

**AMENDED AND RESTATED BYLAWS  
OF THE  
INTERNATIONAL ASSOCIATION OF BAGGAGE SYSTEM COMPANIES**

**ARTICLE I – Name**

**Section 1.** The name of the Association shall be the INTERNATIONAL ASSOCIATION OF BAGGAGE SYSTEM COMPANIES, a non-profit corporation incorporated in the State of Texas.

**Section 2.** The principal office of the Association shall be designated from time to time by the Board of Directors.

**ARTICLE II - Purpose**

The purpose of the Association shall be to operate exclusively as a non-profit trade association within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically;

- (a) To promote the common business interests of the baggage handling system (BHS) sector of the aviation industry, including firms and individuals who work for member firms;
- (b) To consider and deal by all lawful means with common challenges of the Association's membership;
- (c) To foster cooperative action in advancing by all lawful means the common purposes of the Association's membership, and to promote activities designed to enable the Association's membership to conduct their business with the greatest economy, efficiency and effectiveness;
- (d) To promote the professional image of the Association's membership and to recognize firms and individuals who have meritoriously served the BHS profession and the aviation industry;
- (e) To inform and educate those who regulate, supervise or enact legislation, regulations or standards affecting the BHS profession, the aviation industry and the public;
- (f) To provide a forum through discussion, study and publications for the professional exchange of ideas, techniques and experiences and for expression on issues of concern to the BHS profession and the aviation industry;
- (g) To establish and maintain communications with other aviation industry oriented organizations, with users of the services provided by the Association's members, and with government; and
- (h) To conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto.

The Association may exercise all powers available to corporations organized under the Texas Business Organizations Code.

## **ARTICLE III - Membership**

**Section 1. Membership Categories.** There shall be two categories of membership: Member and Participating Member.

**Section 2. Member.** Any private sector firm that (a) is engaged in the aviation profession by providing services or by manufacturing or selling aviation-related products for a fee, and (b) has paid its annual dues to the Association is eligible to be a Member of this Association. Each Member firm has the right to vote on those matters set forth in these Bylaws. Each Member firm shall appoint, and identify in writing to the Association, one person as its official representative.

There shall be three classes of the Member category:

Founding: The Member companies that participated in the creation of this Association.

Airline: Any firm operating as an Airline.

Associate: Any firm doing business in the aviation industry not otherwise defined by any other class of a Membership Category.

**Section 3. Participating Member.** Any public sector or government-affiliated firm, educational institution, association, or individual that is engaged in activities directly related to the aviation industry, and has paid its annual dues to the Association, is eligible to be a Participating Member of this Association. Each Participating Member firm shall appoint, and identify in writing to the Association, one person as its official representative. Participating Members do not have the right to vote.

There shall be four classes of the Participating Member category:

Airport: Any airport.

Airport Authority: Independent entities charged with the operation and oversight of an airport or group of airports.

Colleague: Government bodies, other trade associations, and educators.

Honorary: Retired professionals, students, media and other special interest persons/groups.

**Section 4. Admission of Members.** Any firm eligible for membership under these Bylaws and amendments thereto, may be admitted to membership based on the Association staff's approval of a formal, written application. Such application shall be on a form prescribed by the Association. The application shall be accompanied by one year's dues in the amount effective at the date of application and as prescribed by the Association's Board of Directors.

**Section 5. Voting Rights.** The official representative of each Member firm shall represent, vote and act for such Member firm in the affairs of the Association that such Member firm is entitled to vote for under these Bylaws. If, for any reason, the official representative cannot perform his or her duties, then he or she must request in writing that another representative employed by the Member firm is to vote on behalf of that Member firm.

If a representative who is not the official representative of a Member firm is elected to the Board of Directors, the official representative must transfer the voting privileges of the Member firm to that representative for the duration of that representative's term of office. Other representatives of the Member firm shall not substitute, nor serve as a proxy for an elected member of the Board of Directors.

**Section 6. Duration of Membership and Resignation.** Membership in the Association shall be on an annual basis. Membership may be terminated by voluntary withdrawal as herein provided, or otherwise in pursuance of these Bylaws. All rights, privileges, and interest of a member in or to the Association, shall cease upon the termination of membership. Any member not in default in payment of dues may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board of Directors at the next duly scheduled meeting of that Board. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal. Annually, each Member and Participating Member firm will certify that it continues to satisfy Article III, Section 2 or 3, respectively, of these Bylaws. Membership will be terminated for failure to maintain Member or Participating Member qualifications, as described in the referenced Articles.

**Section 7. Reinstatement.** A former member has the right of reinstatement if a request for reinstatement is received within one year. If reinstatement is requested after this one year period, the firm must make formal application for membership in accordance with Article III, Section 4 "Admission of Members."

**Section 8. Suspension and Termination.** Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of these Bylaws or any lawful rule of practice duly adopted by the Association, or any other conduct prejudicial to interests of the Association. Except as prescribed in Article IV, Section 2, suspension or termination shall be by a vote of two-thirds (2/3) of the Board of Directors entitled to vote; provided that a statement of the charges shall be sent by certified or registered mail to the last recorded address of the member so charged at least twenty (20) days before final action has been taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which time the charges shall be considered and the member so charged shall have the opportunity to appear in person and/or to be represented by counsel to cross examine witnesses and to present a defense of such charges before action is taken thereon.

## **ARTICLE IV - Dues**

**Section 1. Establishment of Dues.** The annual dues for each member of the Association and any assessment shall be determined by the Board of Directors.

**Section 2. Delinquency.** Annual membership dues shall be due on January 1<sup>st</sup> of each year or on the anniversary date of joining the Association. Quarterly membership dues shall be due on January 1<sup>st</sup>, April 1<sup>st</sup>, July 1<sup>st</sup> and October 1<sup>st</sup>. Members who fail to pay their dues within sixty (60) days of billing may without further hearing or notice be dropped from membership and thereupon forfeit all rights and privileges of membership; the Board of Directors may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of the member and for good cause shown.

**Section 3. Refunds.** No dues shall be refunded to any member whose membership terminates or suspends for any reason.

## **ARTICLE V – Meetings of Members**

**Section 1. Annual.** There shall be an annual meeting of the Association's members at such place and on such dates as may be determined by the Board of Directors, for installation of members of the Board of Directors, for receiving the annual reports, and the transaction of other business. Each Member will be notified of such meetings at least ten (10) days before the time appointed for the meeting.

**Section 2. Special.** Special meetings of the Association's members may be called by the Chair or a majority of the Board of Directors, or shall be called by the Chair upon the written request of twenty-five percent (25%) or more of the Members in the Association. Each Member shall be notified of any special meeting at least ten (10) days in advance, with a statement of time and place and the purpose or purposes for which the meeting is called.

## **ARTICLE VI - Board of Directors**

**Section 1. Authority.** The governing body of the Association shall be the Board of Directors. The Board of Directors shall (a) have supervision, control and direction of the affairs of the Association, its committees and publications, (b) determine its policies or changes therein, (c) actively prosecute its purposes, and (d) have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 2. Composition.** The Board of Directors shall be not less than seven (7) or more than eleven (11) in number and shall consist of the Chair, Vice Chair, Secretary/Treasurer, Immediate Past Chair, and the remaining balance shall be representatives from Member firms. Member firms under any other identity (wholly owned or owned in part) shall not have more than one person serving on the Board of Directors at any one time. All members of the Board of Directors shall have voting privileges.

**Section 3. Term of Office.** The term of office for each member of the Board shall be two (2) years; provided, however, that the term of office for any officer member of the Board shall coincide with such officer's term of office with the Association. No member shall serve more than three (3) consecutive terms.

**Section 4. Eligibility.** Only representatives employed by a Member Firm, as prescribed in Article III, Section 2 of these Bylaws, shall be eligible for nomination to the Board of Directors.

**Section 5. Nominations and Election.** At least ninety (90) days prior to the annual meeting of the Association, a Nominating Committee of five members consisting of the Chair, Immediate Past Chair, and three Members - all nominated by the Chair and approved by the Board of Directors - will convene. The Chair of the Board shall serve as Chair of the Nominating Committee.

The Nominating Committee shall survey the Association's membership for nominees for members of the Association's Board of Directors. The Committee shall notify the Secretary/Treasurer and the Association's members, in writing, at least sixty (60) days prior to the annual meeting, of the names of the candidates it proposes. The Committee shall determine in advance that each nominee is agreeable to serve in the event of election. The Committee shall invite and accept additional nominations from Members. If a Member wants to make a nomination, the Member shall add the nominee's name to the list received and return it to the Secretary/Treasurer not later than forty-five (45) days prior to the annual meeting.

The election of Directors shall be conducted by written ballot sent to each Member Firm's official representative no later than thirty (30) days prior to the annual meeting. The marked ballot shall be returned to the Association's headquarters showing the Member Firm's name and official representative's signature on the ballot. Election is determined according to a simple majority of the votes received within twenty-one (21) days after such submission to the Members. The Committee and the Secretary shall oversee the balloting process and certify the election of a nominee to each position. The results of such election shall be announced at the annual meeting and sent to the entire membership.

**Section 6. Board Members.** The Board of Director's members shall (a) promote the Association's purpose, as prescribed in Article II, and support the organization's strategic goals, (b) enhance the public image of the Association, (c) ensure that funds are adequate and responsibly spent, (d) attend and participate in Board meetings, (e) effectively serve as Board liaison to the Association's committees, and (f) identify potential new committee leaders and Board members.

**Section 7. Additional Powers.** In addition to the normal powers of a governing board, the Board of Directors shall have the authority to recommend to the Association's membership discipline or removal of any member firm from membership for cause. When charges of misconduct are made, they shall be filed with the Chair who shall then report such charges to the Board of Directors. The Board of Directors shall appoint a special committee consisting of three (3) Members to hear all considerations pertaining to the alleged misconduct. Such special committee shall render an advisory report on the alleged misconduct to the Board of Directors which shall in turn make recommendations to be submitted to the Members of the Association. No Member of the Board of Directors shall be a Member of the special committee. The Member charged with alleged misconduct shall have the right to appear in person and/or to be represented by counsel to cross examine witnesses and to present any defense to such charges before the Board of Directors. The Board of Directors shall formulate procedures to affect the purposes of this section.

**Section 8. Meetings.** The Board shall have its regular meeting prior to the time and place of the annual meeting of the Association. In addition, the Board shall meet upon call of the Chair at such times and places as may be designated and the Chair shall call a meeting upon request of a majority of the members of the Board. If the Chair fails to call a requested meeting, such meeting may be called directly by a majority of the Board by notice sent to each member of the Board at its last recorded address at least ten (10) days in advance of such meetings. Notice of all meetings of the Board of Directors shall be sent to each member of the Board at its last recorded address at least ten (10) days in advance of such meetings.

**Section 9. Quorum and Required Vote.** A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum is present. Every act done or decision made by a majority of the Directors entitled to vote present at a meeting duly held at which a quorum is present will be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by the Association's Articles of Incorporation, these Bylaws, or by law.

**Section 10. Absence.** Any elected Board member who shall have been absent from two (2) consecutive meetings of the Board of Directors during the calendar year for reasons that the Board has failed to declare to be sufficient, shall be deemed to have his or her resignation tendered and accepted. Any vacancy resulting shall be filled as provided by these Bylaws.

**Section 11. Conference Call Meetings.** Any meeting of the Board of Directors may be held by telephone conference call if each Board Member is given reasonable notice of the time when such telephone conference shall be held, whenever the Chair's discretion shall deem that any matter requires consideration by the Board of Directors and that it is impractical or unnecessarily expensive to call the members of the Board together in person. Minutes shall be kept of all meetings, and reported in writing to the Board of Directors at its next meeting. The Secretary/Treasurer shall ensure that the Association's staff prepares minutes of the meeting. A majority of the Board of Directors shall constitute a quorum.

**Section 12. Compensation.** Members of the Board as such shall not receive any compensation for their services as Board members, but the Board may by resolution authorize reimbursement of expenses incurred in performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association. Nothing herein shall preclude a member of the Board from serving the Association in any other capacity in receiving compensation for such services.

**Section 13. Vacancies.** Any vacancies that may occur on the Board of Directors because a Board member is unable to fulfill his or her term may be filled for the balance of the term thereof by a majority vote of the Board of Directors from a nominee list submitted by the Chair. The term served by this individual shall not extend beyond the next annual election of the Board of Directors. Any term of less than six (6) months may be left vacant.

**Section 14. Action Without a Meeting.** Any action either required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board either individually or collectively consent in writing to such action. Such written consents will be filed with the minutes of the proceedings of the Board of Directors. Action by written consent will have the same effect as the unanimous vote of the Directors.

## **ARTICLE VII - Officers**

**Section 1. Officers.** The officers of the Association shall be appointed by the Board of Directors and shall include a Chair, Vice Chair and Secretary/Treasurer. The Immediate Past Chair will also serve as an officer. The Chair may also sometimes be referred to as President. No individual may hold more than one office at the same time.

**Section 2. Term of Office.** Each elected officer shall take office immediately upon installation of officers at the annual meeting of the Board of Directors and shall serve for a term of two (2) years or until their successor is duly elected, or until his or her earlier resignation or removal. No elected officer of the Association shall serve more than three (3) consecutive terms in the same office. The Immediate Past Chair may serve more than one year if the subsequent Immediate Past Chair is unable to serve their term. All officers shall serve concurrently as a member of the Board of Directors.

**Section 3. Eligibility for Certain Offices.** Only representatives that are employed by a Member firm, as prescribed in Article III, Section 2, shall be eligible to hold the offices of Chair, Vice Chair, or Secretary/Treasurer. In addition, only individuals who have been elected to the Board of Directors are eligible to hold the offices of Chair, Vice Chair, Immediate Past Chair or Secretary/Treasurer.

**Section 4. Removal and Resignation.** The Board of Directors is entitled to remove any officer at any time, with or without cause, when in its judgment the best interests of the Association will be served thereby. Any officer has the right to resign at any time by delivering a written resignation to the President or the Board of Directors. Such resignation will be effective upon delivery or as of the effective date set forth in the resignation.

**Section 5. Vacancies.** Vacancies in any elective office may be filled for the balance of the term thereof by a majority vote of the Board of Directors from a nominee list submitted by the Chair. If an unexpired term is less than six (6) months, the office may be left vacant.

**Section 6. Chair.** The Chair may also sometimes be referred to as President. The Chair shall be the principal elected officer of the Association, shall preside at meetings of the Association and of the Board of Directors, and shall be a voting member of all committees. At the annual meeting of the Association and such other times as the Chair shall deem proper, the Chair shall communicate to the Members such matters and make such suggestions to promote the welfare and increase the usefulness of the Association. The Chair shall perform such other duties as are necessarily incident to the office of Chair or as may be prescribed by the Board of Directors.

**Section 7. Vice Chair.** The Vice Chair may be delegated by the Chair to perform the Chair's duties, in the event of the Chair's temporary disability or absence from meetings, and shall have such other duties as the Chair or the Board of Directors may assign. In addition, the Vice Chair shall establish special committees and shall make all required appointments of standing, special and ad hoc committees with input from the Executive Committee.

**Section 8. Secretary/Treasurer.** The Secretary/Treasurer shall be responsible for the Association's funds and records. The Secretary/Treasurer shall oversee disbursements made by the Association's staff as authorized by the Board of Directors and approved by the Chair and such other officers as the Board may prescribe and as approved in the annual budget. The Secretary/Treasurer also shall (a) monitor the Association's staff's efforts in the collection of member dues and/or assessments, (b) oversee the accounting procedures for the handling of the Association's funds which shall be deposited in the bank or banks or trust company as approved by the Board of Directors, (c) review and finalize the Secretary/Treasurer reports produced by the Association's Staff, (d) review and assist the Association's staff with the development of the Annual Budget, and (e) make financial reports at the annual membership meeting, Board meetings, or when called upon by the Chair. The funds, books, and vouchers shall, with the exception of confidential reports submitted by the members, at all times be subject to verification and inspection by the Board of Directors. At the end of each fiscal year, a 990 form, which is for organizations exempt from federal income tax, shall be prepared by a certified public accountant. The Secretary/Treasurer also shall (a) be responsible for ensuring that the Association's staff provides proper notice of all Board meetings, (b) attend all Board meetings, (c) review Board meetings minutes prepared by the Association's staff, (d) ensure that copies thereof are distributed to all Board members, and (e) see that all orders, votes and resolutions, not otherwise committed, are carried out. The Secretary/Treasurer shall perform such other duties as are usual for such an official or as may be duly assigned by the Board of Directors.

## **ARTICLE VIII - Committees**

### **Leadership Committees**

**Section 1. Executive Committee.** The Executive Committee shall be comprised of the Chair, Vice Chair, and Secretary/Treasurer Immediate Past Chair and shall be empowered by and responsible to the Association's Board of Directors. The committee shall conduct business and meet as requested by the Chair.

**Section 2. Finance Committee.** The Finance Committee shall be comprised of the Chair, Vice Chair, and Secretary/Treasurer, and shall be empowered by and responsible to the Association's Board of Directors. The committee shall review and recommend for board approval the annual budget and otherwise assist the Treasurer concerning financial matters, as requested.

### **Association Committees**

**Section 3. Creation.** The Vice Chair, in consultation with the Association's staff, shall annually establish such standing and/or special committees that pertain to the technical, government affairs, services, operational and events-related activities, as may be required by the Bylaws or as the Vice Chair may deem necessary.

**Section 4. Nominating Committee.** The composition and functions of the Nominating Committee shall be as set forth in Article VI, Section 5 "Nominations and Election" of these Bylaws.

## **ARTICLE IX - Statement of Principles**

**Section 1.** All members of the Association recognize their professional responsibilities to the aviation industry and to the general public. The following principles shall guide the conduct of the Association's members:

- (a) Exhibit the highest standards of professionalism and integrity in the performance of services and delivery of products;
- (b) Present qualifications, capabilities, and produce claims in a factual manner;
- (c) Avoid conflicts of interest;
- (d) Disclose to a client any known circumstances which compromise the member's ability to serve the client's best interests;
- (e) Exhibit standards of professional business conduct when competing or associating with other firms and individuals; and
- (f) Give due credit to associated parties when presenting project activities.

## **ARTICLE X – Notification**

**Section 1.** Whenever any matter requires the vote of the Association's Members under these Bylaws, the Board of Directors may, unless otherwise required by these Bylaws, instead submit such a matter to the Members in writing for a vote and decision, and the question thus presented shall be determined according to the number of votes received within twenty-one (21) days after such submission to the Members, provided that in each case the number of votes of the Members required to take such action under these Bylaws and the Texas Business Organizations Code shall be received. Any and all action taken under this Article X in each such case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

**Section 2.** Notice of any Association matters may be delivered to the Association's members by mail, electronic mail, or facsimile to the last recorded address or facsimile number.

## **ARTICLE XI - Fiscal Year**

The fiscal year of the Association shall commence on the first day of January and shall end on the 31st day of December.

## **ARTICLE XII - Indemnification**

The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Board members or officers or former Board members or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Board members or officers of the Association, but only if such Board Member or officer, as the case may be: (1) conducted himself or herself in good faith; and (2) believed: (a) in the case of conduct in his or her official capacity with the Association, that his or her conduct was in the Association's best interests, and (b) in all other cases, that his or her conduct was at least not opposed to the Association's best interests; and (3) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful.

### **ARTICLE XIII - Dissolution**

The Association shall use its funds only to accomplish the purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association unless voted by the Board of Directors as prescribed in Article VI, Section 12. On dissolution of the Association, any funds remaining after payment of all obligations shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (and any subsequent Internal Revenue Law) as selected by the Board of Directors.

### **ARTICLE XIV - Amendments**

These Bylaws may be amended, repealed or altered by a two-thirds (2/3) vote of the Members present at any annual or special meeting of the Association duly called and regularly held, provided that a copy of any amendment proposed for consideration shall be sent to the last recorded address of each Member at least ten (10) days before such meeting. Amendments may be proposed by any Member by submitting such proposal to the Board of Directors. The Board shall consider such amendments and, upon a favorable majority vote of the Board, submit such amendments to the members of the Association for vote. Should the Board fail by a majority vote to submit a proposed amendment to the Association's membership, any Member, upon presentation of a petition signed by the official representative (as prescribed in Article III, Section 5) of Members constituting at least twenty percent (20%) of the total votes of the Association at the time of the petition submittal, shall require the Board of Directors to submit said petitioned amendment to the members of the Association for vote. Such vote shall require a two-thirds (2/3) majority of the Members for passage of said amendment.

### **ARTICLE XV - Effective Date**

The effective date of these Bylaws will be upon the approval of the Association's membership. These Bylaws as amended shall remain in full force and effect until repealed and annulled in their entirety.