



The International Loran Association Bylaws

Article I - Officers

Section 1. President. The President shall exercise the powers and perform the duties assigned by the Constitution and By-Laws. The President shall be Chairperson of the Board of Directors. The President shall generally supervise the management the affairs of the Association. The President shall enforce the provisions of the Constitution and By-Laws, preside at the Annual Convention and be guided by the will of the Annual Convention. The President shall appoint all necessary committees and perform such other duties as are usually incident to the office.

Section 2. Vice President. The Vice President shall preside in the absence or disability of the President. The duties of the Vice President shall be such as may be assigned by the President.

Section 3. Secretary. The Secretary shall keep a record of the proceedings of the Board of Directors and the Executive Committee, of annual meetings of the Association, and of all other matters of which a record shall be ordered by the President, the Board of Directors, the Executive Committee or the Association. The Secretary shall perform such other duties as may be assigned by the Constitution and By-Laws of the Association, the President, the Executive Committee and the Board of Directors, and shall perform such other duties as are usually incident to the office.

Section 4. Treasurer. The Treasurer shall collect and disburse all funds of the Association and be the custodian of such funds. The Treasurer shall keep regular accounts on the Association's fiscal year basis in the books belonging to the Association. The Treasurer shall make annual reports at each National Convention upon the condition of the Treasury and at such other times as shall be required by the Board of Directors or by the President. The Treasurer shall perform such other duties as may be assigned by the Constitution and the By-Laws of the Association, and shall perform such other duties as are usually incident to the office.

Article II - Board of Directors and Executive Committee

Section 1. Board Meetings. The Board of Directors shall meet at such times and places as shall be designated by the President. Alternatively, the Board of Directors may conduct its affairs by telephone conferences and/or written or electronic communications. The Secretary shall call a special meeting upon the request of five (5) or more members of the Board. The Secretary shall notify all directors of each meeting in advance.

Section 2. Quorum. Seven (7) Directors or Alternates present shall constitute a quorum of the Board of Directors. Alternates counted for a quorum shall not exceed two. If a quorum is present for a meeting, decisions of the Board made by majority vote including absentee ballots shall be binding. If the number of members present is less than required for a quorum, the meeting may be held and business conducted as if a quorum were present, but no actions shall be binding until ratified by a majority of the entire Board of Directors obtained by recorded ballot.

Section 3. Executive Committee Meetings. The Executive Committee may meet for the conduct of the affairs of the Association at times and places that are mutually agreeable to its members. Alternatively, the

Executive Committee may conduct its affairs by telephone conferences and/or written or electronic communications. Actions taken by the Executive Committee shall be consistent with the consensus of all its members. A written report of actions taken shall be provided to the Secretary for distribution to the Board of Directors.

Section 4. Alternates and Proxy. A Director unable to attend a Board meeting may appoint an alternate to attend that meeting. An alternate may vote on any matter brought to vote during the meeting provided the alternate is a member in good standing of the Association and provided a signed written proxy assignment to the alternate is in the hands of the Secretary of the Association prior to the meeting.

Section 5. Absentee Ballot. A Director who is to be absent from a Board meeting and is not represented by an alternate may vote by written absentee ballot on questions posed by the meeting agenda. Only absentee ballots that are in the hands of the Secretary of the Association prior to the meeting shall be counted.

Section 6. Removal. A Director may be removed from office for lack of participation in the affairs of the Board after a hearing by the Board and upon an affirmative vote of two-thirds (2/3) of the elected members of the Board of Directors. An appointed Director may be removed from office for lack of participation in the affairs of the Board after a hearing by the Board and upon an affirmative vote of two-thirds (2/3) of all members of the Board of Directors.

Article III - Standing Committees

Section 1. Authorized Committees. The Standing Committees of the Association shall be as follows:

Audit Committee, Awards Committee, Constitution Committee, Convention Committee, Historical Committee, Journal Committee, Loran Technology and Applications Committee, Membership Committee, Newsletter Committee, and the Nominating and Election Committee.

Except for the duties and responsibilities of the Audit Committee, the President, with the approval of a majority of the Board of Directors, may assign some or all of the functions of one or more of these committees to an Operations Center, which may be established to serve the administrative needs of the Association. Such a Center shall be accountable to the Executive Committee, and any costs incurred shall be accounted for as required for any other Association expenditures.

The Operations Center may be staffed by (an) independent contractor(s), who need not be Association members.

Section 2. Chairs of Standing Committees. The President shall appoint annually the Chair of each committee from members in good standing. Members of the Board of Directors should be selected for Chairs of committees where they can be effective; however, their selection is not mandatory unless specifically required by these By-Laws.

Section 3. Meetings. Each Standing Committee shall hold meetings at such times as may be specified, after due notice to its members, by its Chair, by the President of the Association or upon the written request of a majority of its members. Alternatively, the Standing Committees may conduct their affairs by telephone and/or written or electronic communications. Committee actions shall be consistent with the consensus of all its members unless member participation is prevented by abnormal circumstances.

Section 4. Reports. Each Standing Committee shall keep a record of its proceedings and shall make a written report of its activities to the Secretary of the Association.

Section 5. Removal. Any member of a Standing Committee may be removed from office by the Committee Chair with the concurrence of the President, or by the written request of two-thirds (2/3) of the committee members.

Section 6. Duties. Each Standing Committee shall be charged with the duties assigned to it by the Constitution and By-Laws of the Association or by the President or Board of Directors and shall perform such other duties as usually incident to committees of its particular function. Any question which may arise as to the jurisdiction of a Committee shall be determined by the President.

Section 7. Appropriations. The Chair of any Committee may make application to the Board of Directors or the Executive Committee for appropriation of funds for the work of such committee. No Committee shall have authority to incur any indebtedness or pecuniary obligation for which the Association shall be responsible except to the extent previously authorized by the Board of directors or by the Executive Committee.

Article IV - Nominating and Election Committee

Section 1. Chair. The Chair shall be a member of the Board of Directors.

Section 2. Membership. The Chair shall appoint not fewer than two (2) nor more than six (6) members of the Association to serve on the Committee.

Section 3. Nominations. Nomination to any office to become vacant may be communicated to the Committee in writing by any member of the Association, provided it is accompanied by a short biographical sketch of the person to be nominated, suitable for release to the general membership and a complete but concise justification for nomination.

Section 4. Selection.

- a. The Nominating and Election Committee shall solicit and review all nominations and shall select at least one (1) candidate for President, and at least one more candidate than the number of vacancies for the Board of Directors.
- b. The Chair of the Committee shall submit the nominations to the President of the Association for Board of Directors action not later than 1 April of each year.
- c. The Board of Directors shall review the nominations of the Committee and may add or delete candidates. The Board of Directors shall approve a slate of candidates, and the Committee Chair shall prepare and distribute ballots to all members other than Honorary Members regardless of standing.

Section 5. Elections.

- a. Ballots shall allow write-in votes for all offices. Ballots shall be mailed to the membership between the first (1) and thirty-first (31) of May and only those ballots received in the Association mail box by 1400 on the thirtieth (30) of June from members in good standing at the time of receipt shall be counted. Ballots shall be returned in the ballot envelopes provided, and they shall not be opened prior to close of the election on thirty (30) June, and then only at such time and place as there are at least three (3) members of the Nominating and Election Committee present, including the Committee Chair.
- b. Results of the election shall be provided to the Secretary of the Association not later than fifteen (15) July. Results shall show each candidate and the number of votes received. The results shall be certified by the Committee members present for the counting.
- c. The Nominating and Elections Committee shall establish the validity of ballots and shall exercise the discretion necessary to resolve voting discrepancies. Offices shall be filled by candidates who are selected in succession from the start of a list of candidates ranked in order of decreasing number of votes received.
- d. Tie votes for the office of President or for the last Director's position to be filled shall be resolved by the Board of Directors.
- a. Immediately after counting, the ballots shall be delivered to the Secretary. The ballots shall remain in the Secretary's jurisdiction for possible recount until after the next Annual Convention, at which time they shall be destroyed.

Article V - Audit Committee

Section 1. Chair. The Chair shall be a member of the Association who is not an Officer or a Director of the Association.

Section 2. Membership. The Chair shall appoint two (2) members of the Association who are neither Officers nor Directors to serve on the Committee.

Section 3. Duties. The Audit Committee shall audit the accounts of the Association during the last two weeks of August. The Chair shall submit a written report of the committee findings to the Board of Directors prior to the Annual Convention. After approval by the Board of Directors, this report shall be distributed to the membership.

Article VI - Convention Committee

Section 1. Chair. The Chair shall be a member of the Association.

Section 2. Membership. The Chair shall appoint not fewer than two (2) nor more than six (6) members of the Association to serve on the Committee.

Section 3. Duties. The Convention Committee shall plan and conduct an Annual Convention, normally in September, October or November of each calendar year at a place and date approved by the Board of Directors. Installation of all officers shall take place at this Convention.

Article VII - Membership Fees and Dues

Section 1. Fees and Dues. Fees and dues shall be paid on the following basis:

- a. Initiation fee shall be as follows:
 - Regular \$ 20.00
 - Associate \$ 20.00
- b. Annual dues shall be as follows:
 - Regular \$ 50.00
 - Associate \$ 150.00
 - Corporate Class 1 \$ 500.00
 - Corporate Class 2 \$ 250.00
- c. Honorary members shall be exempt from all fees and dues.
- d. Life membership fee shall be \$ 300.00.
- e. Annual dues and fees shall be payable on 1 January.
- f. An initiation fee paid after September 1 shall also cover dues for the next calendar year.

Article VIII - Amendments

Section 1. The By-Laws may be amended with the concurrence of two-thirds of the members of the Board of Directors.

Section 2. Members of the Board shall be provided a copy of all proposed changes and given thirty (30) days after date of mailing to respond. Yeas and Nays shall be recorded by the Secretary, including each member's vote.

Article IX - Awards Committee

Section 1. Chair. The Chair shall be a member of the Association.

Section 2. Membership. The Chair shall appoint not fewer than two (2) nor more than six (6) members of the Association to serve on the Committee.

Section 3. Duties. The Awards Committee shall be responsible for administering the Awards Program of the Association in accordance with the Constitution and By-Laws. The Committee shall prepare a report

identifying the suggested nominees for the authorized awards and describing their qualifications for receiving the awards. After approval of the nominees by the Board of Directors, citations are prepared and the awards are presented at the Annual Meeting.

Article X - Constitution Committee

Section 1. Chair. The Chair shall be a member of the Association.

Section 2. Membership. The Chair shall appoint not fewer than two (2) nor more than six (6) members of the Association to serve on the Committee.

Section 3. Duties. The Constitution Committee shall be responsible for proper preparation and administration of proposed changes to the Constitution for presentation to the membership, and proposed changes to the By-Laws for presentation to the Board of Directors. Further, the Constitution Committee shall prepare a report detailing procedures for forming Regional Clubs and providing a sample club Charter and Constitution. After approval by the Board of Directors, this report shall be provided, on request, to members interested in forming a Regional Club.

Article XI - Awards

Section 1. The following awards are authorized to further the aims and purposes of the International Loran Association. The awards shall be presented at the Annual Convention.

Medal of Merit:

To be awarded to a person or persons for a particular contribution of outstanding value to the development or fostering of Loran. This award shall normally be given only after the exceptional nature of the contribution is clearly recognized.

Best Paper Award:

To be awarded to a person or persons for the best paper published on any aspect of Loran. The field of consideration shall be:

- a. Papers published by member(s) or non-member(s) in publications of the International Loran Association.
- b. Papers published by member(s) in other publications.

William L. Polhemus Student Paper Award:

This Award is given in commemoration of the life and work of William L. Polhemus, and in recognition of the importance of young people to the continued growth and refinement of navigation skills and tools incorporating Loran radio navigation, location or timing concepts. The paper shall be primarily the work of a student or students currently studying for an academic degree at a recognized educational institution. Co-authorship with an advisor or other professional in no way excludes a paper from consideration, but the Committee may inquire as to the student's specific contributions to the paper. The award carries a stipend of 200 U.S. dollars, which will be divided equally should the paper be the work of multiple student authors.

Service Award:

This award will be given to persons who distinguish themselves by service to the International Loran Association.

President's Award:

To be awarded to the person, persons, or organization as designated by the President.

Article XII - Regional Clubs

Section 1. Regional Clubs may be chartered by the Board of Directors to further the aims and purposes of the Association.

Section 2. The area of jurisdiction for each club shall be appropriately designated. All Association members in the designated jurisdiction shall be eligible for club membership.

Section 3. Members who desire to form a club shall make application for a charter to the Constitution Committee in accordance with the current procedures established by the Committee. The Chair of the Constitution Committee shall forward the application and proposed Club constitution with the Committee's recommendations to the Board of Directors for action. When approved by the Board of Directors, the President of the Association shall issue the Charter. The Charter shall be retained by the Club until such time as the Club may become inactive, at which time the Charter shall be returned to the Association.

Section 4. Each Regional Club shall upon issue of the Charter be provided with funds from the Association in the amount of \$1.00 per Club member for the purpose of partially defraying the Club operating expenses. Such funds shall be provided to each active Regional Club on April 1 upon application to and certification by the Membership Committee of the Association as to the current status of membership.

Article XIII - Radionavigation Journal

Section 1. Purpose. To provide to the membership of the Association and to the Loran community at large a compendium of current Association and Loran information and related topics. It is intended that the Journal will be updated and published annually, closely following the annual elections (approximately July of each year), to provide to the membership an annual report of the significant activities, accomplishments, and objectives of the Association. It is further intended that the Journal will serve the interest of the Loran community by providing a compendium of Loran information and reference data deemed to be of interest to the community at large.

Section 2. Journal Committee. The Journal Committee shall be constituted to effect the compilation, editing, and publication of the Journal. The President of the Association shall annually appoint the Editor of the Journal, who will serve as Chair of the Committee. The Editor shall appoint not fewer than two (2) nor more than six (6) members of the Association to serve on the Committee.

Section 3. Finance. The Journal is intended to be financially self-supporting through the sale of advertising space and copies of the Journal to the Loran community at large. The Editor of the Journal may make application for the funds necessary to publish a specific issue of the Journal in accordance with By-Laws Article III, Section 7.

Section 4. Contents. Prior to final editing and publication, the Chair of the Committee shall submit to the Executive Committee for approval a detailed listing of the contents of the forthcoming issue.

Section 5. Distribution. At publication, a copy of the Journal shall be provided to each member of the Association at no cost. copies shall be made available for sale to the Loran community at large at prices to be determined by the Chair of the Committee and approved by the Executive Committee or Board of Directors.

Article XIV - Historical Committee

Section 1. Chair. The Chair shall be a member of the Association.

Section 2. Membership. The Chair shall appoint not fewer than two (2) nor more than six (6) members of the Association to serve on the Committee.

Section 3. Duties. The Historical Committee shall be responsible for recording the history of Loran and the history of the Association. After initially preparing a historical manuscript of Loran from its beginning to the current calendar year, the manuscript shall be appended annually to record the significant events of the previous year. This same procedure shall be used to record the history of the Association. After approval by the Board of Directors, the manuscript shall be published by the Journal Committee. The

Committee shall prepare a report describing the procedures to be used for gathering historical information. After approval by the Board of Directors, this report shall be distributed to the membership.

Article XV - Membership Committee

Section 1. Chair. The Chair shall be a member of the Association.

Section 2. Membership. The Chair shall appoint not fewer than two (2) nor more than six (6) members of the Association to serve on the Committee.

Section 3. Duties. The Membership Committee shall be responsible for administering the membership records and affairs of the Association in accordance with the Constitution and By-Laws. The Committee shall review membership applications and provide recommendations to the Board of Directors regarding acceptance. The Committee shall administer the collection of membership dues and shall forward the payments received to the Treasurer. The Committee shall maintain records of current membership including mailing address, type of membership, dues status, and such other considerations as may affect good standing in the Association.

Article XVI - Finances

Section 1. Fiscal Year. The fiscal year of the Association shall start on the first (1) of October.

Article XVII - Newsletter

Section 1. Purpose. To provide to the membership of the International Loran Association a means of frequent communications covering information pertinent to the activities of the Association, the Board of Directors, the individual members and the Loran community at large. It is intended that the Newsletter will complement the Radio-navigation Journal and be published at quarterly intervals as a minimum and monthly as a maximum.

Section 2. Newsletter Committee. The Newsletter Committee shall be constituted to effect the compilation, editing, and publication of the Newsletter. The President of the Association shall annually appoint the Editor of the Newsletter, who will serve as Chair of the Committee. The Chair shall appoint not fewer than two (2) nor more than six (6) members of the Association to serve on the Committee.

Section 3. Finance. The Newsletter is not intended to be financially self-supporting, and will be supported from the general funds of the Association as a service to the membership. The sale of advertising space is permitted to defray expenses.

Section 4. Distribution. At publication, a copy of the Newsletter shall be provided to each member of the Association at no cost.

Article XVIII - Terms of Office

Section 1. Definitions. A one (1) year term of office is deemed to start with completion of the installation ceremony at the Annual Convention and extend to this same event at the next Annual Convention. Multiyear terms of office are multiples of a one (1) year term according to this definition.

Section 2. Vacancies.

- a. **Officers.** Vacancies occurring among elected or appointed officers shall be filled in accordance with Article VI of the Constitution for the period remaining of the one (1) year term of office.
- b. **Directors.** Under Article VI, Section 4 of the Constitution, four (4) of the twelve (12) elected Directors are to be elected each year for three (3) year terms of office.
- c. In the event that an elected Director, at the beginning or during the three (3) year term of office is elected to serve as President, or is serving as Immediate Past President, the term of office as

Director shall be considered vacant for the period of service as President or Immediate Past President and shall be filled for this period only in accordance with Article VI, Section 6 of the Constitution. Upon completion of duties as President or Immediate Past President, the unexpired portion, if any, of the three (3) year term as an elected Director shall be resumed.

- d. (2) In the event that an elected Director resigns at any time during the term of office, the unexpired portion shall be filled in accordance with Article VI, Section 6 of the Constitution.
- e. (3) In the event that an elected Director notifies the Board of the inability to serve during any specific portion of the term of office, the term shall be filled for this period only in accordance with Article VI, Section 6 of the Constitution, and the elected Director shall resume the unexpired portion, if any, of the term at the end of the specified period.

Article XIX - Loran Technology and Applications Committee

Section 1. Chair. The Chair shall be a member of the Association.

Section 2. Membership. The Chair shall appoint not fewer than two (2) nor more than six (6) members of the Association to serve on the Committee.

Section 3. Duties. The Loran Technology and Applications Committee shall be responsible for providing technical oversight of Loran technology and applications. The Committee shall take cognizance of Loran technical issues and report them to the Board for action and direction. The work of this committee should be directed toward preserving the integrity of Loran, identifying future improvements, and facilitating the passing of Loran experience and technical knowledge to the next generation.