



C O U N C I L O N
AVIATION ACCREDITATION
INCORPORATED

BYLAWS

FORM 100

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**3410 SKYWAY DRIVE
AUBURN, ALABAMA 36830**

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BYLAWS
of the
COUNCIL ON AVIATION ACCREDITATION

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BYLAWS
of the
COUNCIL ON AVIATION ACCREDITATION

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 - Mission. The Council on Aviation Accreditation advances quality aviation education worldwide through accreditation and leadership.

- a. **Globalization.** In accordance with its mission statement, CAA 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 CAA are to stimulate collegiate aviation program excellence and self-improvement; establish uniform minimum educational quality standards; 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:
 - to ensure the quality of the institution or program,
 - to assist in the improvement of the institution or program,
 - to maintain relevance of education with the industry it serves.

ARTICLE 2

ORGANIZATION AND PURPOSES

Section 2.01 - Organization. The Council is organized as a not-for-profit corporation, under the Illinois General Not-For-Profit Corporation Act of 1986.

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

Section 2.03 - Powers. The CAA 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. The CAA shall not engage in any business of a kind ordinarily carried on for profit and nothing in these Bylaws shall authorize the CAA to do so. The CAA shall not enter into any transaction, carry on any activity, or engage in any business for pecuniary profit, and any moneys received by the CAA shall be applied exclusively for the not-for-profit purposes of the CAA 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 the CAA 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. Any 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 3.02 - Corporate Members. Any recognized aviation industry, educational or professional organization may be admitted as a Corporate Member. Admission will be on the affirmative vote of a majority of the CAA Board present at

a regular or special meeting, and upon the execution of the written instrument accepting membership in CAA and payment of the dues specified by the Board. 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 the CAA.

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. Admission will be on the affirmative vote of a majority of the CAA Board present at a regular or special meeting, and upon the execution of the written instrument accepting membership in CAA and payment of the dues specified by the Board. 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 the CAA.

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 the CAA and is willing to forward the goals and objectives of the CAA, but does not qualify as a Corporate Member, may be admitted as a Sustaining Member. There shall be two classifications of Sustaining Member: Individual and Organization. Admission will be on the affirmative vote of a majority of the CAA Board present at a regular or special meeting, and upon the execution of the written instrument accepting membership in CAA and payment of the dues specified by the Board. 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 the CAA.

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 a special expertise in aviation may be admitted as a Trade Association Member. Admission will be on the affirmative vote of a majority of the CAA Board present at a regular or special meeting, and upon the execution of the written instrument accepting membership in CAA and payment of the dues specified by the Board. 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 the CAA.

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 the Board. 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.

Section 4.02 - Educator Member Dues. Educator Members shall pay in advance such annual dues as are specified by the Board. No Educator Member Representative shall be entitled to exercise privileges of membership if such member has failed to pay the specified dues. CAA membership in good standing shall be mandatory to maintain accredited status.

Section 4.03 - Sustaining Member Dues. Sustaining Members shall pay in advance such annual dues as are specified by the Board. No Sustaining Member Representative shall be entitled to exercise privileges of membership if such member has failed to pay the specified dues.

Section 4.04 - Candidate Academic Program Fees. Colleges and universities with academic programs which apply as candidates for CAA accreditation shall pay the fees as specified by the Board. Candidate Academic Programs must also maintain Educator Member status.

Section 4.05 - Trade Association Member Dues. Trade Association Members shall pay in advance such annual dues as are specified by the Board. 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.

Section 4.06 - Contributions. The CAA 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

Section 5.01 - Termination of Membership. After due notice to the Member, membership in the CAA may be terminated due to nonpayment of dues two months after the due 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, the member shall return all certificates designating membership in

CAA to the CAA and delete all references to accreditation by CAA from all of its publications.

ARTICLE 6

NOMINATION AND ELECTION OF TRUSTEES AND OFFICERS

Section 6.01 - Nomination of Trustees. The Nominating Committee will present to the Board at the Mid-Year Meeting a ballot of nominees for the Trustees who shall take office at the end of the next succeeding Annual Meeting. The Nominating Committee shall be responsible to obtain and include on such ballot all nominations from the membership and to assure that at least one candidate is nominated for each vacant position on the Board of Trustees. 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 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.

Trustees will be elected by the Corporate, Educator, and Trade Association Members prior to the Annual Meeting and will take office at the conclusion of the Annual Meeting. In the event, there are two or more nominations from the same CAA member institution, all eligible nominees will appear on the ballot; however, only the highest vote receiver from an institution will be elected, if the votes are sufficient to qualify for election.

In the event a Practitioner or Public-At-Large or International Trustee resigns, or is otherwise unable to serve, the Executive Committee may appoint a replacement to fulfill such unexpired term. In the event a Corporate Trustee resigns or is otherwise unable to serve, the remaining Corporate Trustees shall elect a replacement to serve for the unexpired term. In the event an Educator Trustee resigns or is otherwise unable to serve, the remaining Educator Trustees shall elect a replacement to serve for the unexpired term. In the event a Trade Association Trustee resigns or is otherwise unable to serve, the remaining Trade Association Trustees shall elect a replacement to serve for the unexpired term.

Section 6.02 - Nomination and Election of Officers. The Nominating Committee will present a slate of nominees for the appropriate offices of the Board of Trustees at the Mid-Year meeting. The officers of the Board will be elected by the Board of Trustees from its members at the Annual Meeting.

Section 6.03 - Voting by Members. Prior to the Annual Meeting the Secretary shall conduct four separate elections, one of the Educator Membership for Educator Trustees, one of the Corporate Membership for Corporate Trustees, one of the Trade Association Membership for Trade Association Trustees, and one of the Corporate, Educator and Trade Association Membership for the Practitioner and

Public-At-Large and International Trustees. Sustaining Members are nonvoting Members. In the event of a tie for any position, the Secretary may conduct a runoff election at the Annual Meeting.

ARTICLE 7

GOVERNING BODY

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

Section 7.02 - Term of Service. The term of service of each trustee will be for three (3) years, corresponding approximately to the CAA fiscal year. 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. Corporate Member Trustees. There shall be a minimum of three (3) and a maximum of nine (9) Trustees representing the Corporate Member category. Each of these Trustees shall be nominated and elected by the Corporate Membership.
- b. Educator Trustees. The number of Educator Trustees shall be equal to the number of Corporate Trustees. 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) at an institute, college, or university, which is accredited by one of the regional accrediting agencies and who is teaching in (or administers) an associate, baccalaureate, or graduate program in aviation. All Educator Trustees shall be from schools which are Educator Members of the CAA. No two Educator Trustees shall be from the same school.
- c. 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 businessman, 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. Practitioner Trustees shall be elected by the representatives of the Corporate, Educator, and Trade Association Membership prior to the Annual Meeting of Members.

- d. 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 (i.e., not a practitioner in the aviation industry, aviation education, or an aviation activity). Whenever possible, each shall represent a different aspect of the consuming public. Public-at-Large Trustees shall be elected by the representatives of the Corporate, Educator, and Trade Association Membership prior to the Annual Meeting of Members.

- e. 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 and a maximum of five Trade Association Trustees. Whenever possible, each shall be elected by the Trade Association Membership.

- f. 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. International Trustees shall be elected by the representatives of the Corporate, Educator and Trade Association Membership prior to the Annual Meeting of Members.

- g. Immediate Past President. The Immediate Past President will continue on the Board for two years as a voting member. The Immediate Past President shall also be a member of the Executive Committee and Chair of the Nominating Committee and continue in these positions for a period of two years.

Section 7.04 - Duties of the CAA Board of Trustees. Service as a Trustee is considered a commitment to CAA 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 CAA and may make general

policies, rules, and regulations for the governing of CAA. 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 standards and procedures for accreditation of aviation programs, and matters for granting, denying, reaffirming, extending, revoking, and reinstating an 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 President, Vice President, Secretary, and Treasurer and such other officers and assistant officers as the Board of Trustees consider may be helpful to CAA.

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. The terms of the officers will be staggered with no more than two offices up for re-election in any year. Election and position as an officer automatically holds 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 President, by the President. The President shall preside over meetings of the Members, the Board, and the Executive Committee.

The President 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 Executive Director in order to insure efficient progress toward CAA objectives. The President shall sign all written contracts and obligations duly authorized by the Board with the exception of checks, and shall countersign all written contracts and other legal obligations as initiated by the Executive Director and authorized by the Board of Trustees.

The Vice President shall assist the President in the performance of his or her duties, preside in the absence of the President, and coordinate with the Office of Executive Director. 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 the CAA and shall provide a report of the CAA's financial condition at the Annual Meeting and at other meetings upon request by the Board. The Treasurer shall be authorized to sign all checks for disbursement on behalf of the CAA and may delegate authority for signing of checks to the Executive Director for those moneys budgeted to the Office of Executive Director in accordance with the approved budget. The Treasurer shall have the authority to appoint an Assistant Treasurer. The Assistant Treasurer shall have the authority to perform all duties of the Treasurer as set forth in these Bylaws. The Assistant Treasurer shall not be a member of the Board. Checks may be signed for the CAA by the President in the absence of the Treasurer. The Treasurer shall be responsible for the overall financial condition of the CAA and will prepare, with input from the Officers and the Executive Director, 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 the CAA.

Section 8.04 - Office Vacancy. In the event of a vacancy in the position of President, the Vice President shall become Acting President 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 President of the Board shall act as or designate the Chairperson of any meeting of the Membership, the Corporate Membership, the Educator Membership, the Trade Association Membership, or the Sustaining Membership; and the Secretary of the Board shall act as or designate the Secretary at all such meetings. The Annual Meeting of Members will be concurrent with the Annual Meeting of the Board. At the Annual Meeting of Members, the Corporate, the Educator, and the Trade Association Member Representatives will meet separately to conduct such discussions as they determine are appropriate and to conduct runoff elections of their respective Trustees. The Corporate, Educator, and Trade Association Representatives shall also participate in a joint forum to exchange ideas about preparation of students for one or more of the several careers in the

aviation industry and, thereafter, through their respective Trustees, to inform the Board of their respective concerns and any conclusions jointly resolved.

Section 9.03 - Annual Meeting of the CAA Board. An annual meeting of the Board shall be held at a location and time set by the Executive Committee. The President 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 seat the newly-elected Board, to consider accreditation actions recommended by the Accreditation Committee, to receive reports of the other CAA Committees, and to conduct any other business pertaining to the CAA. The annual meeting shall be the primary meeting for providing information to the CAA members and potential members, for conducting meetings of the Industry/Educator Forum Committee, for providing forums to discuss Guidance and Standards, for conducting Visiting Team Workshops, and for conducting an Open Forum of all the Members chaired by the CAA President. All meetings of the Accreditation 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 - Mid-Year Meeting of the CAA Board. A mid-year meeting of the Board shall be held at a location and time set by the CAA Executive Committee. The President 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 mid-year 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 at the next annual meeting, to receive reports of the other CAA committees, to consider matters of policy and procedure, and to conduct any other business pertaining to the CAA. All meetings of the Accreditation 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 CAA Members or Board. Special meetings of the Members or Board may be called at any time by the President, or in the President's absence, the Vice President, or by written request of 25% of the Corporate Membership and 25% of the Educator Membership and 25% of the Trade Association Membership in the case of a special membership meeting or of five

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 CAA 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 mid-year meeting, the notice thereof shall state briefly 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 Chairperson according to the needs of each committee, provided, however, that each standing committee will meet and present a report to the Board at the CAA annual meeting. 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 Chairperson 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 Board of Trustees. From time to time it may become necessary to take formal BOT actions on critical accreditation matters outside the normal Annual and Mid-Year meeting cycle. In such cases as deemed appropriate by the Chair of the Accreditation Committee, the Accreditation Committee can be convened electronically (teleconference, fax, email, web chat room, etc.) to discuss and make accrediting recommendations. Upon such a recommendation, the Chair of the Accreditation Committee would request that the President electronically convene the BOT to consider such recommendations presented by the Chair of the Accreditation Committee. The quorum rules (Bylaws, Section 9.01) would apply to any meeting convened under this bylaw for the purposes of accreditation.

ARTICLE 10 **VOTING BY TRUSTEES**

Section 10.01 - Voting on CAA 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 matters to be voted or acted upon, 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 majority 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. The CAA shall have Standing Management Committees and Standing Operating Committees. The Management Committees shall be: (1) Executive Committee, (2) Nominating Committee, (3) Bylaws Committee, (4) Strategic Planning Committee, (5) Industry/Educator Forum Committee and (6) Membership Committee. The Standing Operating Committees shall be: (1) Standards Committee, (2) Accreditation Committee, and (3) Guidance Committee.

The President 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 President shall be an official 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 Executive Director shall be an ex-officio, non-voting member of all committees. The President or Board may assign to these standing committees responsibilities in addition to those specifically listed in these Bylaws. Action by any Committee which requires Board approval will be submitted in writing to the President 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.

Section 11.02 - Vacancies. Unless otherwise provided for in these Bylaws, each committee appointment is intended to be for a three (3) year term, or until a successor is appointed, with approximately one-third of the members of each committee rotating off the committee each year. In the event of a resignation of a committee member, or if a committee member cannot otherwise complete the elected term on a Standing Operating or Management Committee, (except in the

case of an Officer of the Board of Trustees) or any Special Committee created in accord with the provisions of Article 12, a new committee member shall be appointed by the President, and the appointment confirmed by the Executive Committee, to complete the unexpired term.

Section 11.03 - Executive Committee. The Executive Committee shall consist of the officers, as specified in Article 8, the Executive Director as ex-officio, plus the immediate Past President whose term shall run for a period of two years. Any three 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 meeting of the Board. Meetings of the Executive Committee shall be called by the President, who also chairs the Executive Committee. Minutes of each Executive Committee meeting shall be promptly prepared and forwarded to the Committee and the Board.

Section 11.04 - Nominating Committee. The Nominating Committee shall be composed of five members, to wit: two past officers of the Board, two current Trustees of the Board and, whenever possible, the immediate Past President of the Board (who shall act as chairperson of the committee). Members of the Nominating Committee shall be appointed by the President before the Mid-Year Meeting to serve a term of one (1) year. 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 Mid-Year Meeting of the Board for election at the Annual Meeting. It will also submit to the Board a recommended list of officers at the Mid-Year Meeting.

Section 11.05 - Bylaws Committee. The Bylaws Committee shall be chaired by the Secretary and shall consist of no more than four members appointed by the President for a term of one (1) year or until replaced, and two (2) persons, who need not be members of the Board of Trustees, nominated by the Chairperson of the Committee and appointed by the President, to serve a one- to two-year term, as determined by the Chair.. It shall be responsible to the Board for preparing proposed, necessary, and desirable changes to these Bylaws. In the absence of an appointed Bylaws Committee, the Executive Committee shall assume the responsibilities of the Bylaws Committee.

Section 11.06 - Strategic Planning Committee. The Strategic Planning Committee shall report directly to the Board and shall consist of Trustees from the newly seated Board appointed by the President and Vice President as soon as practical after the CAA Annual Meeting.

This Committee shall consist of not less than seven (7) members, including the Secretary, Treasurer, and Vice President who shall serve as Chairperson of the Committee. The Executive Director shall serve as an ex-officio member. This Committee shall consist of an 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, nominated by the Chairperson of the Committee and appointed by the President, to serve a one- to two-year term, as determined by the Chair.

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

Section 11.07 - Standards Committee. The Standards Committee shall report directly to the Board and shall consist of Trustees from the newly seated Board and other members appointed by the President and Vice President as soon as practical after the CAA Annual Meeting.

This Committee shall consist of not less than five (5) including the Vice President. 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 two (2) persons, who need not be members of the Board of Trustees, nominated by the Chairperson of the Committee and appointed by the President, to serve a one- to two-year term, as determined by the Chair. Board Members of other Standing Operating Committees may not serve on this Committee. The Chairperson shall be appointed by the Board.

The Standards Committee shall be responsible for the preparation of the criteria and standards upon which all programs in aviation seeking accreditation or reaffirmation by CAA will be evaluated. Each year the Committee shall review all criteria and standards 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 standards and criteria appropriate to the education of an aviation professional. All proposed changes in standards and criteria relating to aviation programs shall be sent to the educator member representatives of CAA 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 CAA Standards to the Board.

Section 11.08 - Accreditation Committee. The Accreditation Committee shall report directly to the Board and shall consist of Trustees from the newly seated

Board appointed by the President and Vice President as soon as practical after the CAA Annual Meeting. This Committee shall consist of not less than five (5) including the Vice President. 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. The Chairperson shall be appointed by the Board.

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 on accreditation, or continuance, or reinstatement of accreditation, for those academic programs which have applied for and have been reviewed and which, in the opinion of the Accreditation Committee, have met the standards and criteria for accreditation; and shall also recommend to the Board the denial, revocation, or suspension of accreditation when, in the opinion of the Accreditation Committee, the program has ceased to comply with the standards and criteria for accreditation established by the CAA. It shall require a two-thirds affirmative vote of the Committee to recommend any action to the Board.

Section 11.09 - Guidance Committee. The Guidance 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 President as soon as practical after the CAA Annual Meeting. This Committee shall consist of not less than five (5) including the Vice President. The Committee shall be composed of an equal number of Educator Trustees and Corporate/Trade Association Trustees, plus one each Practitioner and Public-at-Large Trustees, and such ex-officio members as are appointed according to the provisions of the following paragraph.

Board members of other Standing Operating Committees may not serve on this Committee. Each year, as part of the nominations process and in time for the mid-year meeting, the Nominating Committee will ask for nominations for ex-officio members of the Guidance Committee to assist with the work of the Committee and to help conduct the Guidance Committee Workshop. Ex-officio members may vote on Guidance Committee actions, but are not seated on the Board of Trustees. These nominees shall have previously participated on a CAA visiting team, be from a CAA Educator or Corporate Member or be a CAA Sustaining Individual or Organization Member, and can be nominated for 1, 2, or 3 years. The Nominating Committee will check with the Executive Director to verify eligibility and will put all eligible candidates on the appropriate ballot(s). Up to six ex-officio members can serve on the Guidance Committee each year and will begin their service at the end of the Annual Meeting. The Chairperson shall be appointed by the Board.

The Guidance Committee shall have total responsibility for providing a system of advisory services for college aviation programs, including those programs seeking accreditation by the CAA and those already accredited. Advisory services must be requested by an authorized representative of the institution or aviation program and directed to the Chairperson of the Guidance Committee. If such requests are received by individual members of the CAA, they should direct them to the Chairperson immediately. Any direct costs involved in providing advisory services shall be defrayed by the requesting institution, but no consulting fees will be charged by CAA members providing such services.

The Guidance 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 CAA accreditation process, and shall recommend to the Board such changes as may be required to improve the materials on an annual basis. All proposed changes to the materials shall be presented to the Board for approval prior to being incorporated in the official materials used in the accreditation process. It shall require a two-thirds affirmative vote of the Committee to recommend any action to the Board.

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 CAA Standards 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 CAA accreditation.

Section 11.10 - Industry/Educator Forum Committee. The Industry/Educator Forum Committee shall report directly to the Board and shall consist of persons approved by the newly seated Board at the CAA Annual Meeting from a recommended list prepared for the Board by the President and Vice President. The number of persons constituting this Committee shall be fixed by the Board at the CAA Annual Meeting, but shall not be less than five (5), including at least one (1) Corporate Trustee, at least one (1) Educator Trustee, which will include the Chair of the Standards Committee, at least one (1) Trade Association Trustee, and two (2) persons, who need not be members of the Board of Trustees, appointed by the Chairperson of the Committee. The Chairperson of this committee shall be named by the President following the Annual Meeting. 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 CAA members, all the members of the Board of Trustees and all other persons which 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 hires

educated more particularly for their respective needs and through which the CAA Board of Trustees will be apprised of new Standards to be considered and to what extent those Standards are currently being considered by the institutions.

Section 11.11 - Membership Committee. The Membership Committee shall report directly to the Board and shall consist of persons approved by the newly seated Board at the CAA Annual Meeting from a recommended list prepared for the Board by the President and Vice President. The number of persons constituting this Committee shall be fixed by the Board at the CAA Annual Meeting, but shall not be less than five (5), including at least two (2) Corporate/Trade Association Trustees, at least two (2) Educator Trustees, and at least one (1) Practitioner or Public-at-Large Trustee, and two (2) persons, who need not be members of the Board of Trustees, nominated by the Chairperson of the Committee and appointed by the President, to serve a one- to two-year term, as determined by the Chair. The Chairperson of this committee shall be named by the President following the Annual Meeting. It shall be the responsibility of the Membership Committee to seek additional ways to involve CAA members, provide a forum for issues regarding membership to be reported to the Board, and to work with the Executive Director to actively recruit new members in all categories.

ARTICLE 12

SPECIAL COMMITTEES

Section 12.01 - Special Committees. The President, with Board approval, may create any special committee of the Board or of the membership which shall have a specific charge and shall appropriately report progress to the Executive Committee and the Board until the Committee has fulfilled its objectives or is otherwise discharged. The President, with approval of the Board, shall establish the membership and tenure of such special committees, national or regional, as may be required to implement the stated purposes of CAA.

ARTICLE 13

SPECIAL PANELS

Section 13.01 - Special Panels. The Board may 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 three (3) members, one (1) each Educator Trustee, Practitioner Trustee, and Public-at-Large Trustee. 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.

ARTICLE 14

ADMINISTRATION

Section 14.01 - Executive Director. The Board shall appoint an Executive Director to serve at its pleasure as the chief operating staff officer of the CAA, and shall fix by contract the duties, responsibilities, and compensation of the position. The Executive Director shall provide leadership in carrying on the work of the CAA, shall represent and express the views of the CAA when and where appropriate, and shall serve as the custodian of the corporate records. The Executive Director shall arrange for meetings, printing, mailing, and the like; serve as an ex-officio member of the Board, and as an ex-officio member of all committees of the CAA; maintain 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 coordinate Council studies and research projects. The Executive Director shall receive and collect dues and other obligations to the CAA, pay its debts, manage its assets, and otherwise perform the functions of business manager. In addition, the Executive Director shall perform other duties as may be assigned by the Board or the Executive Committee in accordance with the corporate purposes of the CAA.

Section 14.02 - Staff. The Executive Director 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 CAA budget.

Section 14.03 - Annual Report. The Executive Director shall present each year at the Annual Meeting a written report on the affairs of the CAA. 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 the CAA 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 the CAA, 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 the CAA. It shall also approve emergency appropriations and/or assessments. The CAA 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 - Audit. In any year when the annual dues plus gift income exceeds the gross amount of \$200,000, the finances of the CAA shall be audited 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 the CAA.

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 Executive Director.

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, the CAA 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 \$200,000 the Treasurer, Secretary, Executive Director, and other officers and employees as required by the Board shall be bonded at the expense of the Council in the amounts determined by the Board.

ARTICLE 17
POWER OF ATTORNEY

Section 17.01 - Power of Attorney. The President, Vice President, Treasurer, Secretary, and Executive Director 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. The CAA, to the maximum extent permitted by law, shall indemnify any officer and trustee and may, by resolution by the Board, indemnify any employee and individual serving as a designated representative of the CAA, 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 the CAA; 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 therefrom, to be (1) guilty of a criminal offense; (2) liable for intentional and wanton tortious acts; or (3) liable to the CAA for damages arising out of said person's intentional tort or wanton negligence in the performance of a duty to the CAA. The CAA may, by resolution by the Board, indemnify any officer, trustee, employee, or designated representative of the CAA for any expenses or liabilities not otherwise indemnified by this Article.

Section 18.02 - Applicability. If such officer, trustee, employee or designated representative of the CAA is or has been extended the right to indemnification by the CAA, then the CAA shall offer a defense to said person from the very onset of the event giving rise to the indemnification, provided the CAA 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 the CAA all sums previously advanced and/or paid by the CAA 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 the CAA may be entitled, under any law, Bylaw, agreement, ruling of the Board or otherwise, and shall not restrict the power of the CAA 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 CAA 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 the CAA. Such rules and regulations shall forbid officers, trustees, members or employees from personally participating in CAA 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 CAA Board and said Board determines that (a) the interest is not so substantial as to affect the integrity of CAA and the services being rendered by said officer, trustee, member or employee; or (b) on the basis of standards 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 CAA 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 (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 the CAA 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 the CAA 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. The CAA 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).