

**AMENDED AND RESTATED CHARTER AND
BYLAWS**

OF THE

THE SOUTHEAST CHAPTER

OF THE

**AMERICAN ASSOCIATION OF AIRPORT
EXECUTIVES**

ADOPTED: September 19, 1995

AMENDED: February 22, 2004

AMENDED: May 22, 2006

**AMENDED AND RESTATED CHARTER
OF
THE SOUTHEAST CHAPTER OF THE AMERICAN ASSOCIATION
OF AIRPORT EXECUTIVES**

THE SOUTHEAST CHAPTER OF THE AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES, (the “Corporation”), a corporation organized and existing under and by virtue of the Tennessee Nonprofit Corporation Act, as amended (the “Act”), does hereby certify:

- I. That the Board of Directors of the Corporation recommends the amendments included in the Amended and Restated Charter and the Amended and Restated Bylaws set forth below.
- II. That at a meeting duly held on May 22, 2006, the members of the Corporation approved and adopted the amendments included in the Amended and Restated Charter and Amended and Restated Bylaws set forth below.
- III. That the Amended and Restated Charter set forth below has been duly adopted in accordance with §48-60-106 of the Act and the Amended and Restated Charter set forth below has been duly adopted in accordance with §48-60-202 of the Act:
 1. The name of the Corporation is The Southeast Chapter of the American Association of Airport Executives, a.k.a. SEC-AAAE.
 2. The Corporation is a mutual benefit corporation.
 3. The street address of the Corporation’s initial registered office is 424 Church Street, Suite 2800 Nashville, Tennessee 37219; the county in which such office is located is Davidson. The name of its initial registered agent is Samuel W. Bartholomew, Jr.
 4. The street address of the principal office of the Corporation is 424 Church Street, Suite 2800, Nashville, Tennessee 37219.
 5. The Corporation is not for profit.
 6. The Corporation shall have members.
 7. The purposes for which the organization is organized are:
 - a. To determine, implement and promote a Code of Ethics for the members of the airport management profession.

- b. To promote professionalism and financial stability in the administration of airports.
- c. To encourage professional growth of individual members through education programs and accreditation.
- d. To further promote airport safety and operational efficiency by encouraging the airport management profession to develop and apply modern techniques to airport management.
- e. To promote aviation by providing a medium for discussion and the interchange of information by its members in order to develop and disseminate policies and procedures which will encourage the safe and efficient development, maintenance, and operation of public airports.
- f. To foster public recognition and respect for the airport management profession.
- g. To cooperate with other organizations working for the general benefit of aviation.
- h. To represent airports and the airport management profession before appropriate government bodies.
- i. To foster, promote, and assist in the development of air transportation, and to provide airport related information and consultation to persons, businesses and governmental agencies when reasonably requested.
- j. To augment the educational efforts of the American Association of Airport Executives (“AAAE”) by bringing together a membership that shares similar challenges and interests because of regional proximity.
- k. To encourage and support the training and education of practitioners and students of airport and aviation management.
- l. To actively work to retain current and seek new members, including those of diverse cultural background, race or gender for the Corporation for the purpose of upgrading the airport management industry and revitalizing the Corporation.

- m. To enhance the professional and managerial standards of the membership by encouraging active, consistent, and constructive participation in the Corporation and AAAE.
8. The presence of ten (10%) of all voting members of the Corporation at any duly called meeting of the Corporation shall constitute a quorum for the conduct of business.
 9. All of the assets of the Corporation shall be put in trust for the purposes herein mentioned, including payment of all of its liabilities. Upon dissolution or final liquidation, all of the properties and assets that may remain after payment of liabilities shall be distributed according to plans of distribution duly adopted by the voting members of the Corporation.
 10. A director of the Corporation shall not be liable to the corporation for monetary damages for breach of fiduciary duty as a director, provided, however, that this provision does not eliminate or limit the liability of the director for:
 - a. any breach of the director's duty of loyalty to the Corporation,
 - b. acts or omissions not in good faith of which involve intentional misconduct or a knowing violation of law, or
 - c. a distribution that is unlawful.

If Tennessee law is amended or modified to authorize corporate action eliminating or further limiting the personal liability of directors, then the liability of a director of the Corporation shall thereupon be eliminated or limited without the necessity of further amendment of this Charter to the fullest extent permitted by Tennessee law. Repeal or modification of the provisions of Article 10 shall not adversely affect any right of protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 22nd day of May 2006.

THE SOUTHEAST CHAPTER OF THE
AMERICAN ASSOCIATION OF AIRPORT
EXECUTIVES.

Timothy M. Doll, A.A.E., President

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**THE SOUTHEAST CHAPTER
OF THE
AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AMENDED AND RESTATED BYLAWS**

ARTICLE I - NAME AND LOCATION

SECTION 1: NAME

The name of this corporation shall be "THE SOUTHEAST CHAPTER OF THE AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES." For brevity, the organization may be known as "SEC-AAAE" or other such name or names as the Board of Directors may from time to time authorize, and hereafter generally shall be referred to as "Corporation."

SECTION 2: BUSINESS OFFICE

The principal office of the Corporation shall be located in Nashville, Tennessee. The Corporation may also maintain a business office or offices for transaction of business and the receipt of communications between meetings for the members of the Corporation or its officers or directors, the location of which shall be designated from time to time by the Board of Directors of the Corporation. In the absence of such designation, the business office of an Executive Secretary of the Corporation or, in the absence of an Executive Secretary, the business office of the Secretary/Treasurer of the Corporation may be such business office.

ARTICLE II - MEMBERSHIP

SECTION 1: MEMBERSHIP

The membership of the Corporation shall be open to those who are eligible, whether members of the American Association of Airport Executives ("AAAE") or not, for any of the following categories of membership.

- a. **Executive:** Membership in the Executive category shall be open only to persons exercising active responsibility for management, supervision or administration of a public airport and who are continuously engaged in such activity as a gainful occupation in Region 2 (as defined in Article III, Section 3 of the AAAE Bylaws which includes Alabama, Arkansas, Florida,

Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia, Puerto Rico and the Virgin Islands).

- b. **Executive Emeritus**: Membership in the Executive Emeritus category shall be open only to those former Executive members who, while in good standing, retire from active airport management for reasons of age or health, as approved by the Board of Directors.
- c. **Corporate**: Membership in the Corporate category shall be open to all public or private corporations, business organizations, or individuals who manufacture or supply any item used by airports or aircraft, or who perform any type of service for airports, or who publish periodicals dealing with aviation.
- d. **Associate**: Membership in the Associate category shall be open to members of authorities, commissions, city, state or federal government agencies or boards or other agencies engaged in the establishment, ownership, administration, operation or management of public airports.
- e. **Participating**: Membership in the Participating category shall be open to all other individuals, companies, or agencies who have an interest in aviation or airports, as well as students who are enrolled in any accredited college or university.
- f. **Honorary**: Membership in the Honorary category may be granted by a majority vote of all voting members to those persons who have made outstanding contributions in the furtherance of the aims and purposes of the Corporation. Former members of SAMA, SAMA/SEC-AAAE, or SEC-AAAE who are so honored may be afforded all the privileges of their former membership category by a majority vote of all voting members.

For purposes of these Bylaws, the term “public airport” shall mean and include airports that are available for use by other than the owner or operator upon reasonable, uniform and nondiscriminatory terms and conditions.

SECTION 2: CHARTER AND NEW MEMBERSHIPS

Charter members shall be those individuals or corporations paying dues to the Southeastern Airport Managers’ Association (“SAMA”) or to the Southeast Chapter of the American Association of Airport Executives (“SEC-AAAE”) prior to April 25, 1995.

New memberships in the Corporation shall be dependent upon application made therefore bearing the approval of one member in good standing of the Corporation. New members shall be classified by the Executive Secretary of the Corporation, or in the absence of an Executive Secretary, by the Secretary/Treasurer, in accordance with their qualifications.

No application shall be rejected on the basis of the applicant's race, color, creed, ethnic background, handicap, religion, political party, gender, or any other reason related to bias or prejudice in any of its forms.

SECTION 3: MEMBERSHIP LIST

The Executive Secretary of the Corporation, or in the absence of an Executive Secretary, the Secretary/Treasurer shall maintain accurate membership records.

SECTION 4: DUES

Each person wishing to become a member of the Corporation, as set forth above, shall pay dues in an amount determined, and from time to time, amended, by a majority vote of the membership present at a duly constituted meeting of the Corporation. No dues shall be paid by those members designated as Executive Emeritus or Honorary.

SECTION 5: PAYMENT OF DUES

Dues shall be due on January 1st. All dues shall be assessed on an annual calendar year basis and shall be due and payable within (30) days of the due date. Any member failing to pay dues within ninety (90) days of the due date shall cease to be a member of the Corporation without further action on the part of the Corporation.

SECTION 6: VOTING PRIVILEGES

Each member of the Corporation who is currently in the Executive membership category, as defined in Article II, Section 1.a above, and whose position is in Region 2 (as defined in Article III, Section 3 of the AAAE Bylaws), shall be entitled to one vote. Voting shall be in person and not by proxy, nor may voting be by mail except as authorized in Article VI, Section I hereof.

A majority of voting members present at any duly constituted meeting of the Corporation may vote to extend the right to vote upon specific business to be conducted at that meeting to non-voting members, provided that such right shall not be granted for the election of officers and directors, amendments to the Charter and Bylaws or extending the status of membership in the Honorary Category to a present or past member.

SECTION 7: MEETINGS

- A. Required Meetings – There shall be held not less than two (2) meetings of the Corporation each calendar year. The annual meeting of the membership shall be held at a time and place to be established by a majority vote of the voting membership present at a duly constituted meeting, who shall give due consideration to setting a location convenient to as many of the membership as possible. The purpose of the annual meeting is to elect officers and directors and to transact such other business as may come before such meetings. The second meeting of the Corporation shall be called by the President and may be set for the National Airports Conference, the Annual Meeting of the American Association of Airport Executives (“AAAE”), or in conjunction with another meeting, seminar or training program sponsored in whole or in part by the Corporation.
- B. Additional Meetings – The President may, at the President’s discretion, call additional meetings of the membership at a location practical to the membership upon concurrence of the Board of Directors.
- C. Meeting Notice – No meeting of the Corporation shall be called upon less than thirty (30) days notice in writing to all members. Such notice shall be issued by the Secretary/Treasurer or Executive Secretary, as applicable, or in the circumstance of the absence, inability or refusal to act by the Secretary/Treasurer or Executive Secretary, notice shall be given by the President of the Corporation. Notice shall be deemed provided at the earliest of the following: (a) when received; or (b) if mailed, when deposited in the United States mail addressed to the member at his or her address as it appears in the Corporation’s current records of members; or (c) when forwarded by electronic mail (email) to the member at his or her email address as it appears in the corporation’s current records of members; or (d) if by facsimile, when a facsimile transmission report verifies the successful transmission of the notice by facsimile to the member at his or her facsimile number as such facsimile number appears in the Corporation’s current membership records. A member’s attendance at or participation in a meeting waives any required notice to the member of the meeting unless the member at the beginning of the meeting (or promptly upon his/her arrival) objects to holding the meeting and does not thereby vote for or assent to action taken at the meeting.

SECTION 8: QUORUM

Unless otherwise stated in the Act or these Amended and Restated Bylaws, ten percent (10%) of the votes entitled to be cast on a matter shall constitute a quorum for the conduct of business at any duly called meeting of the Corporation.

SECTION 9: MEMBERSHIP LIST

The Executive Secretary or, in the absence of an Executive Secretary, the Secretary/Treasurer shall maintain a list of the names of all members who are entitled to notice of a member meeting. Such list shall indicate the voting members by category of membership and shall show the addresses of such members entitled to cast votes. The list of members shall be available for inspection by any member beginning two (2) business days after the notice the meeting is given for which the list was prepared and continuing through the meeting at the Corporation's principal office or at the office of the Executive Secretary or the Secretary/Treasurer, as applicable. A member, or a member's agent or attorney, is entitled on written demand to inspect and, subject to the requirements of the Tennessee Nonprofit Corporation Act (the "Act"), to copy the list at the requesting party's expense during regular business hours during the period the list is available for inspection. The Executive Secretary or

Secretary/Treasurer of the Corporation, as applicable, shall make the list of members available at the meeting and any member, or such member's agent or attorney, shall be entitled to inspect the list at any time during the meeting or any adjournment thereof.

SECTION 10: APPROVAL OF MOTIONS

Approval of any motion at a meeting of the Corporation shall be by a majority of those votes cast on said motion except where the Charter and Bylaws require a larger affirmative vote on a particular item.

ARTICLE III - DIRECTORS AND OFFICERS

SECTION 1: BOARD OF DIRECTORS

The Board of Directors shall manage the business affairs of the Corporation in accordance with the provisions of the Amended and Restated Charter and the Amended and Restated Bylaws. There shall be nine (9) duly elected directors of the Corporation except for the 2006-2007 Fiscal Year at which time there shall be ten (10) duly elected directors in order to accommodate the addition of one (1) Corporate Member representative on the Board of Directors. After July 1, 2007, the Board of Directors shall consist of four (4) duly elected officers of the Corporation as provided in Section 5 of this Article and five (5) additional directors, to include one (1) Corporate Member, elected pursuant to the same methodology as set forth in this Article III. The President or an officer serving as Acting President pursuant to Sections 7 or 8 of this Article and five (5) additional members of the Board of Directors of the Corporation shall constitute a quorum for the purpose of conducting business.

The Board of Directors shall act as the contracting authority for those matters concerning operation, development and growth of the Corporation and well being of the membership. The Board may authorize the Executive Secretary or other such agent to negotiate and contract for conference requirements, special events, insurance, bonds, audits, and other reasonable requirements of the Corporation. The members of the Board of Directors are expected to attend Board meetings to assure the smooth and orderly flow of the Corporation's business. Should any member of the Board of Directors be absent from two meetings in succession, that director shall be prohibited from further serving on the Board unless a vote of the remaining Board members excuses the absences. In the event a Board member's absences are not excused, a replacement director shall be appointed and shall serve in accordance with the provisions of Article III, Section 14 below.

Officers and directors of AAAE who are members of the Corporation, and the Chairpersons of Standing Committees who are members of the Corporation shall serve as non-voting Advisory Members to the Board of Directors.

SECTION 2: MEETINGS OF THE BOARD OF DIRECTORS

Regular meetings of the Board of Directors shall be scheduled in connection with all meetings of the general membership and at such times as are called by the President.

Notice of all meetings of the Board of Directors shall be given to each Board member at least two (2) days prior to the date of such meeting, unless two-thirds (2/3) of the directors agree to waive the two (2) day notice.

SECTION 3: MEETINGS OPEN TO MEMBERSHIP

All meetings of the Corporation, Board of Directors and committees of the Corporation shall be open for the attendance of all members of the Corporation, except that such members may be excluded from Board discussions related to the possible removal of a director or officer and from meetings of the Nominating Committee.

SECTION 4: BOARD ACTION WITHOUT MEETING

In the event the President of the Corporation shall determine that it is in the best interest of the Corporation for the Board to act on any matter expeditiously, the President may authorize the Board of Directors to vote on such matter by written ballot, facsimile or email without the conduct of a meeting of the Board. The date and results of such mailed, facsimile or email vote shall be recorded in the minutes of the Corporation's proceedings. Actions of the Board made without a meeting shall require a majority vote of all directors.

SECTION 5: OFFICERS

There shall be four (4) duly elected officers of the Corporation that shall consist of a President, President-Elect, Secretary/Treasurer, and Immediate Past President. Only Executive Members of the Corporation shall be qualified and eligible for election to and retention of any office.

SECTION 6: PRESIDENT

The President shall be the principal executive officer of the Corporation and shall, in general, supervise all of its affairs and office appointments. The President shall preside at all meetings. The President shall perform such other duties and shall assume and discharge such other responsibilities as these bylaws or the membership by resolution from time to time direct. During the course of presiding over meetings of the Board of Directors, the President shall cast a vote only in cases where a tie-vote must be broken.

SECTION 7: PRESIDENT-ELECT

In the absence of the President from any meeting or conference, or in the event of the President's inability or refusal to act in the performance of the President's official duties, the President-Elect shall perform the duties of the President and when so acting shall have all powers of and be subject to all restrictions upon the President. The President-Elect shall also perform such other duties as these Bylaws shall direct or as shall be assigned from time to time by the President.

SECTION 8: SECRETARY/TREASURER

In the absence of the President and President-Elect, or in the event of their inability or refusal to act in the performance of their official duties, the Secretary/Treasurer shall perform their duties and when so acting, shall have all the powers of and be subject to the same restrictions upon the President and President-Elect. The Secretary/Treasurer shall verify and sign minutes of the Corporation and Board of Directors, be responsible for all funds of the Corporation and also perform all duties incidental to the office of Secretary/Treasurer, those duties directed by these Bylaws, and such other duties as from time to time may be assigned to the Secretary/Treasurer by the President.

In the absence of an Executive Secretary, the Secretary/Treasurer shall also:

- a. Maintain and disseminate minutes of the membership and of the directors' meetings to all of the members.
- b. See that all notices of members' or directors' meetings are duly given in accordance with these Bylaws.

- c. Maintain custody of the records.
- d. Maintain a list of all members of the Corporation, determine eligibility for new members, and issue certificates of membership, lapel pins and other new member materials.
- e. Publish the Corporation's newsletter on a bi-monthly (every other month) basis.
- f. Arrange for and provide appropriate information for an annual audit with an independent Certified Public Accountant.
- g. Have custody of all funds of the Corporation, give receipts as necessary for any and all monies due and payable to the Corporation, and shall deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the directors.
- h. Keep an itemized record of all receipts and disbursements for the account of the Corporation and furnish all canceled checks and drafts, a copy of each and every deposit slip, note, invoice, receipted bill, cash receipt and all other papers vouching for the deposit, expenditure or receipt of funds of the Corporation or evidencing any indebtedness or monetary obligation of the Corporation. The Board of Directors may authorize the Secretary/Treasurer to make payments for specific items and/or payments for any and all types of expenditures as they become due. Payment of any bill shall be made by check signed by the Secretary/Treasurer or signed by the Executive Secretary, if any, and if in excess of the limits established by the Board of Directors from time to time, after having first obtained the approval of the President.
- i. Invoice, collect and deposit membership dues and other income.
- j. Prepare periodic reports of financial status, as directed by the Board of Directors.
- k. In conjunction with the Board of Directors, prepare an annual budget for presentation to the membership.

SECTION 9: IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve as Chairman of the Nominating Committee and perform such other duties as may be directed by these Bylaws or as from time to time may be assigned by the President.

SECTION 10: NOMINATING COMMITTEE

No later than February 1st of each year, the President shall appoint at least two members of a Nominating Committee who shall serve with a Chairperson who shall be the Immediate Past President. The Chairperson and all members of the Nominating Committee shall be voting members of the Corporation as defined in Article II, Section 6, hereof and at least two (2) members shall not be officers or directors. The Nominating Committee shall prepare its recommendations for the slate of directors and officers to be voted upon by the membership of the Corporation at the annual meeting. Reasonable efforts will be made by the Nominating Committee in selecting nominees for the directors and officers positions to provide that the directors and officers, as finally constituted, will have a range of representation reflecting the cultural backgrounds, races, genders and disabilities, sizes and types of airports, and the geographic areas represented by members of the Corporation.

The selections of the Nominating Committee are not binding upon the membership. Any member entitled to vote for the election of directors and officers shall have the privilege to make nominations from the floor.

In the event the President or any member of the President's airport staff is interested in accepting a nomination to serve as a member of the Board of Directors or AAAE's Board of Directors, then the President shall instruct the President-Elect to appoint the aforementioned Nominating Committee.

SECTION 11: ELECTION OF DIRECTORS AND OFFICERS AND TERM OF OFFICE

The directors and officers of the Corporation shall be elected annually for the next ensuing fiscal year by a majority of the voting members present at a duly constituted annual meeting of the Corporation. The new directors and officers shall be seated on July 1 of each ensuing fiscal year. Each director and officer shall hold office until June 30 of the ensuing fiscal year or until his or her successor has been duly elected and qualified, or until the death, resignation, disqualification or removal of such director or officer, whichever comes first.

SECTION 12: TERM LIMITS

No member shall be elected by the membership of the Corporation or the Board of Directors to serve as a director for more than five (5) consecutive years or more than one (1) four (4) year term. Members appointed to serve midterm vacancies shall serve until the beginning of the new fiscal year.

SECTION 13: DISQUALIFICATION AND RESIGNATION

Any director or officer who moves out of the geographic region covered by the Corporation, is no longer a member of AAAE or the Corporation, or whose classification changed so they are no longer a voting member of the Corporation, shall automatically be disqualified from continuing as a director or officer of the Corporation.

SECTION 14: REMOVAL

Any director or officer may be removed by a two-thirds vote of the voting membership present at a duly constituted meeting, whenever, in its judgment, the best interest of the Corporation would be served, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

SECTION 15: VACANCIES

A vacancy of an officer or director of the Corporation that occurs because of death, resignation, removal, disqualification or other cause, may be filled by the directors at a meeting of the Board of Directors to serve until the beginning of the new fiscal year. An election to replace the vacated Board Member position shall take place at the next annual meeting of the Corporation. Provided that in the event that temporary appointments to the Board must be made expeditiously, the President may authorize the directors to vote by written ballot, facsimile or email without the conduct of a meeting of the Board of Directors. The date and results of such mailed, facsimile or email vote shall be recorded in the minutes of the Board's proceedings. The filling of a vacancy without a meeting shall require a majority vote of all directors.

SECTION 16: UNFORSEEN CIRCUMSTANCES

Should situations or circumstances occur regarding the election or replacement of directors or officers not covered by these Bylaws, the Board of Directors shall have the authority to make appointments that will enable the Corporation to continue to function effectively. Appointments so made shall be valid only until the next annual election of the officers and directors of the Corporation.

SECTION 17: DIRECTORS

The directors provide general counsel to the President and shall perform other such duties as from time to time may be assigned by the President.

SECTION 18: STANDING COMMITTEES, PANELS OR REPRESENTATIVES

In addition to the directors and officers, there shall be such standing committees, panels or representatives, which shall be appointed by the President and subject to the President's supervision. They shall perform the duties enumerated for them by the Board of Directors and shall perform other such duties as from time to time may be assigned by the President.

SECTION 19: COMPENSATION

None of the directors, officers nor any appointed member of a standing committee, panel or representative of the Corporation shall be paid any compensation for their regular services to the Corporation; however, the Board may vote to advance or reimburse the travel costs of any such person when representing the Corporation at meetings other than those sponsored by the Corporation.

SECTION 20: EXECUTIVE SECRETARY

The Board of Directors may employ an Executive Secretary upon such terms and conditions as may be approved by a majority vote of the voting membership present at a duly constituted meeting of the Corporation.

The Executive Secretary shall perform the duties as specified as duties of the Secretary/Treasurer in Article III, Section 8, Items A) through K) above and such additional duties as from time to time may be assigned by the President or Board of Directors.

ARTICLE IV - FISCAL YEAR AND BUDGET

SECTION 1: FISCAL YEAR

The fiscal year for the Corporation shall start July 1st of each year and end on June 30th of the following calendar year.

SECTION 2: BUDGET

A proposed annual budget shall be developed by the Secretary/Treasurer, with the assistance of the Executive Secretary, if any, for presentation to the Board of Directors who, in turn, will make a recommendation to the general membership at a meeting of the Corporation held prior to June 30 of each year. The proposed budget, with any corrections or changes, shall be adopted by the general membership, provided a quorum is present and a majority of the voting members present so approve, except in no case shall the budget be adopted with less than twenty (20) affirmative votes. In the event the required affirmative votes are not cast by the general membership to approve the budget, then the budget may be approved by the Board of Directors declaring special circumstances and then only by a minimum of five (5) affirmative votes by members of the Board of Directors at a meeting assembled or vote taken by mail, facsimile or email ballots or by means of a telephone vote, whichever the President shall designate. The date and results of a special mail, facsimile or email ballot, or telephone vote shall be recorded in the minutes of the Corporation's proceedings and disseminated to the general membership.

ARTICLE V - AAAE REPRESENTATIVE

SECTION 1: AAAE OFFICERS

One or more nominees shall be proposed by the Nominating Committee for election by the general membership to represent the Corporation as a candidate for office on the AAAE Board of Directors or other elected office of AAAE. Such candidate, or candidates as appropriate, shall be accredited members of AAAE and elected by a majority vote of voting members present at a duly constituted meeting of the Corporation, and those elected shall become candidates at the next election held by AAAE for the office, or offices, as appropriate. In the event the Chairperson of the Nominating Committee is interested in accepting a nomination to serve as the Corporation's representative, then the Chairperson shall request that the President select another Chairperson for this nominating process.

SECTION 2: VACANCY

A vacancy in any office of the AAAE Board of Directors representing the Corporation which occurs because of death, resignation, removal, disqualification, or other cause may be filled by the directors at a meeting of the Board of Directors of the Corporation to serve the unexpired term of such office, provided that in the event that such appointment must be made expeditiously, the President may authorize the directors to vote by written ballot, facsimile or email without the conduct of a meeting of the Board of Directors of the Corporation. The date and results of such mailed, facsimile or email vote shall be recorded in the

minutes of the Corporation's proceedings. The filling of a vacancy without a meeting shall require a majority vote of all directors.

SECTION 3: TERM LIMITS

No member shall be nominated by the Corporation or the Board of Directors to serve as an AAAE Director for more than five (5) consecutive years.

ARTICLE VI - AMENDMENTS

SECTION 1: AMENDMENTS

The Amended and Restated Charter and Amended and Restated Bylaws may be amended by two-thirds (2/3) vote of the voting members present at any annual or other meeting of the Corporation held in accordance with Article II, Section 7 hereof, or a majority of the voting power, whichever is less, provided that a copy of the proposed amendment shall be forwarded to the membership at least ten (10) days prior to such meeting by United States mail, facsimile, or email, or they may be amended by a mail ballot authorized by the President and mailed to the voting membership by the Executive Secretary or, in the absence of an Executive Secretary, the Secretary/Treasurer by the means provided in this section, providing for the return of the ballot and counting of votes thirty (30) days after mailing, in which case the proposed amendment will be adopted if it shall receive two-thirds (2/3) of the votes returned.

SECTION 2: EFFECTIVE DATE OF AMENDMENTS

The Executive Secretary, or in the absence of an Executive Secretary, the Secretary/Treasurer shall submit any amendment to the Amended and Restated Charter and Amended and Restated Bylaws to the Board of Directors of AAAE for approval promptly upon the adoption thereof by the Corporation. Any such amendment to the Amended and Restated Charter and Amended and Restated Bylaws shall become effective only upon the Corporation's receipt of approval by the Board of Directors of AAAE.

ARTICLE VII - POLICY DECISIONS

SECTION 1: POLICY DECISIONS

Policy decisions may be adopted by the Board of Directors or the general membership. Such decisions may expand, interpret and/or implement the intent and provisions of the Amended and Restated Charter and Amended and Restated

Bylaws. Such policy decisions shall be numbered serially according to the time of adoption and shall be filed with the official minutes of the Corporation and/or the Board of Directors. Policy decisions will be presented by the President, along with the Board's recommendation, for an annual review by the membership at the annual meeting. Subject to a majority vote of the voting membership present, such policy decisions will be incorporated into the Bylaws where applicable, reaffirmed as a continuing policy by the general membership, or repealed. Policy decisions remaining in effect will be renumbered serially and identified with the year of reaffirmation.

ARTICLE VIII - INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

SECTION 1: GENERAL

The Corporation shall have the power by action of the Board of Directors to indemnify any person authorized by the Tennessee Nonprofit Corporation Act, as the same may be amended from time to time, in the manner prescribed therein, to the full extent allowed thereby.

SECTION 2: INDEMNIFICATION NOT EXCLUSIVE

To the extent permitted by Tennessee Nonprofit Corporation Act, as amended, the rights of indemnification provided in this Article VIII shall be in addition to any rights to which any such director, officer, employee, or other person may otherwise be entitled by contract or as a matter of law.

SECTION 3: INSURANCE

The Corporation shall have the power by action of the Board of Directors to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against such person or incurred by such person in any such capacity or arising out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE IX - INVALIDITY

SECTION 1: INVALIDITY

In the event any provision of these Bylaws is found invalid under the laws of the State of Tennessee or other competent jurisdiction, the invalid provision or provisions shall be deemed to be altered in such manner as is necessary to conform to the prevailing law. Notwithstanding such alterations, as may be necessary, all other provisions of these Bylaws shall remain in effect as written.