



## **BYLAWS**

*January 23, 2003, as amended 03/17/08*

### **ARTICLE I - GENERAL**

#### **Section 1 - Name**

The name of the corporation is the Professional Aviation Board of Certification (referred to herein as the "Corporation" or "PABC™").

#### **Section 2 - Members**

The PABC does not have members.

#### **Section 3 - Governing Law**

The PABC is governed by the Nonprofit Corporation Laws of the District of Columbia.

#### **Section 4 - Registered Office and Agent**

The PABC's Registered Office and Agent in the District of Columbia is:

C.T. Corporation System  
1015 15th Street, NW - Suite 1000  
Washington, DC 20005

#### **Section 5 - Business**

The PABC may maintain an office and conduct business, including meetings of the Directors, in or outside of the District of Columbia.

### **ARTICLE II – PURPOSES AND ACTIVITIES**

#### **Section 1 - Purpose**

The PABC is a nonprofit corporation. The PABC is organized exclusively to enhance public safety through its educational, research and professional assessment activities. The PABC is specifically organized to promote the education and skills development of aviation professionals

through research and the establishment and enforcement of testing and credentialing standards for those who perform various high-risk/high-threat functions in business and commercial aviation.

## **Section 2 - Education and Credentialing**

In furtherance of the PABC's specific purpose, the corporation shall have the following general purposes:

- a. To conduct the affairs and activities of the PABC as a nonprofit corporation in accordance with the requirements for nonprofit corporations identified in Section 501(c) of the Internal Revenue Code of 1954 (as may be amended).
- b. To coordinate with representatives of governmental agencies responsible for establishing minimum licensing and safety requirements for those who perform various high-risk/high-threat professional aviation services that impact public safety.
- c. To educate and advise aviation safety and regulatory agencies, aviation educational institutions and training organizations, aviation manufacturing and support industries, employers of aviation personnel, consumers of aviation services, and the general public about the research and standards developed by the PABC.
- d. To serve as a national and international resource for governmental agencies responsible for aviation training and evaluation, aviation employers, professional aviation practitioners, aviation educators and related aviation manufacturing and support industries.
- e. To research, identify and establish stakeholder-defined standards in educational, skill and experiential requirements for those who seek to serve as professional aviation practitioners in select high-risk/high-threat disciplines.
- f. To evaluate and credential professional aviation practitioners who demonstrate compliance with those stakeholder-defined requirements, through rigorous assessment and other credentialing measures.
- g. To establish and enforce standards for renewal, re-certification and continued credentialing by the PABC, including standards for professional practice and disciplinary actions.
- h. To engage in any other lawful activity consistent with the provisions of this Article and the D.C. Nonprofit Corporation Act.

## **Section 4 - Nondiscrimination**

In conducting its activities, the PABC shall comply with all applicable laws that prohibit discrimination in employment or service provision because of a person's race, color, religion, gender, age, disability, national origin, or because of any other protected characteristic.

## ARTICLE III – BOARD OF DIRECTORS

### Section 1 - Powers of the Board of Directors

The Board of Directors shall manage the affairs of the PABC. The Board shall have all powers conferred upon Directors by the Nonprofit Corporation Law of the District of Columbia.

### Section 2 - Number, Appointment and Election

The Board of Directors shall be composed of a minimum of three and not more than twenty-one Directors. The appointment or election of Directors identified in this Section shall be in accordance with the guidelines and procedures proposed by the Executive Committee and adopted by the Board. The Nominating Committee shall strive to provide at least two qualified candidates for each Board position to be filled. Among the qualifications expected of those nominated to serve on the PABC Board, candidates must possess a strong interest and background in safety, training and/or standard setting. Directors shall be selected as follows, and each Director shall be entitled to one vote on any matter coming before the Board, except as otherwise indicated below:

- a. *Educational Representatives:* Three Directors shall represent the interests of the aviation education community that serves practitioners certified by the PABC (i.e., Pilots, etc...). One Director shall represent college/university aviation education institutions, one Director shall represent non-collegiate technical training organizations and one Director shall represent the community of independent instructors. These three Directors shall have full voting rights and shall be selected from qualified nominees submitted by organizations/associations that represent the constituencies described above. Until June 30, 2015, the PABC Board shall appoint these three directors. After July 1, 2015, they shall be elected by the certificants from a slate of qualified educator candidates presented by the Nominating Committee.
- b. *Public Representatives:* Three Directors shall represent the public interest, including consumers of airline services, and shall have full voting rights. These three Directors shall be appointed by the PABC Board from a slate of qualified candidates presented by the Nominating Committee. At least one of these three Directors shall have no professional, corporate or personal involvement in aviation, other than as a consumer of commercial air aviation services. The other Directors may be affiliated with private foundations or organizations dedicated to aviation safety.
- c. *Employer Representatives:* Three Directors shall represent employers of the professional aviation practitioners certified by the PABC and they shall have full voting rights. They shall be selected from qualified nominees submitted by organizations and/or trade associations that represent the interests of such employers. Until June 30, 2015, the PABC Board shall appoint these three directors. After July 1, 2015, they shall be elected by the certificants from a slate of qualified employer-representative candidates presented by the Nominating Committee.

- d. *Practitioner Representatives:* Three Directors shall represent the professional practitioners certified by the PABC. These Directors shall have full voting rights. The three Directors shall be selected from qualified nominees submitted by organizations/associations that represent the practitioner disciplines certified by the PABC. Until June 30, 2015, the PABC Board shall appoint these three directors. After July 1, 2015, they shall be elected by the certificants from a slate of qualified professional practitioner candidates presented by the Nominating Committee.
- e. *Manufacturing and Support:* Three Directors shall represent the manufacturing and support service sector of commercial and corporate aviation and shall have full voting rights. They shall be selected from qualified nominees submitted by organizations and/or associations that represent this sector of the aviation industry. Until June 30, 2015, the PABC Board shall appoint these three directors. After July 1, 2015, they shall be elected by the certificants from a slate of qualified manufacturing and support service candidates presented by the Nominating Committee.
- f. *Aviation Insurance Representative:* One Director shall represent the aviation insurance sector of our industry and have full voting rights. That individual shall be selected from qualified nominees submitted by organizations and/or associations that represent this sector of the aviation industry. The PABC Board shall appoint this director from a slate of qualified aviation insurance industry candidates presented by the Nominating Committee.
- g. The Executive Director and the Chairs of the Advisory Councils shall serve on the Board of Directors as *ex-officio*, non-voting advisors to the Board.
- h. The remaining Directors shall be appointed or elected as determined by vote of the Board of Directors.

### **Section 3 - Terms**

The terms of Directors (except the Executive Director) shall be staggered so that approximately one-third of the Board shall rotate on/off each year. Except for the terms of initial Directors, which may be decreased or lengthened in order to implement the staggering of Director's terms, each Director elected or appointed in accordance with Section 2 of this Article shall serve a three-year term, which may be renewed one time. After a Director has served two consecutive three-year terms, that individual shall refrain from serving on the Board of Directors for at least one year. The term of the Executive Director shall be the term of his/her employment, which may or may not exceed three years.

### **Section 4 - Officers**

#### **A. Officers - Generally**

The Board of Directors shall annually elect or appoint a President, a Secretary, a Treasurer and it may, if it so determines, elect or appoint such other Officers and assistant Officers as it may deem proper. The President and Secretary shall be elected or appointed from among the current Directors. The Treasurer may or may not be a Director of the PABC. Any two or more offices may be held by the same person, except the offices of President, Secretary and Treasurer. Upon expiration (without reelection) of the term of office of the President, the immediate former President shall serve an additional one-year term as Past-President. If the Past-President's term as a Director has expired, the Past-President shall serve the additional one-year term as a non-voting Director on the Board. The Executive Director shall also be an Officer of the Board, in accordance with the Executive Director's employment. Nonvoting Directors and Directors with limited voting rights, shall have the same voting restrictions in service as an Officer of the corporation.

### **B. Term of Office**

Unless otherwise designated by the Board of Directors during the election of an Officer, and except for the office of Past-President, each Officer shall serve a one-year term (or until the election of their successor). The Past-President shall serve only one, one-year term immediately following his/her term as President.

### **C. Duties**

The Officers shall have such duties in connection with the PABC as generally pertain to their respective offices, as described below, as well as such powers and duties as from time to time may be delegated to them by the Board of Directors:

(1) The President – shall preside at all meetings of the Board of Directors and its Executive Committee unless the President or the Board of Directors designates another Officer or Director to preside and, subject to the supervision of the Board of Directors, shall perform all duties customary to the office of the President.

(2) The Past-President – shall be available to the President for consultation and shall assume any duties delegated by the President to the Past-President. The Past-President shall serve as a voting or non-voting Director, depending on whether the Past-President's three-year term as a Director expired (without reelection) upon completion of his/her term as President. If the Past-President's term as a Director expired, then the Past-President shall be a non-voting member of the Board and committees.

(3) The Secretary - The Secretary, or an Assistant Secretary, shall: (i) keep the minutes of the meetings of the PABC in appropriate books; (ii) give and serve all notices of the PABC; (iii) be the custodian of the records; and (iv) perform all other duties as may be directed from time to time by the Board of Directors. In the absence of the Secretary and/or an Assistant Secretary at any meeting, a secretary *pro tempore* shall be appointed by the presiding Officer.

(4) The Treasurer - shall be responsible for the care and custody of all the funds and other property of the PABC, and shall oversee the depositing all such funds in the name of the PABC in such bank or banks, trust company or trust companies or safe deposit vaults as

the Board of Directors may designate. Subject to other provisions of these Bylaws or Policies of the Board of Directors, the Treasurer shall make and endorse in the name of the PABC on all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt therefore, under the direction of the President or the Board of Directors. The Treasurer shall keep at the office of the PABC correct books of account of all its business and transactions and such other books of account as the Board of Directors may require. The Treasurer shall exhibit at all reasonable times the books of accounts to any member of the Board upon application at the office of the PABC during business hours. The Treasurer shall render a statement of the condition of the finances of the PABC at each regular meeting of the Board of Directors and at such other times as the Board of Directors shall require. The Treasurer shall provide a full financial report to the Board of Directors annually. The Treasurer shall do and perform all other duties pertaining to the office of Treasurer. All transactions associated with the purchase and/or lease of real property in any amount shall require the approval of the Board. Checks and contracts to be entered into that exceed or may exceed \$20,000.00 of indebtedness of the PABC shall be signed by the President, Treasurer and the Executive Director. Checks and contracts to be entered into by the PABC that exceed or may exceed \$10,000.00 but not more than \$20,000.00 of indebtedness shall be signed by both the Treasurer and the Executive Director. Checks and contracts to be entered into by the PABC that represent less than \$10,000.00 of indebtedness may be signed by the Executive Director, without a co-signatory.

#### **Section 5 - Resignation, Removal and Vacancies**

Any Director or Officer may resign from office by providing written notice thereof to the President or the entire Board of Directors. The resignation shall be effective when received unless another date is provided in the notice of resignation. Any Director or Officer may be removed from office, with or without cause, by a majority vote of the Board of Directors at a meeting at which a quorum is present. A Director or Officer who resigns or is removed under this provision shall provide to the Board of Directors within 72 hours of the date of resignation or removal all records and documents of the PABC in his or her possession or charge at the time of resignation or removal.

Any Director who has more than three unexcused absences from meetings of the Board shall be deemed to have resigned from the Board of Directors.

In the event of a vacancy caused by the resignation or removal of a Director or Officer, the Board of Directors shall fill the vacancy by appointment from a list of qualified candidates presented by the Nominating Committee. Such appointees must be selected by a majority vote of the Board of Directors entitled to vote at a meeting at which a quorum is present. An individual elected under this Section shall serve the remainder of the unexpired term of office or until his or her successor is elected or appointed. A partial term served under this provision shall not be deemed a full term for purposes of calculating the limitation of service of not more than two consecutive three-year terms under Section 3 of this Article.

#### **Section 6 - Meetings, Quorum and Notice**

Directors shall meet at least annually. Special meetings of the Board of Directors may be called by the Executive Director, the Executive Committee or the President. A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. When a quorum is present, the act of a majority of the Directors entitled to vote shall be the act of the Board of Directors. Meetings of the Board of Directors, regular or special, may be held at such place within or without the District of Columbia and upon such notice as may be prescribed by resolution of the Board of Directors. In addition to first-class mail, notice may be delivered orally, by facsimile, e-mail or other electronic forms of delivery. Whenever notice is required, a waiver thereof in writing signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Further, the presence of any Director at a meeting, in person or by other electronic means of attendance, without objection to the lack of notice of such meeting, shall also waive notice by such Director.

### **Section 7 - Action Without a Meeting**

Any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Directors entitled to vote with respect to the matter.

### **Section 8 - Participation**

Meetings of the Board of Directors or its Committees may be held by means of conference telephone or by any means of communication, including electronic communications by which all persons participating in the meeting are able to communicate simultaneously with one another, and such participation shall constitute presence in-person at the meeting.

### **Section 9 - Proxy Voting**

There shall be no proxy voting by the Directors.

### **Section 10 - Compensation of Directors**

Except for the Executive Director, who shall be a paid employee of the PABC, no Director shall receive any compensation for services rendered to the PABC as a Director; Directors may, if authorized by policy of the Board of Directors, be reimbursed for reasonable expenses incurred in the performance of their duties to the PABC.

## **ARTICLE IV – COUNCILS AND COMMITTEES**

### **Section 1 – Councils and Committees Generally**

The Board of Directors may establish any advisory councils, special or standing, committees, sub-committees, or other named bodies, as it deems advisable. Except for the Executive Committee, all councils, standing and special committees are advisory only and may not act on behalf of the Board of Directors. Advisory councils and committees may be composed of persons who are not Directors or Officers. Individuals, other than Directors and

Officers, serving on PABC advisory councils or committees must be volunteers who possess expertise in matters relevant to the PABC's business, and who:

- Must be elected to the advisory council or committee on which they will serve by a majority vote of the Executive Committee.
- May be removed, at any time, by official vote of the Executive Committee.
- Shall be annually re-affirmed to their respective advisory council or committee.

Subject to annual reaffirmation, there is no limit to the length of continuous service that may be performed by non-Board members.

## **Section 2 – Advisory Councils**

The Advisory Councils shall be the following:

a. The Scientific Advisory Councils (Educational and Testing), which shall be composed of experts drawn from a cross-section of specialties, including, but not limited to, educational experts, industrial psychologists, cognitive psychologists, and other experts in testing and measurement. This Council shall be responsible for ensuring the validity of the science and psychometrics underlying the PABC's survey instruments and measurement tools.

b. The Governmental Advisory Council, which shall be composed of representatives of United States and international governmental agencies responsible for establishing or enhancing the training, licensing and/or safety standards for professional practitioners certified by the PABC. The Federal Aviation Administration, National Transportation Safety Board and National Aeronautics and Space Administration and their international counterparts may serve on this Council. This Council shall be responsible for the timely and open exchange of information between the PABC and these Governmental agencies.

c. The Military Advisory Council, which shall be composed of representatives of military branches responsible for the education, training or oversight of military aviation professionals. This Council shall be responsible for the timely and open exchange of information between the PABC and the military branches.

## **Section 3 - Executive Committee**

The Executive Committee shall be a Standing Committee of the Board of Directors. The Executive Committee shall consist of the Officers of the Board and any other Directors appointed by the Board to serve on the Executive Committee. The Executive Committee may exercise the powers of the Board of Directors when the Board is not in session, reporting to the Board at its succeeding meeting any action taken; provided, however, that the Executive Committee shall not (a) fill vacancies on the Board or a Committee composed entirely of Directors and Officers authorized to act on behalf of the Board of Directors; or (b) adopt, amend, or repeal the Bylaws or any other policy of the Board of Directors. Meetings of the Executive Committee may be called by one or more Executive Committee members.

## **Section 4 - The Nominating Committee**



The Nominating Committee shall be composed of at least two Directors as designated by the Board. The Nominating Committee shall be responsible for soliciting nominees for election or appointment to the Board, confirming their qualifications and willingness to serve. The Nominating Committee shall also serve as the contact Committee and liaison with any organization authorized to elect or appoint Directors to the Board of Directors.

The Nominating Committee shall report to the Executive Committee annually, and may review and suggest revisions to the composition of the Board of Directors as deemed advisable by the Nominating Committee. The Nominating Committee shall also be responsible for ensuring the training of newly elected or appointed Directors, and providing them with any resources or other training materials that may assist new members of the Board in their service to the PABC.

### **Section 5 – The Education & Safety Research Committee**

The Education & Safety Research Committee shall be composed of both Board and non-Board members. As a minimum, the Board shall appoint at least one Director to serve on this Committee.

The Education & Safety Research Committee shall be responsible for the development and recommendation of standards and policies to the Board in each of the following areas: (i) the identification and psychometric validation of current knowledge, skills and capabilities required of professional practitioners in the aviation disciplines certified by PABC; (ii) the incorporation of the advances in aviation education and safety research in the disciplines certified by PABC; and (iii) in accordance with Board policy, the dissemination of the Committee's findings to all stakeholder groups and the general public.

### **Section 6 – The Certification Committee**

The Certification Committee shall be composed of both Board and non-Board members. As a minimum, the Board shall appoint at least one Director to serve on this Committee.

The Certification Committee shall be responsible for recommending to the Board standards and policies in each of the following areas: (i) job task analysis research and validation methods, (ii) design and development of assessment instruments, (iii) candidate eligibility standards for qualification, renewal and re-certification, (iv) disciplinary standards, and (v) the administration and security of all test-related data bases, records and reports.

### **Section 7 – The Appeals Committee**

The Appeals Committee shall be composed of three members. Two shall be non-Board volunteers appointed by the President who are professional practitioners in the aviation discipline appropriate to the appellate action under consideration. One shall be a member of the Board representing the public interest.

The Appeals Committee shall be responsible for hearing initial appeals and initial allegations of disciplinary violations in accordance with policies of the Board. If the appellant disagrees with the appeal decision, the appellant may file an appeal to the Executive Committee.

All Executive Committee appeals must be in writing, unless they allege a disciplinary violation. In cases involving alleged disciplinary violations, Executive Committee appeals may be in-person. In the event of a request for an in-person hearing of the Executive Committee, the hearing will be scheduled at the next regularly scheduled in-person meeting of the Board of Directors. The appellant shall be responsible for all of his/her expenses in attending the hearing, and the expenses of any witnesses presented by the appellant.

### **Section 8 – The Marketing & Fundraising Committee**

This Committee may be composed of Board and non-Board members, and shall include the Board’s Treasurer, Executive Director and at least one additional Board member to serve on this Committee.

The function of this Committee is two-fold: (i) to increase industry and public awareness of the PABC’s efforts to improve professional aviation education and safety; and (ii) to coordinate all fund raising efforts of this corporation.

## **ARTICLE V - INDEMNIFICATION**

Any person made a party to any action, suit or proceeding, civil, administrative or criminal, by reason of the fact that such person, their testator or intestate, is or was a member of the Board of Directors, an Advisory Council or Committee of the Board, an Officer, employee, or volunteer of the PABC or of any Corporation of which such person served at the request of the PABC shall be indemnified by the PABC against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it is adjudged in such action, suit or proceeding that such Director, Officer, employee, or volunteer is liable for negligence or misconduct in the performance of his duties to the PABC. The Board of Directors, by resolution, may also indemnify any such Director, Officer, employee, or volunteer for any damages awarded in any such action, suit or proceeding if it makes a specific finding that the Director, Officer, employee or volunteer believed in good faith that he or she was acting in the matter in the best interests of the PABC. The Board of Directors may, but is not required to, purchase insurance to satisfy any indemnification hereunder.

## **ARTICLE VI - MISCELLANEOUS**

### **Section 1 - Amendments**

The Articles of Incorporation or Bylaws may be amended by a majority vote of the Directors entitled to vote, at a meeting at which a quorum is present.

### **Section 2 - Fiscal Year**

The PABC’s fiscal year shall be July 1 through June 30.

### **Section 3 - Parliamentary Procedure**

The parliamentary rules in “Robert’s Rules of Order,” as revised, shall govern all deliberations of the Board of Directors and its Committees, when not in conflict with these Bylaws. The Board of Directors or a Committee thereof may waive the application of these rules, as it deems necessary.

### **Section 4 - Compensation of Agents and Employees**

The PABC may pay compensation in reasonable amounts to agents and employees for services rendered, such amounts to be fixed by the Board of Directors or, if the Board of Directors delegates this power to any Officer or Officers, then by such Officer or Officers. In the discretion of the Board of Directors, the PABC may secure a bond for the performance of Officers, agents or employees of the PABC.

No part of the net earnings of the PABC shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the PABC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

### **Section 5 – Restricted Activities**

No substantial part of the activities of the PABC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the PABC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The PABC shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **Section 6 – Confidentiality and Fiduciary Duties**

All Directors, Officers, committee members, agents, employees and volunteers of the PABC shall be required to review and sign the *PABC Confidentiality and Fiduciary Duties Policy* and shall be required to complete and submit a *PABC Affiliations Form* prior to commencement of their services. *The Confidentiality and Fiduciary Duties Policy* shall provide a summary of each person’s fiduciary duties to the PABC and their obligation to hold all PABC matters in the strictest confidence.

### **Section 7 – Dissolution**

Upon the dissolution of the PABC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.