



**Doing Business As**

# **AAB**International

**Aviation Accreditation Board** International

## **BYLAWS**

### **FORM 200**

**Rev. 9-29-22**

**115 8<sup>th</sup> Street, Suite 102  
Opelika, AL 36801**



**TABLE OF CONTENTS**  
**BYLAWS**  
**of the**  
**AVIATION ACCREDITATION BOARD INTERNATIONAL (AABI)**

<b><u>ARTICLE</u></b>	<b><u>PAGE</u></b>
1 - Name, Seal, Office and Mission .....	5
2 - Organization and Purposes .....	6
3 - Membership .....	6
4 - Fees, Dues and Contributions .....	7
5 - Termination of Membership and Board Representation .....	8
6 - Nomination and Election of Trustees and Officers .....	8
7 - Governing Body .....	9
8 - Officers and Terms of Office .....	12
9 - Meetings .....	13
10 - Voting by Trustees .....	15
11 - Standing Committees .....	15
12 - Ad Hoc Committees .....	21
13 - Special Panels .....	21
14 - Administration .....	21

<b>15 - Financial Management</b>	<b>22</b>
<b>16 - Bonding</b>	<b>23</b>
<b>17 - Power of Attorney</b>	<b>23</b>
<b>18 - Indemnification</b>	<b>23</b>
<b>19 - Removal</b>	<b>25</b>
<b>20 - Conflict of Interest</b>	<b>25</b>
<b>21 - Procedure</b>	<b>25</b>
<b>22 - Amendments</b>	<b>26</b>
<b>23 - Dissolution</b>	<b>26</b>

**BYLAWS**  
**of the Council on Aviation Accreditation doing business as the**  
**AVIATION ACCREDITATION BOARD INTERNATIONAL (AABI)**

**ARTICLE 1**  
**NAME, SEAL, OFFICE AND MISSION**

Section 1.01 - Name. The name of this organization is the Council on Aviation Accreditation, Inc. (hereinafter referred to as the CAA).

Section 1.02 - Seal. The seal of the CAA shall be circular in form and shall bear on the outer circle the title "Council on Aviation Accreditation." In the center of the seal shall appear the words "Corporate Seal." The CAA Board of Trustees (hereinafter referred to as the "Board") may change the form of the seal or the inscription thereon at its discretion.

Section 1.03 - Office. The registered office and registered agent of the CAA shall be located in Chicago, IL, or such other location as the Board may designate. The registered office may be, but need not be, the same as the principal office.

Section 1.04 – Doing Business As. The CAA will conduct its accreditation activities by doing business as the Aviation Accreditation Board International (hereinafter referred to as AABI). The remainder of these Bylaws governs the activities of AABI.

Section 1.05 – Mission. The Aviation Accreditation Board International advances quality aviation education in partnership with industry.

- a. Globalization. In accordance with its mission statement, AABI is committed to its role as the world's leader in the advancement of aviation accreditation. This global commitment is integral to all organizational activities.
- b. Goals. The goals of AABI are to stimulate collegiate aviation program excellence and self-improvement; establish uniform minimum educational quality Criteria; and increase the credibility, integrity, and acceptance of collegiate aviation programs within institutions of higher education and all aspects of the aviation community, to include industry, government and the public-at-large.
- c. Relevance. Accreditation is a system for recognizing educational institutions and/or their professional programs that achieve and maintain a level of performance, integrity and quality that entitles them to the confidence of the educational community, the industry and the public they serve. Accreditation has three fundamental purposes:
  - 1. to ensure the quality of the institution or program,
  - 2. to assist in the improvement of the institution or program,
  - 3. to maintain relevance of education with the industry it serves.

Section 1.06 – Vision. AABI is instrumental in the development of the next generation of aviation professionals.

## **ARTICLE 2**

### **ORGANIZATION AND PURPOSES**

**Section 2.01 - Organization.** The Aviation Accreditation Board International is organized as a not-for-profit corporation, under the Illinois General Not-For-Profit Corporation Act of 1986 and operates under the corporate banner of the Council on Aviation Accreditation.

**Section 2.02 - Purposes.** The purposes of AABI are to promote and improve aviation education at the postsecondary level, and specifically: (1) to engage in accrediting programs of aviation at the associate, baccalaureate, master's and doctoral levels offered by colleges and universities in the U.S. and throughout the world; (2) to employ procedures consistent with the recognition requirements of the U. S. Department of Education and other domestic and internationally recognized accreditation sanctioning bodies; (3) to publish current information concerning the Criteria adopted by AABI for accrediting aviation programs; (4) to report the results of its activities; (5) to provide advisory services to colleges and universities offering or planning degree programs in aviation; (6) to maintain a directory of the colleges and universities with accredited programs of study in aviation; and (7) to review at regular intervals the Criteria AABI has adopted to evaluate programs in aviation.

**Section 2.03 - Powers.** AABI shall have such powers as are now or may hereafter be granted by the Illinois General Not-For-Profit Corporation Act.

**Section 2.04 - Limitations.** AABI shall not engage in any business of a kind that disqualifies its 501(c)(3) status. AABI shall not enter into any transaction, carry on any activity, or engage in any business for pecuniary profit. Any monies received by AABI shall be applied exclusively for the not-for-profit purposes of AABI as set forth herein, and no part thereof shall inure to the benefit of any private individual.

## **ARTICLE 3**

### **MEMBERSHIP**

**Section 3.01 - Membership.** The members of AABI are those colleges and universities, organizations, corporations, foundations, institutions, and individuals that have been admitted as Corporate Members, Educator Members, Trade Association Members, or Sustaining Members. Admission to membership will be based on execution of a member application form and payment of dues as specified by AABI.

**Section 3.02 - Corporate Members.** Any recognized aviation industry, educational or professional organization may be admitted as a Corporate Member. Each Corporate Member accepted for membership shall appoint in writing a person to serve as its Representative who has authority to act for it in all matters relating to AABI.

**Section 3.03 - Educator Members.** Any regionally accredited (USA) or nationally/government accredited (outside USA) college or university having an aviation program or offering courses in aviation may be admitted as an Educator Member. Each Educator Member accepted for membership shall appoint in writing a person to serve as its Representative who has authority to act for it in all matters relating to AABI.

**Section 3.04 - Sustaining Members.** Any organization, corporation, foundation, institution, practitioner, or individual having an interest in aviation or in aviation education that desires to contribute knowledge or support to AABI and is willing to forward the goals and objectives of AABI, but does not qualify in any other member category, may be admitted as a Sustaining Member. There shall be two classifications of Sustaining Member: Individual and Organization. Each Organization Sustaining Member accepted for membership shall appoint in writing a person to serve as its Representative who has authority to act for it in all matters relating to AABI.

**Section 3.05 - Trade Association Members.** Any recognized nonprofit trade association which is not a governmental entity or employee/labor union or association, and which represents or renders service to the aviation industry, and which has special expertise in aviation, may be admitted as a Trade Association Member. Each Trade Association Member accepted for membership shall appoint in writing a person to serve as its Representative who has authority to act for it in all matters relating to AABI.

**Section 3.06 - Student Members.** A person enrolled as a full-time student (as defined by their institution) at a post-secondary institution in a school term having an interest in aviation or in aviation education that desires to contribute knowledge or support to AABI and is willing to forward the goals and objectives of AABI. This is a non-voting category of membership in AABI.

## **ARTICLE 4**

### **FEES, DUES AND CONTRIBUTIONS**

**Section 4.01 - Corporate Member Dues.** Corporate Members shall pay in advance such annual dues as are specified by AABI. No Corporate Member Representative shall be entitled to exercise privileges of membership or exercise voting rights if such Member has failed to pay the specified dues. A Corporate Member Representative who serves on the Board of Trustees will lose Board of Trustees voting privileges if his/her parent corporation's membership dues are 60 days in arrears.

**Section 4.02 - Educator Member Dues.** Educator Members shall pay in advance such annual dues as are specified by AABI. No Educator Member Representative shall be entitled to exercise privileges of membership if such member has failed to pay the specified dues. AABI membership in good standing shall be mandatory to maintain accredited status. An Educator Member Representative who serves on the Board of Trustees will lose Board of Trustees voting privileges if his/her parent institution's membership dues are 60 days in arrears.

**Section 4.03 - Sustaining Member Dues.** Sustaining Members shall pay in advance such annual dues as are specified by AABI. No Sustaining Member Representative shall be entitled to exercise privileges of membership if such member has failed to pay the specified dues. A Sustaining Member or Sustaining Member Representative who serves on the Board of Trustees will lose Board of Trustees voting privileges if the sustaining organization or individual's membership dues are 60 days in arrears.

**Section 4.04 - Candidate Academic Program Fees.** Educator members with academic programs which apply as candidates for AABI accreditation or reaffirmation shall pay the fees as specified by AABI as part of the application process. Candidate Academic Programs must also maintain Educator Member in good standing status throughout the application and accreditation periods.

**Section 4.05 - Trade Association Member Dues.** Trade Association Members shall pay in advance such annual dues as are specified by AABI. No Trade Association Member Representative shall be entitled to exercise privileges of membership or exercise voting rights if such Member has failed to pay the specified dues. A Trade Association Member Representative who serves on the Board of Trustees will lose Board of Trustees voting privileges if his/her parent association's membership dues are 60 days in arrears.

**Section 4.06 - Contributions.** AABI may accept any donation, bequest, gift, or other type of contribution offered by Corporate or Sustaining Members or others which will result in support of its purposes.

## **ARTICLE 5**

### **TERMINATION OF MEMBERSHIP AND BOARD REPRESENTATION**

**Section 5.01 - Termination of Membership.** After due notice to the Member, membership in AABI may be terminated for nonpayment of dues four months after the prescribed date for such payment. Membership may also be terminated for other good and appropriate reasons by an affirmative vote of two-thirds of the Board present at a regular or special meeting. Upon receipt of notification of termination of membership, an Educator Member shall delete all references to accreditation by AABI from all of its publications.

**Section 5.02 – Termination of Board Representation.** A Corporate Member, Educator Member, Sustaining Member or Trade Association Member Representative who serves on the Board of Trustees will be removed from the Board when their membership dues are 120 days in arrears.

## **ARTICLE 6**

### **NOMINATION AND ELECTION OF TRUSTEES AND OFFICERS**

**Section 6.01 - Nomination of Trustees.** The Nominating Committee shall present to the Board at the Winter Meeting a slate of nominees for the Trustees who shall take office



at the end of the next succeeding Annual Meeting. The Nominating Committee shall be responsible for obtaining nominations from the membership and to assure that at least one candidate is nominated for each vacant position on the Board of Trustees. To ensure institutional, organizational, or corporate support, nominations must include a supporting statement indicating why an individual is a good candidate for a trustee position on the Board. Self-nominations will not be accepted.

Whenever possible, in the Educator Trustee category, the process shall assure that at least one position on the Board shall be filled by a Trustee from an institution in which the associate degree is the highest degree offered, and at least one from an institution in which a bachelor's degree is offered. In addition, the Nominating Committee shall endeavor to identify nominees who will provide good balance on the Board, considering representational factors, ability to attend meetings, ability to make a valuable contribution, and continuity. Board of Trustee members will have, at a minimum, an individual sustaining membership if there is no other AABI affiliation.

**Section 6.02 – Resignation of Trustees.** In the event a trustee resigns, or is otherwise unable to serve, the Executive Committee may appoint a replacement to serve until the next annual meeting or election of trustees and officers.

**Section 6.03 - Nomination and Election of Officers.** The Nominating Committee shall present a slate of nominees for the appropriate offices of the Board of Trustees at the Winter Meeting. The officers of the Board will be elected by the Board of Trustees from its members.

**Section 6.04 -Election of Officers and Trustees.** Prior to the Annual Meeting, the Secretary shall conduct five separate elections: by the Board of Trustees for Officers, by the Educator Membership for Educator Trustees, by the Corporate Membership for Corporate Trustees, by the Trade Association Membership for Trade Association Trustees, and by the Corporate, Educator and Trade Association Members for the Practitioner, Public-At-Large, and International Trustees. Sustaining Members are nonvoting Members, with respect to the election of trustees. In the event of a tie for any position, the Secretary will conduct a runoff election prior to the Annual Meeting.

## **ARTICLE 7**

### **GOVERNING BODY**

**Section 7.01 - Governing Body.** There shall be a governing body of AABI known as the Board of Trustees, or the Board, as a collective body, with the individuals comprising the AABI Board of Trustees referred to as Trustees, or individually as Trustee. Trustees will be installed at the Annual Meeting.

**Section 7.02 - Term of Service.** The term of service of each trustee will be for three (3) years, commencing at the AABI Annual Meeting. One-third of the Trustees in each

category will be elected each year in accordance with a Trustee Rotation Procedure adopted by the Board.

**Section 7.03 - Board Composition.** The Board shall be made up of the following categories:

- a. **Industry Member Trustees.** The Industry Member Trustees category shall be comprised of Corporate Members and Practitioner Members.
  - i. **Corporate Trustees.** There shall be a minimum of three (3) and a maximum of nine (9) Trustees representing the Corporate Member category. Any company providing direct or indirect services and/or products to the aviation industry will qualify for Corporate Membership.
  - ii. **Practitioner Trustees.** In order to give representation to aviation practitioners and to their viewpoints on matters concerning the education of aviation professionals, individual practitioner representatives will be identified. There shall be a minimum of three (3) and a maximum of five (5) Trustees representing aviation practitioners (e.g., professional pilot, aviation business professional, air traffic control specialist, aviation maintenance manager, airport manager). Whenever possible, each shall represent a different aviation career field. Practitioner Trustees should hold the minimum of a baccalaureate degree.
- b. **Educator Trustees.** The number of Educator Trustees shall be equal to the number of Industry Trustees, a minimum of six (6) and maximum of fourteen (14). Each of these Trustees shall be nominated and elected by the Educator Membership. An Educator Trustee shall be a person who is a full-time faculty member (or administrator) teaching in (or administering) an associate, baccalaureate, master's or doctoral program in aviation. All Educator Trustees shall be from schools which are Educator Members of AABI. No two Educator Trustees shall be from the same school.
- c. **Public-at-large Trustees.** In order to give representation to aviation consumers and to their viewpoints on matters concerning the education of aviation professionals, individual public-at-large representatives will be identified. There shall be a minimum of three (3) and a maximum of five (5) Trustees representing the public-at-large. Whenever possible, each shall represent a different aspect of the aviation consumer public.
- d. **Trade Association Trustees.** In order to give representation to Trade Associations and to their viewpoints on matters concerning the education of aviation professionals, Trade Associations will be identified. There shall be a minimum of three (3) and a maximum of five (5) Trade Association Trustees.

- e. International Trustees. In order to give representation to aviation interests outside the United States of America and to their viewpoints on matters concerning the education of aviation professionals, International Trustees will be identified. There shall be a minimum of three (3) and a maximum of five (5) International Trustees representing aviation interests outside the United States of America. Whenever possible, each International Trustee shall be a resident of a different country and at least one shall be from the Corporate and one from the Educator categories of membership.
- g. Immediate Past Chairperson. The Immediate Past Chairperson will continue on the Board for two years as a voting member. The Immediate Past Chairperson shall also be a member of the Executive Committee and Chair of the Nominating Committee. The professional affiliation of the Past Chairperson will not count against the affiliation cited in 7.03(b).
- h. Elected Officers. An officer who is elected by the Board will continue to hold such office as a member of the Board if his or her term as a regular Board member expires prior to expiration of his or her term in office.
- i. Board Government Liaison. AABI will maintain Board liaison positions for the United States of America and International government representatives. The purpose is to serve as a two-way communication link between AABI and governmental/regulatory agencies involved with programs accredited by AABI. The positions will be non-voting, but the individual will be seated at open Board meetings and may participate as a non-voting member in any AABI Standing Management, Operating or Ad-Hoc Committees, with the exception of the Accreditation Committee. The individual serving will be appointed by the agency and serve for an indefinite term until replaced by the agency.

Section 7.04 - Duties of the AABI Board of Trustees. Service as a Trustee is considered a commitment to AABI and its purposes, to regularly attend meetings, and to actively participate in meetings and undertake other responsibilities. The Board shall have general supervision of the affairs of AABI and may make general policies, rules, and procedures for the governing of AABI. Specifically, the Board shall have full and final authority to act upon all recommendations of any Committee created by the Board. Committee recommendations may include (but are not limited to) the Criteria and procedures for accreditation of aviation programs, and matters for granting, denying, deferring, reaffirming, extending, revoking, suspending and reinstating accreditation status. The Board shall establish and require a full report from special panels set up for the purpose of hearing appeals from institutions questioning an adverse recommendation or decision on their accreditation status.

## **ARTICLE 8**

### **OFFICERS AND TERM OF OFFICE**

Section 8.01 - Officers and Term of Office. The officers of the Board of Trustees shall be a Chairperson, Vice Chairperson, Secretary, Treasurer, and Immediate Past Chairperson, and other such officers and assistant officers as the Board of Trustees consider may be helpful to AABI. The officers shall consist of an approximately equal number of Educator and non-Educator Trustees.

Section 8.02 - Officers' Term of Office. The officers will serve two-year terms and shall not be eligible for immediate re-election to that same office, unless appointed to complete the term of a vacated position. The terms of the officers will be staggered, with no more than two offices slated for re-election in any year. Election and position as an officer automatically includes a Trustee position on the Board, at least through the term of office.

Section 8.03 - Powers and Duties of Officers. Subject to such limitations as prescribed herein and to such limitations as the Board may from time to time prescribe, the officers shall each have such responsibilities and perform such duties as generally pertain to their respective offices and such further responsibilities and duties as may be conferred from time to time by the Board, or, in the case of all officers other than the Chairperson, by the Chairperson. The Chairperson shall preside over meetings of the Members, the Board, and the Executive Committee.

The Chairperson shall preside at annual meetings of the Membership and the Board and other appropriately scheduled meetings, shall initiate and carry out appropriate administrative tasks as decided by the Board, shall coordinate the activities and functions of the officers with those of the Office of the President in order to ensure efficient progress toward AABI objectives.

The Vice Chairperson shall assist the Chairperson in the performance of his or her duties, preside in the absence of the Chairperson, and coordinate with the Office of President.

The Secretary shall oversee the repository of corporate documents and records and shall keep the minutes of all meetings of the Board of Trustees and assure all notices are given in accordance with these Bylaws. The Secretary shall conduct all aspects of the annual election of trustees and officers process, to include the preparation of a ballot listing the Board-approved slate with the provision for write-in nominees. Elections shall be held prior to each Annual Meeting. In the event of a tie for any position, the Secretary will conduct a run-off election. The Chairperson shall announce the election results for officers and the Secretary will announce the results for trustees at the Annual Members meeting. The Secretary shall keep the minutes of all meetings of the Board and the Membership and assure that all notices are duly given in accordance with these Bylaws or as required by law.

The Treasurer shall be responsible for the control of all money taken in and disbursed by AABI and shall provide a report of AABI's financial condition at the Annual Meeting and

at other meetings upon request by the Board. The Treasurer shall be responsible for overseeing the financial condition of AABI and will prepare, with input from the Officers, the President and AABI staff, the annual budget for approval by the Board. The Treasurer shall make appropriate recommendations to the Board concerning all grants and donations solicited by and/or offered to AABI. The Treasurer shall provide oversight of the overall financial condition of AABI and will prepare any required regulatory documents including timely payments of any taxes due.

**Section 8.04 - Office Vacancy.** In the event of a vacancy in the position of Chairperson, the Vice Chairperson shall become Acting Chairperson until the next regular or special meeting of the Board. In the event of a vacancy in other positions, the Executive Committee shall appoint a current Trustee until the next regular or special meeting of the Board. At the next regular or special meeting of the Board, the Board shall fill the vacancy by electing a replacement from among its members.

## **ARTICLE 9 MEETINGS**

**Section 9.01 - Quorum.** A majority of any class of Members or ten (10) members from that class (whichever is less), a majority of the Board, or of any Board Committee shall constitute a quorum for that group for any meeting.

**Section 9.02 - Member Meetings.** The Annual Meeting of Members will be concurrent with the Annual Meeting of the Board and will include a report of the election of trustees, the state of AABI and an opportunity to hear from the members through an open forum.

**Section 9.03 - Annual Meeting of the AABI Board.** An Annual Meeting of the Board shall be held at a location and time set by the Executive Committee. The Chairperson of the Board shall act as Chairperson of the meeting; and the Secretary of the Board shall act as Secretary of the meeting. The primary purposes for this annual meeting will be to consider accreditation actions recommended by the Accreditation Committee, to receive reports of the other AABI Committees, to conduct any other business pertaining to AABI, and to seat the newly elected Trustees. The Annual Meeting shall be the primary meeting for providing information to the AABI members and potential members, for conducting meetings of the Industry/Educator Forum Committee, for providing forums to discuss Guidance and Criteria, and for conducting visiting team, accreditation, and assessment workshops. All meetings of the Accreditation Committee, Nominating Committee, Awards Committee, and all meetings of the Board at which accreditation matters are discussed shall be closed meetings. All other official meetings of the Board and its Committees shall be open to the membership and such guests as are invited by the Board, unless the Board or the Committee by majority vote elects to conduct all or a portion of a meeting in executive (closed) session.

**Section 9.04 - Winter Meeting of the AABI Board.** The Winter Meeting of the Board shall be held at a location and time set by the AABI Executive Committee. The

Chairperson of the Board shall act as Chairperson of the meeting; and the Secretary of the Board shall act as Secretary of the meeting. The primary purposes for the Winter Meeting will be to consider accreditation actions recommended by the Accreditation Committee, to receive a report of the Nominating Committee concerning candidates nominated to take seats on the Board of Trustees at the end of the next Annual Meeting and officers to be elected prior to the next Annual Meeting, to receive reports of the other AABI committees, to consider matters of policy and procedure, and to conduct any other business pertaining to AABI. All meetings of the Accreditation Committee, Nominating Committee, Awards Committee, and all meetings of the Board at which accreditation matters are discussed shall be closed meetings. All other official meetings of the Board and its Committees shall be open to the membership and such guests as are invited by the Board, unless the Board or the Committee by majority vote elects to conduct all or a portion of a meeting in executive (closed) session.

**Section 9.05 - Special Meetings of the AABI Members or Board.** Special meetings of the Members or Board may be called at any time by the Chairperson, or in the Chairperson's absence, the Vice Chairperson, or by written request of 25 percent of the Trustees in the case of a special meeting of the Board of Trustees. The times and locations of such meetings will be determined by the Executive Committee.

**Section 9.06 - Notice of Meetings of the AABI Members or Board.** Notice of each meeting of the Members or Board shall be given by e-mail, mail, facsimile transmission, or in person to each Member or Trustee or other person entitled thereto at least thirty (30) days prior to the date of such meeting, and, if other than the Annual or Winter meeting, the notice thereof shall briefly state the purpose of such meeting.

**Section 9.07 - Meetings of Standing Committees.** The standing committees shall meet at such times and places as may be determined by the committee chair according to the needs of each committee, provided, however, that each standing committee will meet and present a report to the Board at the AABI Annual Meeting and Winter Meeting as appropriate. To the extent possible and reasonable, other business of the standing committees shall be accomplished by correspondence and/or by telephonic conferences or other electronic transmission.

**Section 9.08 - Meetings of Other Committees.** Committees, other than standing committees, shall meet at such times and locations as may be determined by the committee chair according to the needs of each committee. To the extent possible and reasonable, all business of other than standing committees shall be conducted by correspondence and/or by telephonic conferences or other electronic transmission.

**9.09 - Electronic Meetings of the Accreditation Committee and/or Board of Trustees.** When necessary to take formal Board of Trustees actions on critical accreditation matters or other matters outside the normal Annual and Winter meeting cycle, an electronic meeting may be scheduled. In accreditation cases as deemed appropriate by the chair of the Accreditation Committee, the Accreditation Committee may be convened electronically as may be decided by the Committee chair to discuss and make accrediting

recommendations. Upon such a recommendation, the chair of the Accreditation Committee may request that the Chairperson electronically convene the Board of Trustees to consider such recommendations presented by the chair of the Accreditation Committee. In other business of the Board, the Chairperson may call an electronic meeting. The quorum rules (Bylaws, Section 9.01) apply to any meeting convened under this bylaw.

## **ARTICLE 10**

### **VOTING BY TRUSTEES**

Section 10.01 - Voting on AABI Board of Trustee Business. Only the seated members of the Board present in person may cast votes in person, when voting on Board matters.

Section 10.02 - Voting by Proxy. Trustees of the Board may vote or act by proxy in respect to all business, except in the case of voting upon the accreditation status of an educational program, when such votes by the Trustees shall be cast in person at a properly called meeting. In all other instances, proxies are to be in written form and shall be in the hands of the Secretary prior to the beginning of the meeting at which they are to be exercised. At the appropriate time, the Secretary shall identify the proxy votes which are cast. For purposes of constituting a quorum, a proxy will be considered as if the Trustee were present.

Section 10.03 - Voting by Mail or Electronic Transmission. Under unusual circumstances, a quorum of the Board, during a properly called meeting, may determine that a vote by facsimile or other electronic transmission on a specified Board matter would be advantageous, and if so decided, the Board may do so.

## **ARTICLE 11**

### **STANDING COMMITTEES**

Section 11.01 - Standing Committees. AABI shall have Standing Management Committees and Standing Operating Committees. The Management Committees shall be: (1) Executive Committee, (2) Nominating Committee, (3) Bylaws and Policies & Procedures Committee, (4) Strategic Planning & Corporate Communications Committee, (5) Industry/Educator Forum Committee, (6) Global Membership & Outreach Committee, (7) Awards Committee, (8) Safety Committee, and (9) Diversity, Equity & Inclusion Committee.. The Standing Operating Committees shall be: (1) Criteria Committee, (2) Accreditation Committee, and (3) Guidance Committee.

The Chairperson shall be a voting member of all standing committees and counted toward the quorum of any committee meeting he or she attends, but not counted against the committee requirements described in these Bylaws. The Vice Chairperson shall be a voting member of all standing committees on which he or she is required to serve as provided in these Bylaws and shall be an ex-officio non-voting member of all other standing committees. The President shall be an ex-officio, non-voting member of all committees

unless otherwise designated in these Bylaws. The Chairperson or Board may assign to these Standing Committees responsibilities in addition to those specifically listed in these Bylaws. Action by any committee that requires Board approval will be submitted in writing to the Chairperson prior to the next meeting of the Board. Reports of each committee meeting shall be promptly prepared and submitted to the Board for its review. Any AABI member representative of any Corporate, Educator, Trade Association or Organizational Sustaining member and any Individual Sustaining member shall be eligible for appointment as a voting member of any committee for which the member meets the qualifications.

**Section 11.02 – Committee Appointments and Terms.** Appointments to all Standing Committees will be in accordance with the committee representation as directed in these Bylaws; and in the case of Board members, made by the Chairperson with the approval of the Executive Committee. Appointments to Ad Hoc or Special Committees will be made by the Chairperson. Appointments of non-Board members to those Standing Committees so designated will be made on nomination by the committee chair.

**Section 11.03 - Executive Committee.** The voting members of the Executive Committee shall consist of the Chairperson, Vice Chairperson, Treasurer, Secretary and President, plus the Immediate Past Chairperson whose term shall run for a period of two years. Other members of the Executive Committee shall be the Vice President of Operations, Vice President of Accreditation, Vice President of Guidance, and President Emeritus as ex-officio non-voting members, and any past Chairperson selected by the Executive Committee as an emeritus, ex-officio, non-voting member. Any three voting members of the Executive Committee shall constitute a quorum. The Executive Committee shall be responsible for conducting routine business on behalf of the Board during the period of time between the meetings of the Board and any other matters the Board may delegate to the Executive Committee during any regular or special meetings of the Board. Meetings of the Executive Committee shall be called by the Chairperson, who also chairs the Executive Committee. Minutes of each Executive Committee meeting shall be promptly prepared and forwarded to the Committee and the Board.

The chairperson may call for an executive session of the Committee for a stated purpose. Attendance at an executive session of the Committee shall be limited to the voting members of the Committee and any other persons requested by the chairperson to attend as necessary to conduct the stated purpose of the executive session.

**Section 11.04 - Nominating Committee.** The Nominating Committee shall be composed of five members: two past officers of the Board, two current Trustees of the Board and, the Immediate Past Chairperson of the Board (who shall act as chairperson of the committee). The Nominating Committee shall carry out its duties such that the required list of Trustee nominees will be presented to the Board and Members at the Winter Meeting of the Board for election prior to the Annual Meeting. It will also submit to the Board a recommended list of officers at the Winter Meeting.



**Section 11.05 – Bylaws and Policies & Procedures Committee.** The Bylaws and Policies & Procedures Committee shall be chaired by the Secretary, and co-chaired by the Vice President of Operations, and shall consist of not fewer than six (6) members, including two (2) persons, who need not be members of the Board of Trustees. It shall be responsible to the Board for preparing proposed, necessary, and desirable changes to these Bylaws. The Committee shall be responsible for preparing proposed, necessary, and desirable changes to the Policies & Procedures Manual. It shall require a two-thirds affirmative vote of the Committee to approve any action to revise the AABI Policies & Procedures Manual.

**Section 11.06 - Strategic Planning & Corporate Communications Committee.** The Strategic Planning & Corporate Communications Committee shall consist of not fewer than seven (7) members, including the Treasurer, Director of Finance and Administration, and Vice Chairperson who shall serve as chair of the Committee. This Committee shall consist of an approximately equal number of Corporate/Trade Association and Educator Trustees, plus one each Practitioner and Public-at-Large Trustees, and two (2) persons, who need not be members of the Board of Trustees.

The Committee shall have responsibility for organizational, financial and membership planning. The financial planning responsibilities include establishing policies and procedures for AABI financial management and records. This committee shall be responsible for recommending the dates and locations of AABI's Annual and Mid-Year Meetings for approval by the Executive Committee.

It shall be the responsibility of the Committee to seek marketing initiatives which improve the total membership, and which enhance the image of AABI worldwide. These initiatives include those which involve branding, outreach, credibility, industry acceptance, and educational quality. In addition, the Committee will provide a forum for issues regarding marketing to be reported to the Board, and to work with the President to actively promote AABI to its various publics.

**Section 11.07 – Criteria Committee.** The Criteria Committee shall report directly to the Board and shall consist of Trustees from the newly seated Board. This Committee shall consist of not fewer than ten (10) members. The Committee shall be composed of an approximately equal number of Educator Trustees and Corporate/Trade Association Trustees, plus one each Practitioner and Public-at-Large Trustees. Board members of other Standing Operating Committees may not serve on this Committee. Additional at-large members or visiting team chairs who are not on the Board of Trustees may be appointed as long as this group does not exceed 50 percent of the total Educator Trustees and Corporate/Trade Association Trustees.

The Criteria Committee shall be responsible for the preparation of the criteria upon which all programs in aviation seeking accreditation or reaffirmation by AABI will be evaluated. Each year, the Committee shall review all criteria, and where appropriate, shall recommend to the Board such changes as may be needed to improve upon the quality of aviation programs, the accreditation process, and the promulgation of criteria appropriate to the education of an aviation professional. All proposed changes in criteria relating to aviation

programs shall be sent to the educator member representatives of AABI-accredited programs for comment by program faculty, students, and administrators (allowing an appropriate period of time for comment) prior to the proposed changes being adopted by the Board. It shall require a two-thirds affirmative vote of the Committee to recommend any action to revise the AABI Criteria to the Board.

**Section 11.08 - Accreditation Committee.** The Accreditation Committee shall report directly to the Board and shall be composed of Trustees from the newly seated Board. This Committee shall be composed of not fewer than ten (10) members, including the Vice President of Accreditation, who shall serve as chairperson of the Committee with the assigned Accreditation Evaluator acting as the co-chair. The Committee shall be composed of an approximately equal number of Educator Trustees and Corporate/Trade Association Trustees, plus one Practitioner Trustee and one Public-at-Large Trustee. Board members of other Standing Operating Committees shall not serve on this Committee. Additional at-large members or visiting team chairs, who are not on the Board of Trustees, may be appointed, so long as this group does not exceed 50 percent of the total Educator Trustees and Corporate/Trade Association Trustees who are serving on the Accreditation Committee.

The Accreditation Committee shall consider the accreditation reports and other pertinent materials submitted in connection with the accreditation of an academic program and after due deliberation shall recommend to the Board actions to be taken on accreditation, reaffirmation, or reinstatement of accreditation, for those academic programs that have applied for, been reviewed and, in the opinion of the Accreditation Committee, have met the criteria for accreditation; and shall also recommend to the Board the denial, deferral, revocation, or suspension of accreditation when, in the opinion of the Accreditation Committee, the program has failed to comply with the criteria for accreditation established by AABI.

The Accreditation Committee shall be responsible for the preparation of guidelines and documents with which a program will conduct a self-evaluation study that will be an integral part of the AABI accreditation process, and shall recommend to the Board on an annual basis such changes as may be required to improve these materials.

**Section 11.09 - Guidance Committee.** The Guidance Committee shall report directly to the Board and shall be composed of Trustees from the newly seated Board. This Committee shall be composed of not fewer than ten (10) members. The Committee shall be composed of an approximately equal number of Educator Trustees and Corporate/Trade Association Trustees, plus one Practitioner Trustee and one Public-at-Large Trustee. Board members of other Standing Operating Committees may not serve on this Committee. Additional at-large members or visiting team qualified persons, who are not on the Board of Trustees, may be appointed as long as this group does not exceed 50 percent of the total Educator Trustees and Corporate/Trade Association Trustees who are serving on the Guidance Committee.

The Guidance Committee shall have total responsibility for providing a system of advisory services for college aviation programs, including those programs seeking accreditation by AABI and those already accredited. Advisory services must be requested by an authorized representative of the institution or aviation program and directed to the chair of the Guidance Committee. If such requests are received by individual members of AABI, the person contacted should direct them to the Committee chair immediately. Any direct costs involved in providing advisory services shall be defrayed by the requesting institution.

The Guidance Committee shall be responsible for the Pre-Candidacy Partnership Program. The Committee will establish protocol with institutions not immediately eligible for full Candidate status for accreditation. The Committee will maintain a mentor pool comprised of institutions/individuals from AABI-accredited programs that volunteer to advise the applicants/pre-candidates through the application and self-study phases.

The Guidance Committee shall be responsible for planning and conducting a Guidance Committee Workshop at least once per year, to update candidates and prospective applicants on AABI Criteria Manual revisions, Self-Study details, accreditation visit practices, and other information pertinent to the accreditation process. The Guidance Committee shall also be responsible to the Board for identifying programs that are potential candidates for AABI accreditation.

**Section 11.10 - Industry/Educator Forum Committee.** The Industry/Educator Forum Committee shall be composed of at least five (5) members, including at least one (1) Industry Trustee, at least one (1) Educator Trustee, which will include the Chair of the Criteria Committee, at least one (1) Trade Association Trustee, and two (2) persons, who need not be members of the Board of Trustees.

It shall be the responsibility of the Industry/Educator Forum Committee to organize and conduct a forum at each Annual Meeting, which brings together all the representatives of the AABI members, all the members of the Board of Trustees and all other persons whom this Committee deems appropriate for the purpose of having a free exchange of ideas relevant to the education of students studying aviation. This forum is meant to serve as a means through which educators will be apprised of any disciplines required by the industry and their personnel, through which industry can receive new employees educated more particularly for their respective needs and through which the AABI Board of Trustees will be apprised of new Criteria to be considered and to what extent those Criteria are currently being considered by the institutions.

**Section 11.11 – Global Membership & Outreach Committee.** The Global Membership & Outreach Committee shall be composed of at least nine (9) members, including at least one (1) Industry Trustee, at least one (1) Educator Trustee, at least one (1) Trade Association Trustee, and six (6) persons, who need not be members of the Board of Trustees.

In the spirit of AABI values focusing on Diversity, Equity, and Inclusion, the Global Membership & Outreach Committee provides guidance to the AABI Board of Trustees and

AABI Committees about issues related to AABI criteria; member services; global outreach, and the creation of programs enhancing academia-industry partnerships to explore and develop career pathways. The Committee shall work in conjunction with the Strategic Planning & Corporate Communications Committee in marketing activities to increase the total membership, thereby enhancing the image of AABI worldwide.

**Section 11.12 – Awards Committee.** The Awards Committee shall report directly to the Board and shall consist of persons approved by the newly seated Board at the AABI Annual Meeting from a recommended list prepared for the Board by the Chairperson and Vice Chairperson. The composition of this Committee shall be fixed by the Executive Committee but shall not be fewer than seven (7) members, including representation from each of the membership categories of AABI: educator, corporate, practitioner, international, individual and trade association; and past recipients of the named awards.

The Awards Committee shall be responsible for oversight of the policies and procedures pertaining to the nomination and selection for all AABI awards. The Committee shall provide the Executive Committee a list of nominees for each award immediately following Winter Meetings. The awards presentation shall be part of the Annual Meetings of AABI.

**Section 11.13 – Safety Committee.** The Safety Committee shall report directly to the Board and shall consist of persons approved by, and Trustees from, the newly seated Board and appointed by the Chairperson as soon as practical after the AABI Annual Meeting. This Committee shall consist of not fewer than five (5) members including the Vice Chairperson. The Committee shall be composed of an approximately equal number of Educator Trustees and Corporate/Trade Association Trustees, plus one each Practitioner and Public-at-Large Trustees, and up to six (6) persons who need not be members of the Board of Trustees.

The mission of the Safety Committee is to provide guidance to the AABI Board of Trustees and to AABI Committees (particularly Criteria, Guidance, and Curriculum) about safety matters related to AABI Criteria, program curricula, particularly the AABI Safety Science option and safety matters related to a safety management approach to fostering an effective safety culture in aviation programs.

**Section 11.14 – Diversity, Equity, and Inclusion Committee.** The Diversity, Equity, and Inclusion (DEI) Committee shall report directly to the Board of Trustees and shall be composed of not fewer than five (5) members. At least one (1) member must be an educator representative and at least one (1) member must be an industry representative.

The DEI Committee is responsible for creating or reviewing DEI criteria proposals before they are considered by the Criteria Committee. The DEI Committee is also responsible for supporting and promoting DEI efforts among AABI member institutions by sharing best practices during committee meetings. The DEI Committee is also responsible for supporting and promoting DEI efforts that AABI Executive Committee members identify as being important to the mission of AABI.

## **ARTICLE 12**

### **AD HOC COMMITTEES**

Section 12.01 - Ad Hoc Committees. The Chairperson, with Board approval, may create any ad hoc committee of the Board or of the membership which shall have a specific charge and shall appropriately report progress to the Executive Committee and, if appropriate, Standing Committees and the Board until the Committee has fulfilled its objectives or is otherwise discharged. The Chairperson, with approval of the Executive Committee, shall establish the membership and tenure of such ad hoc committees, national or regional, as may be required to implement the stated purposes of AABI.

## **ARTICLE 13**

### **SPECIAL PANELS**

Section 13.01 - Special Panels. The Chairperson, with approval from the Executive Committee, will establish special panels to hear appeals from educational institutions on the status of their accreditation. These panels shall serve for the term of the appeal. There shall be at least three (3) members, including one (1) Educator Trustee who will serve as Chair and two or more members selected from the Corporate, Trade or International Board membership. No member of the Accreditation Committee may serve on these special panels and no member of any Special Panel may be on the staff of, or have direct affiliation with, the institution initiating the appeal on the status of accreditation of the aviation program in that institution. The Trustees appointed will not have voted on any committee or Board action related to the institution.

## **ARTICLE 14**

### **ADMINISTRATION**

Section 14.01 - President. The Board shall appoint a President to serve at its pleasure as the chief operating staff officer of AABI, and shall fix by contract the duties, responsibilities, and compensation of the position. The President shall provide leadership in carrying on the work of AABI, shall represent and express the views of AABI when and where appropriate, and shall serve as the custodian of the corporate records. The President oversees all accreditation processes of AABI including Visiting Team selection and training; serves as liaison to the Council on Higher Education Accreditation (CHEA); arranges for meetings, printing, mailing, and other operational functions; serves as an ex-officio non-voting member of the Board, and as an ex-officio non-voting member of all committees of AABI unless otherwise noted in these Bylaws; maintains a file of the official minutes of all meetings of the Membership, the Board, the Executive Committee, all Standing Committees and all special committees; and coordinates AABI studies and research projects. The President shall receive and collect dues and other obligations to AABI, pay its debts, manage its assets, and otherwise perform the functions of business manager. In addition, the President shall perform other duties as may be assigned by the Board or the Executive Committee in accordance with the corporate purposes of AABI.

Section 14.02 – President Emeritus. The Executive Committee may appoint a President Emeritus and shall fix by approval and contract the duties, responsibilities, and compensation of the position in consultation with and on terms approved by the Executive Committee and President. The President Emeritus shall be an ex-officio non-voting member of the Board and Executive Committee.

Section 14.03 - Staff. The President shall appoint professional and support personnel as needed in consultation with and on terms approved by the Executive Committee and set forth in the currently approved AABI budget.

Section 14.04 - Annual Report. The President shall present each year at the Annual Meeting a written report on the affairs of AABI. Such report shall be presented to the Board, which may authorize its further distribution.

## **ARTICLE 15**

### **FINANCIAL MANAGEMENT**

Section 15.01 - Fiscal Year. The fiscal year and budget of AABI shall begin on October 1 of each year and shall end on September 30 of the succeeding year.

Section 15.02 - Financial Management. The Board shall be responsible for the financial management of AABI and will review and evaluate reports from the Treasurer and the Strategic Planning Committee to assure sound financial management practices.

Section 15.03 - Budget. The Board shall approve an annual budget for the operation of AABI. It shall also approve emergency appropriations and/or assessments. The AABI budget shall be adequate to support its basic services; however, part of the budget may be met by subscriber fees for information services and by gifts and grants for research and special projects.

Section 15.04 – Financial Review. In any year when the annual dues plus gift income exceeds the gross amount of \$300,000, the finances of AABI shall be reviewed by a certified public accountant or firm, and such auditor or firm shall submit a written report following the end of each such fiscal year. Copies of the written report shall be provided to the officers and shall be available to each member of the Board. Summaries of the audit report shall be circulated to each member of the Board and to each member of AABI.

Section 15.05 - Deposit of Funds. The funds of the Corporation shall be deposited in such depositories as may be approved by the Board or the Executive Committee, but such depositing authority may be delegated by them to the President.

Section 15.06 - General Powers. The Board, representing the Corporation, shall have the power to sue and be sued, to purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real

or personal property, or any interest therein, and otherwise dispose of all or any part of its property and assets; to lend money to and otherwise assist its employees other than its officers and directors; to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure its obligations by mortgage or pledge of all or any of its property, franchises and income; to conduct its affairs, carry on its operations, hold property, and have offices and exercise the powers granted by this charter in any part of the world; to elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation; to make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Illinois, for the administration and regulation of the affairs of the Corporation. Notwithstanding the above, AABI shall not engage in any business or other activity which is not in the furtherance of and exclusively for its educational, scientific, research, mutual improvement, and professional purposes, and which do not comply fully with the Sherman Act, the Clayton Act and the Federal Trade Commission Act or which may jeopardize its status as an Internal Revenue Service 501(c)(3) Corporation under the provisions of the Internal Revenue Code.

## **ARTICLE 16**

### **BONDING**

Section 16.01 - Bonding. In any year succeeding a year in which the gross income from annual dues plus gifts exceeded the amount of \$300,000 the Treasurer, Secretary, President, and other officers and employees as required by the Board shall be bonded at the expense of AABI in the amounts determined by the Board.

## **ARTICLE 17**

### **POWER OF ATTORNEY**

Section 17.01 - Power of Attorney. The Chairperson, Vice Chairperson, Treasurer, Secretary, President and Vice President of Operations shall have authority as attorney in fact to execute and acknowledge on behalf of the Corporation, legal documents or other instruments in connection with the operations of the Corporation as approved generally and specifically by the Executive Committee or the Board.

## **ARTICLE 18**

### **INDEMNIFICATION**

Section 18.01 - General. AABI, to the maximum extent permitted by law, shall indemnify any officer and trustee and may, by resolution by the Board, indemnify any employee and any individual serving as a designated representative of AABI, against any and all expenses and liabilities actually and reasonably incurred by or imposed upon said person in connection with any claim, action, suit or proceeding (whether actual or threatened), to which said person may be or is made a party by reason of said person being

or having been an officer, trustee, employee or designated representative of AABI; provided, however, that there shall be no indemnification in relation to matters as to which said person shall be adjudged in such claim, action, suit or proceeding, and any related appeal there from, to be (1) guilty of a criminal offense; (2) liable for intentional and wanton tortious acts; or (3) liable to AABI for damages arising out of said person's intentional tort or wanton negligence in the performance of a duty to AABI. AABI may, by resolution by the Board, indemnify any officer, trustee, employee, or designated representative of AABI for any expenses or liabilities not otherwise indemnified by this Article.

**Section 18.02 - Applicability.** If such officer, trustee, employee or designated representative of AABI is or has been extended the right to indemnification by AABI, then AABI shall offer a defense to said person from the very onset of the event giving rise to the indemnification, provided AABI shall have been given written notice. If the final decision, including all applicable appeals, finds liability against said person totally on the basis for which indemnification would not apply, then the person shall be obligated to repay to AABI all sums previously advanced and/or paid by AABI for legal fees and costs arising out of this indemnification provision.

The provisions of this Article shall be applicable to all claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omission occurring prior to the adoption hereof, provided that no formal proceedings have been commenced and served on the indemnitee.

Amounts paid pursuant to this indemnification shall include any expenses and liabilities incurred by said indemnitee, including reasonable counsel fees, judgments, fines, penalties, and amounts paid in settlement by said indemnitee.

**Section 18.03 - Other Rights.** The indemnification rights provided for in this Article shall not be deemed exclusive of any other rights to which said officer, trustee, employee or designated representative of AABI may be entitled, under any law, Bylaw, agreement, ruling of the Board or otherwise, and shall not restrict the power of AABI to make any indemnification permitted by law. Indemnification as provided in this Article shall inure to the benefit of the heirs, executors, administrators, or other legal representatives of said indemnitee.

**Section 18.04 - Partial Invalidity.** If any part of this indemnification provision shall be found in any action, suit, or proceeding to be invalid, or ineffective, the validity and effectiveness of the remaining parts shall not be affected.



## **ARTICLE 19**

### **REMOVAL**

Section 19.01 - Officers. Officers or agents appointed or elected by the Board may be removed by a two-thirds vote of the Board members attending and/or submitting proxies at any regular meeting or special meeting called for that purpose.

Section 19.02 - Trustees. A Trustee may be removed by a two-thirds vote of the total Board or total AABI voting membership at any regular meeting or special meeting called for that purpose. A replacement member shall then be selected in accordance with Section 6.01.

## **ARTICLE 20**

### **CONFLICT OF INTEREST**

Section 20.01 - Conflict of Interest. The Board shall, from time to time, adopt rules and regulations governing the conduct of officers, trustees, members or employees, with respect to matters in which they have an interest in conflict with the interests of AABI. Such rules and regulations shall forbid officers, trustees, members or employees from personally participating in AABI action with respect to any contract, transaction, accreditation or other matter in which any such officer, trustee, member or employee, has any interest, financial or otherwise, unless said officer, trustee, member or employee makes full disclosure of the circumstances to the AABI Board and said Board determines that (a) the interest is not so substantial as to affect the integrity of AABI and the services being rendered by said officer, trustee, member or employee; or (b) on the basis of Criteria to be established in such rules and regulations, the interest of said officer, trustee, member or employee is too remote or too inconsequential to affect the integrity of AABI and the services being rendered. This proscription against personal participation, set forth immediately above, shall be deemed to require any such affected officer, trustee, member or employee to recuse himself or herself (i.e., leave the room) during deliberations by the Board or any Committee of the Board concerning any such contract, transaction, accreditation or other matter giving rise to the appearance of a conflict of interest. The removal of any such person for such reason shall not defeat an otherwise valid quorum.

Section 20.02 - Endorsement. Beyond the recognition of institutions accorded by these bylaws, no officer or staff member of AABI will endorse the efforts of any member institution (or groups of institutions or non-member educational institutions) in which those efforts could be in competition or conflict with other member institutions.

## **ARTICLE 21**

### **PROCEDURE**

Section 21.01 - Procedure. *Robert's Rules of Order*, Revised, shall govern the conduct of all meetings of the Members, Board, Committees of the Board, and parliamentary

procedures of AABI insofar as they are not inconsistent with applicable statutes, the Articles of Incorporation and these Bylaws, unless other specific procedure is provided by the Board.

## **ARTICLE 22**

### **AMENDMENTS**

Section 22.01 - Amendments. Amendments to these Bylaws may be proposed by the Bylaws Committee or any member of the Board. Amendments shall be submitted to the Board by e-mail, mail, facsimile transmission or in person to each Member or Trustee or other person entitled thereto at least thirty (30) days prior to consideration thereof by the Board. Amendments shall be adopted by a two-thirds vote of the Board members voting at any Annual Meeting or at any special meeting convened for such purpose and shall become effective on the date as it shall determine.

## **ARTICLE 23**

### **DISSOLUTION**

Section 23.01 - Dissolution. AABI may be dissolved or merged with another similar corporation carrying on substantially the same activities, upon approval of a plan of dissolution adopted by a two-thirds vote of the total membership of the Board. Such a plan of dissolution shall provide for the complete payment and discharge of all corporate obligations before disposition of the net corporate assets, which may then be distributed equally among such constituent members of this Corporation or their successors as are in existence, actively engaged, and qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).