

December 2023

Bylaws of

International Airport Equipment

Manufacturers

Association

ARTICLE I: NAME

SECTION 1. NAME: This association shall be known as International Airport Equipment Manufacturers' Association, herein abbreviated and referred to as IAEMA.

ARTICLE II: MEMBERSHIP

SECTION 1. MEMBERSHIP ELIGIBILITY: Membership is open to organizations affiliated with or in the business of airport equipment manufacturing.

SECTION 2. MEMBERSHIP OBLIGATIONS: If accepted for membership in the association, to be a member in good standing of the association, and to maintain membership in the association, the Member Company must:

- a. Pay all dues and assessments according to association schedule,
- b. Appoint representatives to sanctioned committees as required,
- c. Actively participate in a sanctioned committee or the development of new committees or other forums of the association as required,
- d. Affirm the Member's agreement to comply with these bylaws.

SECTION 3. MEMBERSHIP LEVELS: There shall be one class of membership and Members shall be entitled to those rights, privileges, and obligations as may be established by the Board of Directors.

SECTION 4. TERMINATION OF MEMBERSHIP: A membership may be revoked if a Member fails to comply with the provisions set forth in Article II, Section 2 of these bylaws or for any other cause deemed sufficient by an affirmative vote of no fewer than 2/3 of the Board of

Directors. Such a member may request to be heard before the Board. A statement of the reasons and notice of the time and place of the Board meeting to consider any response shall be sent to such Member by certified mail at least thirty (30) days before the meeting. In the case of termination, membership dues shall not be refunded.

ARTICLE III: Board of Directors

SECTION 1. GOVERNMENT: The board is responsible for the overall policy and direction of the association. The Board of Directors consists of a total of seven (7) seats for Member representatives. At least four (4) seats on the Board are reserved for IAEMA founding Member companies in good standing (reference ARTICLE IV). The four (4) Member Company seats shall be held by JBT (Oshkosh AeroTech), TLD, Vestergaard, and COBUS or their post-acquisition / re-named associated organization. The three (3) additional seats on the Board are reserved for any, and all, Member companies in good standing. A Member company (including all parent company affiliates) may occupy only one (1) of the three (3) Board seats at a time. They shall have and exercise all the powers and authorities by the Certificate of Incorporation and by the Bylaws expressly conferred upon it, and in addition thereto, may exercise all such powers and do all such things as may lawfully be done by the association. The Board receives no compensation other than reimbursement for reasonable and documented expenses.

The IAEMA Board of Directors shall consist of Member Company Representatives as noted:

- a. The Board of Directors shall be comprised of Member companies engaged in the manufacture of Airport Equipment.
- b. Committee Chairpersons will be members of the Board of Directors and manage its sanctioned committees.

SECTION 2. TERM of OFFICE: The term of office for Board of Director positions shall not exceed (2) years. There is no limit to how many terms may be served by an individual.

SECTION 3. ELECTIONS: Directors shall be elected or re-elected by a simple majority vote of the Board of Directors at the annual meeting. Director elections will be held bi-annually in even-numbered years.

SECTION 4. QUORUM: A quorum must be attended by at least fifty (50) percent of board members for business transactions to take place and motions to pass.

SECTION 5. VACANCIES When a vacancy on the board exists mid-term, the Executive Administrator must receive nominations for a replacement from the present board members or nominations received from member companies. Fulfillment of a vacant Board seat must be approved by the Board of Directors by a 2/3 majority vote. Resignation from the Board shall be immediate unless otherwise agreed upon (e.g., specific date). At this point, the Director is no longer a Board Member, a member of the Executive Committee, or a Committee Chairperson.

SECTION 6. REMOVAL FROM OFFICE: A Board member may be removed from office for cause, by a 2/3 vote of all other members of the Board of Directors. If any board member is removed from, or resigns from, the Board of Directors, he/she is no longer a Board Member, member of the Executive Committee, or Committee Chairperson. Upon notice of removal, the Board member may have 30 days to make a case for reinstatement. If a case is made for reinstatement, the final decision will be made at the discretion of the Board of Directors by 2/3 vote.

SECTION 7. COMMITTEE CHAIRPERSONS: Committee Chairpersons shall be comprised of members of the IAEMA Board of Directors. They have the responsibility of representing their committee's interest through regular communication with the Board of Directors and ensure that the committee's direction and activities support and are consistent with the direction of the IAEMA as set forth by the Board of Directors. Responsibilities include providing overall leadership and direction of their committee, ensuring the continuance of the committee by developing and maintaining a succession plan, recruiting new committee members, ensuring data integrity, maintaining timely updating and issuance of committee products, approving invoicing, and prudently managing committee revenues. In addition, Committee Chairpersons ensure active participation of Members within a committee.

The Committee Chairperson has the responsibility to support Board member activities to ensure the smooth operation, administration, and orderly conduct of IAEMA business. The Committee Chairpersons shall represent the interests of IAEMA as a whole and can only enter obligations, contracts, or affiliations upon the affirmative vote of the Board of Directors.

ARTICLE IV: Executive Committee

The IAEMA Executive Committee shall consist of members in good standing of the Board of Directors:

- a. The Executive Committee of the Board of Directors includes the Chair, Treasurer, and Secretary.

SECTION 1. CHAIR: The Chair shall be responsible leading by example. The Chair must proactively seek ways to stay informed, keep the board informed, and take timely action in the mission's best interest. The Chair partners with the Executive Administrator to create meeting agendas and presentations. The Chair has oversight to ensure the organization is adhering to all approved policies and procedures.

SECTION 2. TREASURER: The Treasurer shall be responsible for oversight of the financial affairs of the organization, often including such basic tasks as selecting a bank, reconciling bank statements, and managing cash flow. The Treasurer is responsible for preparing an annual budget, as well as monitoring and comparing the actual revenues and expenses incurred against such budget. The Treasurer should keep the board apprised of key financial events and concerns. The Treasurer also needs to ensure completion of, required financial reporting forms in a timely manner and making these forms available for the board's review.

SECTION 3. SECRETARY: The Secretary shall be responsible for helping construct and manage the board meeting agenda in partnership with the Executive Administrator. The Secretary will take minutes that reflect quality of the deliberations and accurately record the decisions made. The Secretary serves as a governance coach and advisor to the board on their processes and insuring that important correspondence is brought to the board's attention.

SECTION 4. TERM of OFFICE: The term of office for the Board of Director positions shall not exceed two (2) years unless elected to the Board Executive Committee in which case the Term of Office shall be four (4) years.

SECTION 5. ELECTIONS: The Executive Committee of IAEMA shall be elected from the members of the Board, by a simple majority vote of the Board. Elections business will be conducted during even-numbered annual meetings.

ARTICLE V: Executive Administrator

SECTION 1. APPOINTMENT: IAEMA will appoint an Executive Administrator (Independent Contractor) of IAEMA. IAEMA and the Executive Administrator agree that the Executive Administrator may engage in activities and services on behalf of IAEMA.

SECTION 2. AFFILIATION: The Executive Administrator shall not be deemed a participating member of the IAEMA Board and is not entitled to the benefits provided to IAEMA or the IAEMA Board.

SECTION 3. CONTRACT: IAEMA and the Executive Administrator agree that once both parties willfully sign the agreed-upon contract and the IAEMA NDA, will the Executive Administrator render services. The term of the contract shall not exceed two (2) years unless the contract is renewed by the Board of Directors. There is no limit to how many years the contract may be renewed.

ARTICLE VI: Committees

SECTION 1. COMMITTEE FORMATION: A committee/forum/program/project etc. can be formed (or disbanded) for any purpose related to IAEMA by a majority vote of the Board members present at any meeting.

SECTION 2. MEMBER REPRESENTATION: Each IAEMA Member organization may have one (1) representative for each committee. A representative of a member company can be anyone selected by that Member Company.

ARTICLE VII: Voting

SECTION 1. BOARD OF DIRECTORS VOTING: All decisions require a majority vote of the entire Board of Directors unless stated otherwise in these bylaws. Voting will be conducted by voice vote, a show of hands, a telephone conference call, or email, as deemed appropriate by the Board Chair. Proxy voting is not allowed.

ARTICLE VIII: Fiscal Year

SECTION 1. FISCAL YEAR: The fiscal year of IAEMA shall be the calendar year or such other twelve-month period as the Board of Directors may otherwise fix.

ARTICLE IX: Fees

SECTION 1. MEMBERSHIP FEES: The Board of Directors shall determine annual dues, fees, assessments, and payment due dates and terms.

ARTICLE X: Meetings

SECTION 1: BOARD ANNUAL MEETING: An Annual Board of Directors Meeting shall be held within the first quarter of each fiscal year. The Board of Directors shall also meet during any conference or annual meetings of the full membership, and as called by the Chair, may meet by telephone, video conference, or in-person.

SECTION 2. MEMBERSHIP MEETINGS: The membership will meet annually to accomplish its stated objectives. The committee may meet by telephone, video conference, or in-person. The Board may call special meetings as required.

ARTICLE XI: Contracts/Obligations

SECTION 1. IAEMA may, as appropriate, be formally associated with other organizations, as approved by the Board of Directors. The Board or its designated representatives (e.g., Executive Administrator) may enter into contracts or obligations to conduct business of the association in the accomplishment of its objectives. Contracts for IAEMA require the signature of two (2) members of the Executive Committee. Contracts may include, but are not limited to affiliations, partnerships, and association management and support/services.

SECTION 2. INDEPENDENT ADVISORS and CONSULTANTS: IAEMA may retain Advisors and Consultants to assist in IAEMA business at the sole discretion of the Board. They shall not be members of the Board nor have Board voting rights.

ARTICLE XII: Amendments

SECTION 1. VOTING: These bylaws may be amended by the affirmative 2/3 vote of the Board of Directors.

ARTICLE XIII: Indemnification

SECTION 1. IAEMA, to the extent not to exceed its funds, shall indemnify any and all of its Directors, agents, or former Directors, or agents against claims, liabilities, expenses, and costs

actually and necessarily, incurred by an individual or his or her estate in connection with or arising out of any civil action in which the individual is made a party by reason of his/her being, or having been a Director or agent, if the individual acted in good faith and in a manner he reasonably believed to be in accordance with the law and the best interests of the IAEMA, and with respect to any criminal action or proceeding, if the individual had no reasonable cause to believe his conduct was unlawful, and in the event of a settlement with such matters covered by the settlement as to which the IAEMA is advised by counsel that the person to be indemnified acted within the foregoing standards. The foregoing right of indemnification shall not be exclusive of other rights to which he/she may be entitled.

ARTICLE XIV: Miscellaneous

SECTION 1. RULES of ORDER. *"Roberts' Rules of Order"* shall be the parliamentary authority for all matters or procedures not specifically covered by these bylaws.

SECTION 2. DISPOSAL of REMAINING FUNDS. In the event of dissolution or final liquidation of the corporation, all of the remaining assets and property of the corporation shall, after paying or making provision for payment of all of the liabilities and obligations of the corporation and for necessary expenses thereof, be distributed in accordance with the plan of distribution approved by the Board of Directors provided that such plan is not inconsistent with any provision of the Act or any Code provision applicable to organizations described in Section 501(c)(6) thereof.