disciplines to the solution of current societal problems, and encouraging the use of expertise within the Section membership in the solution of local and regional problems. Where appropriate, these activities shall be conducted in concert with other professional societies.

No statements within the Section shall be construed as encouraging or authorizing lobbying or any other activity not in consonance with the objectives or the Institute.

9. REGIONAL AFFAIRS DIRECTOR

The Regional Affairs Director shall be the Section representative to the Region VI Regional Advisory Committee of the Institute. He shall also serve as the focal point for information regarding the general activities or other Institute Sections and of other professional societies in the local area.

Article VIII Meetings, Procedure, and Quorums

1. At least four regular meetings of the Section membership shall be held in each year at such hour and place as the Council may decide. The entire membership must be notified of the date

and place of such meeting.

2. The Installation and Awards Meeting shall be held in June and shall be for the purpose of announcing the officers elected for the next year, presentation of honors and awards, and transacting any other business that may arise.

3. Special Council Meetings of the Section may be called by the Chairman or the Council, or upon the written request of at least five-percent of the membership. The entire membership must be notified of the date and place of such meeting.

4. The Council shall hold at least four meetings per year. Meetings may be called by the Chairman or upon the written request of three members of the Council.

5. The Program Director shall send a report of each regular meeting of the Section to the Regional office.

5. The rules contained in Roberts' Rules of Order Revised shall govern the Section in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or with the Constitution or Bylaws of the Institute.

6. Fifteen members shall constitute a quorum at any meeting of the Section.

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

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

Article IX

Financial Affairs

1. The fiscal year shall be from July 1 to June 30.

2. The dues shall be as fixed by the Bylaws of the Institute and shall be paid to the Institute. The Section shall neither charge nor collect dues or assessments, but the Section may charge a fee for attendance to voluntary social and technical activities.

3. The Section shall submit an annual budget for the ensuing fiscal year to the Director of Region VI of the Institute on or before the first day of September in each year. By October 31, the Section shall forward to the Regional Director a financial report for the previous fiscal year.

4. This Section 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. The Section shall open and maintain a bank account in a reliable banking or other financial

institution for the disbursement of expenses incident to its organizational purposes and functions and may employ, discharge, and compensate from its own funds such personnel, but only such personnel as are required for proper maintenance of its organization and the performance of its functions in accordance with these Bylaws and the Constitution and Bylaws of the Institute.

5. This Section shall have no indebtedness, and shall not enter into any contract or understanding, assume any obligations, at any time, a Section obligation the total amount of which exceeds unobligated funds on hand by three hundred dollars (\$300).

6. This Section, and the Officers and Council thereof, shall not be liable or otherwise responsible for the actions of, or obligations incurred by, any individual member or group or members in the Section, except insofar as such actions or obligations are the responsibility of the Section under these Bylaws.

Article X

Limitations and Restrictions

1. These Bylaws and any amendments hereto made pursuant to Article XI hereof are subject to the approval of the Board of Directors of the Institute. Further, in accordance with AIAA Bylaws, Section IV, Paragraphs 4.2 and 4.2.2, the Section members and Section bylaws are governed by the AIAA certificate of incorporation, the Constitution and the Bylaws of the Institute, as well as by any rules or regulations established by the AIAA Board of Directors.

Article XI

Amendment

1. Amendments to these Bylaws may be made by a majority affirmative vote of those voting, the vote to be by letter ballot. An amendment may be proposed by the Council or by petition to the Secretary with the approval of at least five-percent of the membership. A proposed amendment shall be mailed to all members of the Section with a ballot. This ballot shall be returned to the Secretary within twenty-five days. The Secretary and two tellers, appointed by the Council, shall validate the ballots, count the valid ballots, and certify the results to the Council. When the approval of the Board of Directors of the Institute is received, the membership will be notified. No Amendment that is inconsistent with the Constitution or Bylaws shall be submitted to vote.

Article XII

Suspension of Officers or Council Members

1. In addition to the AIAA Board of Directors' right to suspend the authority of any member to

act as an Officer of an AIAA Section, the Council may suspend for cause the authority of any member to act as an Officer at a Special Council Meeting called for that purpose only. Such Special Council Meeting may be called by the Section Chairman on his own initiative and also shall be called by the Chairman or Chairman-Elect upon receipt of a written request signed by at least 40% of the Section Council members, which meeting shall be called by the Chairman within thirty days of receiving the written request from the Council members.

2. Notice of any Special Council Meeting called pursuant to this Article shall be sent to the Subject Officer (hereinafter "Subject") in writing no later than 15 days prior to the date of the Special Council Meeting. Such written notice shall include a list of the charges made against the Subject, shall set for-the time and place of the meeting and shall be sent to the Subject by enclosing the notice in an envelope and mailing said notice by first-class mail, postage-paid, to the last known address of the Subject.

3. If the Special Council Meeting is called in response to a written request by 40% of the Council members, the authority of the Subject shall automatically be suspended preliminary pending the Special Council Meeting of the Council. If the Section Chairman calls a Special Council Meeting on his own initiative, written agreement of at least 40% of the entire Council will be required in order to impose such a preliminary suspension. Any preliminary suspension imposed pursuant to this paragraph shall terminate at the conclusion of the aforementioned Special Council Meeting of the Council or thirty (30) days after the date on which the preliminary suspension was imposed, whichever occurs first.

4. The Subject shall be provided an opportunity to present his or her position during the Special Council Meeting and prior to a vote on the suspension of the Subject. The Officer presiding over the meeting may, at his discretion, limit the time provided for the presentation on behalf of the Subject but shall in all cases provide at least 30 minutes. An equal amount of time shall be provided to those making a presentation in favor of suspending the Subject.

5. At least two-thirds of the entire Section Council must be present at the Special Council Meeting and must vote in favor of suspension in order to suspend the authority of the Subject.

6. If Council fails to vote to suspend the authority of the Subject within thirty (30) days of the initiation of the procedure described herein, such procedure shall terminate. Such termination suspension procedure shall not be initiated anew less than six months from the date of the initiation of the prior procedure except upon an affirmative vote of 60% of the entire Council. If, at a Special Council Meeting of the Council held within the thirty (30) day period referred to in Paragraph One of this Article, there are sufficient votes cast to suspend the authority of the Subject, suspension for a period not longer than the Subject's remaining term as Officer or Council Member shall immediately take effect subject to Paragraph Seven of this Article.

7. When, at the Special Council Meeting, sufficient votes have been cast in favor of suspension, the Subject may request, in writing, an opportunity to appeal the decision of the Council to the AIAA Board of Directors. The Board of Directors shall, upon receiving such written request, provide the appellant an opportunity to present, in writing, his reasons for believing that the decision of the Council was unjustified or improper. The Board of Directors may further request, from the Council, a written explanation of the bases for the Subjects

suspension. In addition, the Board of Directors may request that the Appellant and/or the Council provide additional information, including an oral explanation of its written remarks. Any suspension imposed by vote of the Council at the Special Council Meeting shall continue pending a decision by the Board of Directors. The aforementioned petition to the Board of Directors shall be the only appeal available, and all decisions of the Board to affirm, modify, or reverse the decision of the Council shall be final and binding upon the parties.