

Constitution and By-Laws of the Air Traffic Control Association

CONSTITUTION

(amended October 2019)

The purpose of this Constitution is to define and record the basic principles of the Air Traffic Control Association, Inc. It establishes the governance and documents the objectives of the Association.

ARTICLE I. NAME

The name of this Association is the Air Traffic Control Association, Inc. It is incorporated under the laws of the Commonwealth of Virginia as a non-stock membership corporation. Its principal office and place of business is in Alexandria, Virginia. The Board of Directors may change the Association's principal office and place of business.

ARTICLE II. OBJECTIVES

To promote the advancement of global aviation and air traffic control, the objectives of the Associations are:

1. To promote, maintain and enhance the stature and well-being of the air traffic control profession and its role in the aviation community.
2. To promote the intelligent and honorable cooperation between all persons, parties, and agencies interested and concerned with the advancement of aviation and in particular the field of air traffic control.
3. To develop and disseminate knowledge of air traffic control in all its phases and applications.

ARTICLE III. MEMBERSHIP AND DUES

1. The Board of Directors shall establish membership categories for the Association.
2. The Board of Directors shall establish the amounts and conditions of dues payments for all categories of membership.
3. When a member's dues have been delinquent for a period of thirty (30) days, the Association shall send a notice of dues delinquency to the member. If dues remain unpaid after sixty (60) days, the member shall be notified of their membership termination.

ARTICLE IV. ASSOCIATION OFFICERS AND BOARD OF DIRECTORS

1. **BOARD OF DIRECTORS.** The Board of Directors shall be composed of six elected Directors-at-Large
2. and five Directors appointed by the Executive Committee with consideration for regional balance and organization diversity. In addition, the Board of Directors will also include the

Chairperson and Chairperson-Elect, who are both elected as well as the President. All except the President shall be voting members.

1. **DIRECTORS.** A Director shall be any voting member of the Association in good standing. The term of office of a Director shall be three years, and shall not exceed two consecutive terms. Upon the death, resignation, or removal of a Director, the Board may direct a special election or elect a successor for the remainder of the term. The period of such service shall not constitute an elected term.
3. **CHAIRPERSON AND CHAIRPERSON-ELECT.** The Chairperson and Chairperson-Elect shall be members in good standing of ATCA. The term of office of the Chairperson and Chairperson-Elect shall be two years. At the end of the Chairperson's two-year term, the Chairperson-Elect shall succeed to the office of Chairperson. Upon the death, resignation or removal of the Chairperson from office, the Chairperson-Elect shall become Chairperson for the remainder of the term and for a further two-year term. Upon the death, resignation or removal of the Chairperson-Elect, the Board, by majority vote, may direct a special election or elect a successor for the remainder of the term. Upon the simultaneous death, resignation or removal from office of the Chairperson and Chairperson-Elect, the Board shall elect from within the Board an interim Chairperson and Chairperson-Elect and direct a special election.
4. **ASSOCIATION OFFICERS.** The Officers of the Association include the Chairperson, Chairperson-Elect, Secretary, Treasurer, and President.
 - a. **President.** The appointed President is a non-voting member on the Board of Directors. Upon the death, resignation or removal from office of the President, the seat on the Board of Directors shall remain vacant until the Board appoints a new President.
 - b. **Secretary and Treasurer.** At the Annual Conference Board of Directors Meeting, the Chairperson, with the Board of Directors approval, shall appoint a Secretary and a Treasurer from the membership of the Board.

ARTICLE V. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

1. At the Annual Conference Board of Directors Meeting, the Chairperson shall nominate, and the Board elect a Nominating Committee composed of at least three members, but not more than five.
 - a. The Nominating Committee shall be responsible for nominating candidates for the offices of Chairperson-Elect, Directors-at-Large and Area Directors. All nominees must be voting members of the Association.
 - b. The Nominating Committee shall nominate two (2) or more candidates for each office, obtain the nominees' written consent, and report such nominations to the Secretary before May 1. When an incumbent director is eligible and willing to run for an additional term of office, the Nominating Committee will advertise for candidates for the seat where the incumbent is serving. An incumbent may run unopposed if no one responds to the advertisement.
 - c. The Association Secretary shall promptly send the Nomination Report to all voting members of the Association in a manner to be determined by the Board.
 - d. The ballot shall provide for write-in candidates for each position on the ballot. If elected, a write-in candidate's consent shall be obtained post election.
2. The Association will use electronic ballots. Each eligible member shall be entitled to vote for Chairperson-Elect and Directors-at-Large.

3. At least 90 days prior to the date and commencement of the Annual Conference, the Association shall send each member a ballot containing the nominations for the Directors-at-Large. This ballot may also contain proposed amendments to the Constitution and By-Laws, and any other questions that the Board of Directors or 5% of the members of the Association may designate.
4. The official ballots shall be cast by electronic ballot and, to be counted, must be cast on or before a date established by the Secretary and specified on the ballot. This date shall be at a minimum more than thirty (30) days before the commencement of the next Annual Conference. A plurality of all votes cast for any office shall be required for election. In the event of a tie between the leading candidates, the Board of Directors shall resolve the tie.
5. The term of office for Directors shall be for three years and shall end when their successors take office. Government employees that desire to run for a Director-at-Large position shall provide a determination of ethical limitations to the Chairperson of the Board prior to seeking nomination.
6. Upon the death, resignation, or removal from office of a Director, the Board, by majority vote, may elect a successor from the area concerned where applicable, for the remainder of the term. The period of such service shall not constitute an "elected term" within the meaning of this section.
7. The Board may prescribe additional rules governing elections, not inconsistent with the Constitution.
8. Government employees who desire to run for Director at Large positions shall provide a determination of ethical limitations to the Chairperson of the Board prior to seeking nomination.

ARTICLE VI. VOTING PRIVILEGES

With the exception of Student members, all members in good standing shall be eligible to vote on the following:

1. Election of Directors
2. Proposed amendments to the Constitution and By-Laws
3. Other matters as may be authorized by the Board, and
4. Any question which 5% of the members may designate.

ARTICLE VII. ADVISORY SUBSIDIARY GROUPS

Local ATCA Advisory Groups and Chapters may be approved under Terms of Reference and Procedures adopted by the Board of Directors.

ARTICLE VIII. AMENDMENTS

This Constitution shall only be amended by a vote taken in the following manner:

1. Any proposed amendment must be approved by the Board of Directors or by 5% of the voting members. A proper ballot form shall be distributed by electronic means to the last known address of all eligible voting members of the Association.

2. The official ballots shall be cast by electronic means and, to be counted, must be electronically date-stamped on or before a date established by the Secretary and specified on the ballot.
3. Upon approval of a proposed amendment by the Board of Directors or the membership, the Secretary shall prepare and distribute by electronic means the ballot specified in Section 1 above.
4. The adoption of the proposed amendment shall require the affirmative vote of not less than two-thirds of all valid votes received. The amendment shall become effective when the Secretary has certified the voting results.
5. Any amendment shall promptly be published in full, together with a statement of its effective date, to all members.

ARTICLE IX. DISSOLUTION

The Association shall be a nonprofit organization and none of its net income or net worth shall inure to the benefit of its members. In event of dissolution, any property belonging to the Association shall be donated to an organization(s) of suitable purpose and character, as determined by the Board of Directors; and in no event shall any property be distributed to members of the Association.

ARTICLE X. EFFECTIVE DATE

The effective date of this constitution is upon approval of the membership or Board of Directors. It shall remain in force and effect as amended until it is repealed and annulled in its entirety.

BY-LAWS

ARTICLE I. ANNUAL MEMBERSHIP AND OTHER MEETINGS

1. There shall be an Annual Membership Meeting held at a time and place designated by the Board of Directors.
2. The Board of Directors may designate other meetings for specified purposes and designate the time and places for said meetings.
3. The President shall send a notice of the time and place of the Annual Membership Meeting and other meetings to all Association members at their last known electronic media address. The notice shall be sent at least sixty (60) days before the date of the Annual Membership Meeting and at least thirty (30) days before other meetings. The notice to members of the time and place of a special meeting shall state the purpose of the meeting. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.
4. A quorum for business transactions at a membership meeting shall be 2% of the membership or 50 members, whichever is the lesser.

ARTICLE II. DUTIES OF OFFICERS, DIRECTORS AND OTHER OFFICERS

1. Chairperson.
 - a. The Chairperson shall preside at all meetings of the Association and of the Board of Directors; perform the duties and exercise the powers delegated by the Constitution, the By-Laws, or by resolutions of the Membership or Board of Directors; represent the Association before the public; and perform all other duties as ordinarily pertain to the office.
 - b. The Chairperson shall be Chairperson of the Executive Committee and shall be a member ex officio of all other committees.
2. Chairperson-Elect.
 - a. The Chairperson-Elect shall perform any duty or responsibility of the Chairperson as may be requested by the Chairperson.
 - b. During the absence or disability of the Chairperson, the Chairperson-Elect shall perform any other duty or responsibility conferred by the Board of Directors.
3. Board of Directors.
 - a. The Board of Directors shall be the governing body of the Association. The decisions of the Board of Directors shall be final. It shall have general control over the officers and committees and may alter or annul any decision of any officer, employee, or committee. It may declare any office vacant, for cause, as provided in the Constitution. It shall constitute a Board of Appeals from the rulings and actions of all officers, employees, and committees. It shall consider and pass on all resolutions submitted by Members and adopt a budget for the ensuing fiscal year.

- b. The Board of Directors shall meet twice a year. The Chairperson may convoke the Board in special meetings whenever the affairs of the Association require it, and shall convoke a special meeting within 20 days upon written request of five Members of the Board. A quorum to transact any business at a Board meeting shall be eight (8) Board Members, and a minimum of two-thirds vote of the Board Members present shall be required for the resolution of any question, except as otherwise provided in the Constitution.
 - c. Business of the Board may be transacted partly or wholly by mail or electronic media vote on specific questions. Two thirds of the entire Board shall be required for the resolution of any question by mail ballot or electronic media, except as otherwise provided in the Constitution or By-Laws.
 - d. The Board of Directors shall have authority to appoint a President and set the President's compensation.
 - e. If three or more members of the Board of Directors request postponement at the time of voting, the matter at issue shall be submitted to a second vote within thirty days, accompanied by a brief statement of the objections raised by the Board Members who requested the postponement. No further postponement shall be permitted, except at the request of at least nine Members of the Board.
 - f. In the exercise of its functions, in general charge of the affairs of the Association, the Board shall avoid any action that would be inconsistent with any provision of the Constitution or By-Laws.
4. President. The President shall have responsibility for operation of the headquarters office of the Association; under suitable bond collect and disburse Association funds; appoint employees and establish their compensation; have custody of the books, records, property and funds of the Association; issue all notices and perform all other functions delegated to the President by the Constitution or By-Laws; be responsible for the mailing of publications to the Membership; maintain an accurate and current roster of Members; make such periodic reports of the President's activities as may be required by the Chairperson or by the Board of Directors; and perform such other duties as may be delegated to the President by the Chairperson or by the Board of Directors. In all of the President's actions, the President shall be subject to the direction of the Chairperson and the Board of Directors.
 5. Secretary. The Secretary shall prepare and keep, in permanent form, the minutes of all actions taken at both Membership and Board of Directors meetings. The Secretary shall perform all other duties delegated by the Constitution, By-Laws, the Chairperson, or the Board of Directors. The Secretary shall perform other duties as ordinarily pertain to the office.
 6. Treasurer. The Treasurer shall monitor the receipt and expenditures of Association funds and present an annual financial report to the Membership at the Annual Membership Meeting. As Chairperson of the Finance Committee, the Treasurer shall prepare a proposed budget for the next fiscal year and present it to the Board of Directors at the Spring Meeting.
 7. Any Officer or Director of the Association may be removed from office for cause by a three-quarters vote of the entire Board of Directors.
 8. Board of Directors voting action taken by electronic ballot shall be a valid action of the Board and reported at the next regular meeting of the Board.

9. Voting rights of a Director and Officers of the Association shall not be delegated to another nor exercised by proxy.

ARTICLE III. MEMBERSHIP CATEGORIES

1. The membership Categories of the Association shall consist of Professional Members, Corporate Members, Student Members, Honorary Members, and Retired Members:
 - a. Professional Members--Persons engaged in the development, operation, maintenance and use of a national or international aviation system or systems.
 - b. Corporate Members--Corporations and other interested organizations.
 - c. Student Members--Full-time students whose interests in air traffic control and aviation make them desirable members of the Association. These members shall not have voting privileges.
 - d. Honorary Members--The Board of Directors may elect persons of acknowledged preeminence in aviation as Honorary Members. They shall be exempt from all dues.
 - e. Retired Members--Any professional member who retires, is not employed and wishes to remain active in the advocacy of the Association and aviation. Retired Members shall have the rights and privileges of Professional Members.

ARTICLE IV. COMMITTEES

1. Leadership Committees
 - a. Executive Committee. The Executive Committee shall consist of the Chairperson, Chairperson-Elect, Treasurer, Secretary, and President. If one of the assigned members of the Executive Committee is not an international representative, the Chairperson shall nominate, and the Board shall elect, one non-US-based representative.
 - b. Finance Committee. The Finance Committee shall consist of the Chairperson, Chairperson-Elect, the Treasurer, and the President.
2. Association Committees
 - a. The Chairperson shall nominate, and the Board shall elect, the Committee Chairpersons of the Association's Committees.
 - b. The Board may require the Chairperson to nominate additional candidates for committee participation if any of the original nominees are not acceptable to the Board.
3. Special Committees may also be established for purposes designated by the Chairperson and the President and approved by the Board.
4. The number of members and organizational structure of all committees shall be determined by the Board, except as otherwise provided in these By-Laws.
5. The Board shall determine the term of office of all committee members.

ARTICLE V. PUBLICATIONS

1. The Association shall publish, as its official publications, The Journal of Air Traffic Control and The ATCA Bulletin. The Board may authorize additional publications.
2. The President shall nominate, and the Board of Directors shall approve, the editors of the publications of the Association.
3. The Publications Committee shall make recommendations to the Board on the policies and management of the Association's publications.
4. All members of the Association in good standing shall receive the official publications of the Association. The distribution of other publications of the Association shall be as directed by the Board.

ARTICLE VI. CODE OF ETHICS

In order that the dignity and honor of the Air Traffic Control profession may be upheld, that its sphere of usefulness and its benefits may be extended, and that members of this Association may be guided by the highest standards of integrity and fair dealing, whether as individuals or in association with others in the aviation industry, the Air Traffic Control Association Board of Directors has adopted the following Code of ethics and Conduct for the guidance of the Association's membership:

1. Members will endeavor to keep abreast of scientific and technical developments within the profession and will constantly strive for improvement.
2. Members will endeavor to contribute new knowledge to the Global Aviation System by making known to the aviation world any significant work, improvements or research accomplished.
3. Members will not engage in unfair competition with other members of their profession.
4. Members will not take credit for research or technical work done by others, and in publications or meetings, will attempt to give credit where due.
5. Members will, to the best of their ability, render instructions, advice, and other assistance to fellow members in the discharge of their professional service.
6. Members will base their professional practice on safe and sound principles.
7. Members will refuse to engage in practices which are generally recognized as being detrimental to the public welfare.
8. Members will make every effort to discourage sensationalism, exaggeration, and unwarranted statements concerning the field of their profession, and will refrain from making extravagant claims.
9. A member may be removed by the Board of Directors if, after due notice to the member and consideration of the member's response, the Board finds that such member has violated the Code of Ethics prescribed in the By-Laws. A two-thirds vote of the Board of Directors is required to remove a member.

ARTICLE VII. RULES OF ORDER

The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the Association in all causes to which they are applicable and in which they are not inconsistent with the By-Laws and any special rules the Association may adopt.

ARTICLE VIII. AMENDMENTS

These By-Laws shall only be amended by a vote taken in the following manner:

1. Any proposed amendment to the By-Laws must be approved by the Board or by 5% of the voting members and, accompanied by a proper ballot form, shall be distributed electronically to the last known address of all members of the Association eligible to vote thereon.
2. The official ballots shall be cast by electronic means. To be counted, the ballots must be postmarked or electronically date stamped on or before the date specified in the ballot.
3. Upon approval of a proposed amendment, the Secretary shall prepare, print, and mail or distribute by electronic means the ballot specified in Section 1 above.
4. The adoption of a proposed amendment shall require the affirmative votes of not less than two-thirds of all valid votes received. The amendment shall become effective when the Secretary has certified the voting results.
5. Any amendment shall promptly be published in full, together with a statement of its effective date, to all members.

ARTICLE IX. EFFECTIVE DATE

The effective date of these By Laws is upon approval of the membership or Board of Directors. They shall remain in force and effect as amended until repealed and annulled in their entirety.