



**NEVADA AIRPORTS
ASSOCIATION, INC.**

A Non-Profit Organization

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NEVADA AIRPORTS ASSOCIATION
A Non-Profit Organization

Bylaws

1.0 NAME

The name of the association shall be the Nevada Airports Association (NVAA) hereinafter referred to as the “Association”.

2.0 MISSION

Nevada Airports Association is an association of airport executives, airport policy-makers, and airports supporters whose mission is to promote and sustain the development of all airports in the State of Nevada. Those interests shall be served by:

- 2.1 Promoting public understanding of the value of aviation and airports.
- 2.2 Cooperating with all governmental agencies and industry organizations to sustain and improve airport infrastructure through advocacy of funding priorities and allocations.
- 2.3 Providing a unified voice for all airport executives and policy-makers within the state to communicate with commercial enterprises, State and Federal agencies, the State Legislature and the Nevada Congressional Delegation on proposed or pending legislation that affects airports or aviation.
- 2.4 Providing a forum for Members of the Nevada Airports Association to acquire the latest information on airport regulations, engineering, design, and economic impacts.

3.0 OFFICES

The Association shall maintain an office for the transaction of business and the receipt of communications between meetings of the Members of the Association or its Officers, the location of which shall be designated by the Board of Directors. In the absence of such designation, the general office of the Association shall be the same as the business office of either the Secretary or President, whichever the Board agrees upon.

4.0 MEMBERSHIP

Membership in the Association shall be open to all persons, either individual or corporate, who desire to be a part of the advancement and continued improvement of aviation and airports in the State of

Nevada. Each Member shall fit a category of Membership: Regular, Corporate, or Associate. All Members shall be issued such certificates of Membership and/or the Board of Directors may prescribe Membership cards.

4.1 Regular

Regular Membership shall be open to those persons exercising active responsibility for the management, general superintendent or administration of a public-use airport, and to those persons occupying government positions that have management oversight responsibilities directly related to public-use airports.

4.2 Corporate

Corporate Membership shall be open to those persons exercising active responsibility in a public or private corporation or business that is a supplier of products or services to, or tenants of, an airport.

4.3 Associate

Associate Membership shall be open to all other persons not represented in Sections 4.1 or 4.2, interested in and subscribing to the mission of the Nevada Airports Association as declared by Section 2.0 of these Bylaws.

4.4 Applications

Applications for Membership shall be presented to the Treasurer of the Association and Membership and voting privileges shall not become final until dues are paid.

5.0 VOTING PRIVILEGES

Voting privileges are extended to Regular Members and each Member shall have one (1) vote except that each airport shall have only one (1) vote and will designate a representative to vote on behalf of the Members from the airport. Voting privileges are extended to Corporate and Associate members so long as they constitute less than half of the Regular Members. Corporate and Associate Members will designate one (1) representative to vote on behalf of the Corporate Member or Associate Member.

6.0 DUES AND PAYMENT OF DUES

Annual dues shall be \$50.00 per Regular Member, \$50.00 per Associate Member, and \$200.00 per Corporate Member unless changed by a simple majority of the Membership. Corporate and Membership dues allow more than one representative from Corporate or Associate Member company to attend conference at

Regular Member rates. Dues shall be based on a calendar year and shall be due January 1 and payable within thirty (30) days of the due date.

7.0 BOARD OF DIRECTORS

7.1 Selection, Term of Office and Responsibilities

The administration of the Nevada Airports Association shall be vested in a Board of Directors consisting of eleven (11) Members: Past President, President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, two (2) Associate Directors, and two (2) Corporate Directors. All positions shall be held for two (2) years. The outgoing President shall fill the Past President position. The President, President-Elect, First Vice-President and Second Vice-President shall be elected in alternating (odd) years starting in 2005. All other positions shall be elected in even years.

7.2 Vacancies

The Board of Directors shall have power to fill all vacancies of Officers or positions on the Board of Directors.

7.3 Election

The Board of Directors shall be elected at the Spring Conference or at a Special meeting. A Nominating Committee of not less than three (3) Members, one from each category, shall be appointed by the President ninety (90) days prior to the election. Reasonable effort will be made by the Nominating Committee in selecting candidates for the Board of Directors and Officers in order to provide a Board, as finally elected, that offers a range of representation as to geography, size and type of airport. Any Member may make nominations other than those recommended by the Committee either from the floor or by filing the name of the nominee with the Secretary. Election shall be by written ballot with space provided for additional nominations from the floor, for each position. A majority of the votes cast shall be required to win an election.

7.4 Powers of the Board of Directors

The Board of Directors may remove any Officer or Director by simple majority whenever, in the judgment of the board, the business interest of the Association will be served thereby. The Board shall direct the President to appoint special committees for various purposes.

8.0 OFFICERS

The officers of the Association shall be President, President-Elect, First Vice-President, Second Vice-President, Secretary, and Treasurer. The Past President shall serve as an ex-officio Member of the Board.

8.1 President

The President shall be the Chief Executive Officer of the Association. S/he shall preside at all the meetings of the Members of the Association and of the Board of Directors. S/he shall sign and execute all authorized bonds, contracts or other obligations in the name of the Association, and shall perform such other duties as determined by the Board of Directors. The President shall not succeed him/herself.

8.2 President-Elect

The President-Elect shall have such powers and perform such duties as may be delegated to him/her by the Board of Directors. In the absence of the President, or at the direction of the Board of Directors, the President-Elect shall perform the duties and exercise the powers of the President.

8.3 First Vice-President

The First Vice-President shall have such powers and perform such duties as may be delegated to him/her by the Board of Directors. In the absence of the President and President-Elect, or at the direction of the Board of Directors, the First Vice-President shall perform the duties and exercise the powers of the President. The First Vice-President shall be responsible for organizing conferences and education for the Association.

8.4 Second Vice-President

The Second Vice-President shall have such powers and perform such duties as may be delegated to him/her by the Board of Directors. The Second Vice-President shall be responsible for continued Membership endorsement and new Membership drives.

8.5 Secretary

The Secretary shall keep the minutes of the meetings and proceedings of the Board of Directors and Regular Membership meetings. S/he shall be responsible for giving all notices for the Association when directed by the

President. The Secretary shall maintain a list of all Regular, Associate and Corporate Members. S/he shall attest the signature of the President or President-Elect to all contracts authorized by the Board of Directors.

8.6 Treasurer

The Treasurer shall have custody of all funds and securities of the Association that may come into his/her hands. When necessary, s/he shall endorse, on behalf of the Association, for collection, checks, notes and other obligations, and shall deposit the same to the credit of the Association in such bank that the Board of Directors may designate.

8.7 Associate Director

The Associate Directors are expected to attend the Special meetings as the representative of the Associate Members at the request of the President. Duties of this position are at the discretion of the President.

8.8 Corporate Director

The Corporate Directors are expected to attend the Special meetings as the representative of the Corporate Members at the request of the President. Duties of this position are at the discretion of the President.

9.0 MEETINGS

9.1 General Membership Meetings

The Board of Directors shall determine the frequency of the meetings except that a minimum of two (2) General Membership meetings shall be held annually: one (1) in the spring, and one (1) in the fall. The President and one (1) other officer may call a Special meeting of the Members of the Association. The President of the Association shall issue by the Secretary, or, in his/her absence, any notice of a Special meeting.

9.2 Board of Directors Meetings

The President shall determine the time, place and frequency of the Board of Directors meetings. Notification shall be given to each board Member not less than ten (10) days prior to the meeting. A minimum of four (4) meetings shall be held and two (2) of the four (4) meetings may be held in conjunction with General Membership meetings. The President may call additional meetings.

9.3 Quorum

A majority of the voting Membership shall constitute a quorum at General Membership and Board of Directors meetings. A simple majority vote of those present at the meeting shall be sufficient to approve **all** actions under consideration.

9.4 Notice of Meetings

Written notice of any Regular or Special meeting of the Board of Directors or General Membership shall be given not less than ten (10) days prior to the meeting. Such written notice shall be delivered personally, by electronic mail, or by mail to each Officer or Member at the address s/he has registered with the Secretary.

10.0 Electronic Meetings

10.1 Agenda

- A. The President shall prepare a proposed agenda for the electronic meeting and distribute via e-mail to the Members approximately three (3) weeks prior to the proposed end of the electronic meeting. The proposed agenda shall include a date for completion of the electronic meeting. Any Member may ask the President to place an item on the agenda. Such additions should be submitted no less than two (2) weeks prior to the end of the electronic meeting.
- B. The President shall initiate discussion on each agenda item.
- C. Each agenda item shall be open for discussion for at least seven (7) consecutive days, spread over parts of two (2) calendar weeks. Multiple agenda items will be discussed concurrently.
- D. The Secretary shall archive the electronic communications for purposes of minutes of the electronic meeting. These records shall be used to prepare written meeting minutes. Once the written minutes are approved, the electronic records may then be deleted by the Secretary.

10.2 Discussion and Reports

- A. All reports shall be delivered to the Members electronically by the start of the meeting, usually two (2) weeks prior to the end date.
- B. If the issue to be discussed is not an action item, there is no minimum duration for discussion on that item.
- C. For action items (e.g. main motions or amendments to motions) a minimum of seven (7) consecutive days, spread over two (2) calendar weeks, shall be available for discussion, motions, points of order, and voting. The President has the discretion to set a time limit for individual action items in order to keep the meeting agenda progressing in a timely manner.

10.3 Motions

- A. Electronic motions may be made by any Member eligible to vote.
- B. Nothing further transpires until the motion is seconded via electronic communication.
- C. The President will then announce the motion and second on the electronic floor and call for discussion. The President will type motions in different colors in order to differentiate between stated motions and Member replies.
- D. Discussion takes place electronically utilizing procedures in *Robert's Rules of Order, Newly Revised*, Tenth Edition. In offering discussion comments, Members are to first list the number of the topic being discussed as listed in the agenda. The agenda number shall be listed in the "subject" line of the e-mail.
- E. Any Member may call for the question. Because this motion cuts off debate, it must first be voted on, before calling for the question. No Member has the unilateral right to end discussion.
- F. The President shall restate the question and call for the vote, stating the cut off date and time for

tallying of the vote on the question at hand. The President shall send an e-mail to all Members when the cut off time is reached, announcing that the agenda item is closed.

10.4 **Voting**

- A. The President shall set an end time for the vote. At least forty-eight (48) hours shall be allowed for each vote. Votes may be taken concurrently. The President shall send an e-mail to all Board Members when the pre-determined end time for a vote has been reached to announce that voting is closed for that item. Should enough votes be received to pass a motion, the President may, in the interest of time, send an e-mail to all Members calling and end to the vote before the designated time.
- B. The motion passes when a majority of the Board Membership has voted in the affirmative, or fails when a majority has voted against the motion.
- C. Votes shall be sent electronically to the President and Secretary. Votes need not be sent to the entire board. The President shall announce the results, indicating total number of votes for and against.
- D. Votes are not anonymous. The voter's name is used to verify Membership. If an issue is too sensitive, a Member may move to vote at an in-person meeting.

11.0 CONTRACTS AND FINANCES

11.1 Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specified instances.

11.2 Cash

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

11.3 Deposits

All funds of the Association not employed shall be deposited or invested from time to time to such banks, trust companies, and other depositories as the Board of Directors may select.

11.4 Audits

An annual audit of the financial affairs of the Association, and such other audits as the Board of Directors may require, shall be made by an Auditing Committee appointed by the President.

12.0 AMENDMENTS

12.1 Proposed Amendments

Any Regular or Associate Member may propose an amendment to these Bylaws at any time. The proposal shall be presented in writing to the Membership at least thirty (30) days before the next Regular or Special meeting at which a vote will be taken on the proposed amendments.

13.0 DISSOLUTION

13.1 Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 5 10(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Adopted by the Nevada Airports Association (NVAA) General Membership this 22nd Day of April, 2008

President

Secretary (Attest)

Appendix A to Nevada Airports Association Bylaws: Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more

advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews

shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Secretary of State
204 North Carson Street, Ste 1
Carson City, Nevada 89701 -4299
(775) 684 5708
Website: www.nvsos.gov

Nonprofit Amendment (After First Meeting)

(PURSUANT TO NRS CHAPTERS 81 AND 82)

Certificate of Amendment to Articles of Incorporation For Nonprofit Corporations

**(Pursuant to NRS Chapters 81 and 82 —
After First Meeting of Directors)**

1. Name of corporation:

Nevada Airports Association

2. The articles have been amended as follows: to add a new paragraph to Article **II**

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 5 10(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

3. The directors (or trustees) and the members, if any, and such other persons or public officers, if any, as may be required by the articles, have approved the amendment. The vote by which the amendment was adopted by the directors and members, if any, is as follows: *

Vote of Directors: all Vote of Members: 1