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ARTICLE I    MEMBERSHIP

SECTION 1     Categories


SECTION 2      Member Criteria and Benefits

a. General

Any United States, International, public, or private sector (corporation, company, government agency, partnership or proprietorship) entity which is identified with some phase of the activities set forth in Article II, Section 1 of the Charter shall be eligible to be a Member, subject to approval of the President and provided the qualifications set forth in the Bylaws are met. RTCA Members shall have voting privileges and will elect the members of the Board of Directors and Policy Board.

b. Member Criteria

RTCA membership is restricted to organizations that are doing business in aviation, including but not limited to identifying and resolving technical and policy issues that aviation faces as it continues to pursue increased safety, system capacity and efficiency, and development of minimum performance standards and guidance material that support aviation.

c. Member Benefits

- Recognition as an organization committed to the consensus recommendation process,
- Participation on all RTCA committees, or other consensus activities,
- Advanced notice of all new committees, or other consensus activities,
- Access to RTCA comprehensive document library
  - Free electronic downloads
  - Discount on printed versions
- Advance information of new RTCA documents,
- Access to RTCA staff experts that provide responses to questions about our published or evolving standards,
- Discounts to attend and/or exhibit at the RTCA Annual Symposium as well as discounts to attend Forum events and RTCA training courses,
- Member-only access to the RTCA membership directory online,
- Other services offered by RTCA.

SECTION 3      Academic Member Criteria and Benefits

Educational institutions that issue degrees, academic labs or other institutions affiliated with RTCA via Academic Member status, while not voting Members, shall be kept informed regarding RTCA Special Committees, and eligible to participate in RTCA activities.
SECTION 4  Application Procedures

Application for membership must set forth the organization's qualifications, including a brief description of their organization's aviation-related activities. RTCA President will review and approved the application to ensure that all criteria are met. The application, with the first year's membership fee, when accepted, shall be an agreement on the part of the applicant to be bound by the Charter and the Bylaws in effect and as they may be amended from time to time. The RTCA President shall accept the application from an entity meeting the membership criteria set forth in these Bylaws. The applicant shall be notified promptly as to the action taken.

SECTION 5  Membership Certificates

New and Renewing Member organizations shall receive a non-transferable certificate of membership upon request signed by RTCA President.

SECTION 6  Dues

The Board of Directors shall determine the amount of dues. Structure changes in the amount of dues shall not be effective until thirty (30) days after the Member is notified in writing of such change. No Member shall have the right to vote until the Member's dues are paid.

SECTION 7  Assessments

No assessment may be levied by RTCA against the Members unless first authorized by a mail vote of a majority of all voting Members in good standing and entitled to vote. If any assessment is so authorized, any Member who shall elect to cancel their membership rather than pay such assessment shall incur no liability therefor.

SECTION 8  Membership Cancellation and Deactivation

Membership can be cancelled any time, but membership dues will be forfeited, and no refund will be issued. Membership will be automatically deactivated if no payment is received on the expiration date defined as the date on which RTCA membership is valid through. Upon expiration, member benefits will be stopped and free access to electronic documents will be suspended until payment is received.

SECTION 9  Termination

The Board of Directors may terminate a membership, without further obligation for conduct prejudicial to the welfare of RTCA, or its Members. A terminated Member will not be entitled to a refund in these circumstances. RTCA reserve the right to issue refunds or credits at their sole discretion.
ARTICLE II  MEETINGS OF MEMBERS

SECTION 1  Annual Meeting

The annual meeting of RTCA for the election of Directors, Policy Board Members and for the transaction of such business as may properly come before the meeting shall be on such date in June or July of the year as may be designated by Resolution of the Board of Directors.

SECTION 2  Special Meetings

Special meetings of the Members may be called at any time by the Board of Directors or the Chair of the Board and shall be called by the Chair of the Board or Secretary upon the written request of ten (10) percent of the Members entitled to vote. All such special meetings shall be held at the principal office of RTCA, unless the Board of Directors designates some other location.

SECTION 3  Notices

Notice of the time and place of each annual, or special meeting shall be sent, either by post or electronically, not less than twenty (20) days before the meeting to each Member whose name appears on the records of RTCA as a Member entitled to vote. Notices will be sent to Members at their address as it appears on records of RTCA. Notice of an annual meeting or any special meeting shall state the purpose or purposes for which the meeting is called and the agenda for the meeting.

SECTION 4  Quorum

At any meeting of the Members, unless otherwise provided by law or the Bylaws, twenty (20) percent of the Members entitled to vote, present in person, or by proxy, shall constitute a quorum for all purposes. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the Members present in person, or by proxy, without notice other than by announcement at the meeting and without further notice to any absent Member. At any adjourning meeting at which a quorum shall be present, any business may be transacted which would have been proper at the meeting as originally noticed.

SECTION 5  Voting and Ballots

At every meeting of the Members, each Member then in good standing and otherwise entitled to vote shall have one vote on all questions, which vote may be cast in person or by proxy. Directors and Policy Board Members shall be elected by a plurality of the votes cast at a meeting of the Members entitled to vote in the election. Any other corporate action to be taken by vote of the Members shall be authorized by a majority of the votes cast at a meeting of Members by the Members entitled to vote thereon. The vote for Directors and Policy Board Members shall be by ballot, and the vote on any other question shall be by ballot if the Board of Directors so determines, or if requested by a majority of the members present and entitled to vote.
SECTION 6  Voting Numbers or Percentages

Whenever reference is made herein to any specified number or percentage of RTCA Members voting to approve, disapprove any matter, or take any action at or with respect to any meeting of the Members, the number or percentage of Members referred to shall be deemed to mean Members who are, at the time, entitled to vote, and do in fact vote. Blank ballots and abstentions shall not be counted.

SECTION 7  Inspectors

One or more inspectors of voting, to serve at any meetings of the Members for the election of Directors, or for consideration of any other matter to be acted upon by ballot, must be appointed by the Board of Directors.

ARTICLE III   BOARD OF DIRECTORS

SECTION 1  Primary Responsibility

The Board of Directors shall establish RTCA policies and programs in conjunction with the RTCA Policy Board and shall review and approve the RTCA operating budget for the following year, prior to the end of the current year. The Board of Directors shall hire/terminate, evaluate the performance and set the compensation to be paid the President.

SECTION 2  Composition

The number of Directors which shall constitute the entire Board of Directors shall be up to seven (7), six (6) of which shall be elected by the membership and one of which shall be the President during his or her tenure. The Board of Directors shall contain three (3) members representing aviation operators and three (3) from aviation manufacturing.

SECTION 3  Term

Each Member of the Board of Directors elected by the membership shall be elected for a term of one (1) year, and until his or her successor has been elected and qualifies or until his or her earlier resignation, or removal.

SECTION 4  Vacancies

Any vacancy occurring on the Board of Directors (including a vacancy resulting from an increase in the number of Directors) may be filled by the affirmative vote of a majority of the remaining voting members of the Board of Directors, even if less than a quorum, and each Director so elected shall hold office until his or her successor is elected and qualified at the next annual meeting of his/her earlier resignation or removal.
SECTION 5  Meetings

Regular meetings of the Board of Directors shall, at a minimum, be held quarterly as determined by the Board pursuant to a resolution specifying the date, time and place for the holding of regular meetings. Special meetings of the Board may be called by the Chair of the Board, or by the Secretary, at the request of any two (2) members of the Board of Directors.

SECTION 6  Notice and Waiver of Notice

Whenever any notice of a meeting of the Board of Directors is required to be given under provisions of these Bylaws, such notice shall be given either personally, by telephone, by mail, by facsimile, or e-mail addressed to the Director at his or her address as it appears on the records of the Corporation and, unless otherwise provided in these Bylaws, at least seven (7) days before the date designated for such meeting.

SECTION 7  Action Without Meeting

Any action required or permitted to be taken by the RTCA Board of Directors may be taken without a meeting, if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing such action, and such written consent is filed with the minutes of proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote.

SECTION 8  Telephone Meetings

Any one or more members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board of Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 9  Voting and Quorum

At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present and voting at any meeting at which there is a quorum shall be the act of the Board except as otherwise specifically provided herein, or by statute. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time.

SECTION 10  Compensation and Reimbursement

The members of the Board of Directors shall not receive any compensation for serving as such, nor any reimbursement of their expenses. Nothing herein contained shall be construed to preclude any Director from serving RTCA in any other capacity.
SECTION 11    Resignation and Removal of Director

Any Director may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed with cause, at any meeting of the Board of Directors duly called and at which a quorum is present, by a majority of the votes cast at such meeting.

SECTION 12    Committees of Directors

a. Standing Committees

The Board of Directors may by resolution passed by a majority of the Board designate standing committees or ad hoc committees, which shall consist of three or more of the Directors of the Corporation, which to the extent provided in said resolution shall have such powers of the Board of Directors in the management of the business and affairs of the Corporation as may be lawfully delegated, and may have power to authorize the seal of the Corporation to be affixed to all papers which require it.

b. Committee Meetings

Regular meetings of committees of the Board of Directors may be held at such times and places as such committees may determine from time to time by resolution. Special meetings of committees may be called by any member thereof upon not less than three (3) days’ notice stating the place, date, and hour of the meeting, which notice may be mailed, or communicated by telephone, or e-mail.

c. Quorum

A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting thereof. The vote of a majority of the members of a committee present and voting at a meeting at which a quorum is present shall constitute action of the committee.

d. Action Without Meeting

Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by all of the members of the committee and filed with the minutes of the committee.

e. Telephone Meetings

Members of committees may participate in a meeting by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.
f. Vacancies

Any vacancy occurring on any committee of the Board of Directors may be filled by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

g. Removal and Resignation

Any member of any committee may be removed by the Board of Directors at a meeting at which a quorum is present. Any member of a committee may resign from the committee at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof.

ARTICLE IV RTCA POLICY BOARD

SECTION 1 Primary Responsibility

The Policy Board shall establish RTCA policies and programs. All actions of the Policy Board which have material impact on the corporation shall be subject to review by the Board of Directors upon request by any Director at the meeting of the Policy Board at which the action to be reviewed was taken. The Board of Directors shall meet within seven (7) days to review the action. The Policy Board shall include no more than one position for a member of an international organization.

SECTION 2 Composition

The Policy Board shall consist of up to twenty-three (23) members and shall include the Board of Directors. Federal Aviation Administration representatives are ex officio, non-voting members.

SECTION 3 Term

Each member of the Policy Board shall be elected for a term of one (1) year, and until his or her successor has been elected and qualifies, or until his or her earlier resignation or removal.

SECTION 4 Vacancies

Any vacancy occurring on the RTCA Policy Board (including a vacancy resulting from an increase in the number) may be filled by the affirmative vote of a majority of the remaining members of the RTCA Policy Board, or the Board of Directors, even if less than a quorum, and each Policy Board member so elected shall hold office for the remainder of the current term or until his or her earlier resignation or removal.

SECTION 5 Meetings

Regular meetings of the Policy Board shall, at a minimum, be held quarterly as determined by the Policy Board pursuant to a resolution specifying the date, time and place for
the holding of regular meetings. Special meetings of the Policy Board may be called by the Chairman of the Policy Board, or by the Corporate Secretary, at the request of any four (4) members of the Policy Board.

SECTION 6 Notice and Waiver of Notice

Whenever any notice of a meeting of the Policy Board is required to be given under provisions of these Bylaws, such notice shall be given either personally, by telephone, by mail, or e-mail, addressed to the Policy Board member at his or her address as it appears on the records of the Corporation and, unless otherwise provided in these Bylaws, at least seven (7) days before the date designated for such meeting. A waiver of notice in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, deposited in the United States mail, or transmitted by email. Presence at any meeting without objection also shall constitute waiver of any required notice.

SECTION 7 Action Without Meeting

Any action required or permitted to be taken by the Policy Board may be taken without a meeting if all members of the Policy Board consent in writing to the adoption of a resolution authorizing such action, and such written consent is filed with the minutes of proceedings of the Policy Board. Such consent shall have the same force and effect as a unanimous vote.

SECTION 8 Telephone Meetings

Any one or more members of the Policy Board or any committee designated by the Policy Board may participate in a meeting of such Policy Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 9 Voting and Quorum

At all meetings of the Policy Board, a majority of the voting members of the Policy Board shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the voting members of the Policy Board present at any meeting at which there is a quorum shall be the act of the Policy Board except as otherwise specifically provided herein. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time.

SECTION 10 No Fiduciary Duty

Members of the Policy Board shall at all times act in the best interests of aviation as each member in his or her sole judgment determines that to be. Members of the Policy Board shall also deal fairly with the corporation as each member in his or her sole judgment determines that to be. No member of the Policy Board shall have any fiduciary duty to the corporation or its Members as a consequence of serving on the Policy Board. If a member of the Policy Board
determines in his or her sole judgment that he or she has a conflict of interest or cannot act in the best interests of aviation, the member shall recuse himself or herself from participation on the specific matter in question.

SECTION 11  Compensation and Reimbursement

The members of the Policy Board shall not receive any compensation for serving as such, nor any reimbursement of their expenses. Nothing herein contained shall be construed to preclude any Policy Board member from serving RTCA in any other capacity and receiving compensation therefor.

SECTION 12  Resignation and Removal

Any member of the Policy Board may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective. Members of the Policy Board may be removed at any time by the Policy Board at a meeting duly called and at which a quorum is present, by a majority of the votes cast at such meeting.

SECTION 13  Committees of the Policy Board

a. Standing Committees

The Policy Board may by resolution passed by a majority of the Policy Board designate standing committees or ad hoc committees, which shall consist of three or more of the Policy Board members, which shall have such powers of the Policy Board to the extent provided in said resolution. Said resolution may also prescribe special procedures, if any, to be followed by the committee.

b. Nominating Committee

A Nominating Committee shall be designated annually by the Policy Board to consist of not fewer than three (3) members of the Policy Board. The Nominating Committee shall meet prior to the annual meeting of the membership and shall, by majority vote of the entire committee, prepare a list of qualified persons to be placed in nomination in number at least equal to 1) the Directors to be elected, and 2) the Policy Board Members to be elected at the annual meeting of the membership. These lists shall be transmitted to the Secretary of the corporation not less than thirty (30) days prior to the date of the annual meeting of the membership. The list of qualified persons to be placed in nomination may include no more than one (1) person from an international member organization.
ARTICLE V   OFFICERS OF THE CORPORATION

SECTION 1   Officers

The officers of the Corporation shall be a Chair of the Board of Directors, a Vice Chair of the Board of Directors, a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may appoint. Any number of offices may be held by the same person, unless the Charter or these Bylaws otherwise provide; provided, however, that in no event shall the President also hold the office of Chair of the Board of Directors, Vice Chair of the Board of Directors, Treasurer or Secretary. The Chair and Vice Chair shall each alternate between a representative from aviation operators and aviation manufacturers.

SECTION 2   Removal and Resignation

The officers of the Corporation shall hold office until their successors are chosen and qualify in their stead. Whenever in the judgment of the Board of Directors that the best interests of the Corporation will be served thereby, any officer may be removed from office by the affirmative vote of a majority of the Board of Directors. Such removal shall not prejudice the contractual rights, if any, of the person so removed. Any officer may resign at any time by delivering a written resignation to the Board of Directors, the President, or the Secretary. Should a vacancy occur prior to election, the Chair of the Board of Directors shall appoint a successor to fill the unexpired term of said officer.

SECTION 3   Chair of the Board of Directors

The Chair of the Board of Directors shall be chosen from among the members of the Board of Directors by a majority vote of the members of the Policy Board. He or she shall also normally serve as the Chair of the Policy Board and preside at meetings of the Policy Board and meetings of the Members.

SECTION 4   Vice Chair of the Board of Directors

The Vice Chair of the Board of Directors shall be chosen from among the members of the Board of Directors by a majority vote of the members of the Policy Board. The Vice Chair of the Board of Directors shall also normally serve as the Vice Chair of the Policy Board. In the absence or disability of the Chair of the Board of Directors, the Vice Chair of the Board of Directors may perform any and all of the duties of the Chair of the Board of Directors. Should the office of Chair of the Policy Board become vacant, the Vice Chair shall perform all its duties.

SECTION 5   Chair’s and Vice Chair's Terms of Office

A Chair of the Board of Directors and a Vice Chair of the Board of Directors shall be elected at a meeting following the Annual Meeting of Members for a term of two years and until his or her successor shall be elected and qualified; and that under normal circumstances, the Chair of the Board of Directors shall not immediately succeed himself or herself and that the Vice Chair of the Board of Directors, upon completion of his or her term, shall be elected Chair of the Board of Directors for the succeeding term. Further the Chair and Vice Chair shall maintain the balance
between manufacturers and operator, with each representing one of these sectors of aviation.

SECTION 6 President

The President shall be elected by the Board of Directors. The President shall be the Chief Executive Officer of the Corporation and shall be ex officio a member of such standing committees as may be constituted and shall have full vote upon all matters at such committee meetings as though actually appointed to such committees. The President shall also be a member ex officio of the Board of Directors, with full voting rights. The President shall have general supervisory powers over all other officers (except the Chair of the Board of Directors, and the Vice Chair of the Board of Directors) employees, and otherwise have the general powers and duties of supervision and management usually vested in the Chief Executive Officer of a corporation. He or she shall conduct the daily affairs of the Corporation, collect and disburse corporate funds under suitable bond, appoint employees and fix their compensation, have custody of the books, records, property and funds of the Corporation, issue all notices, and perform all other functions delegated to the President by the Charter or Bylaws, be responsible for making periodic reports of his or her activities as may be required of the Chair of the Board of Directors to the Board of Directors, and perform such other duties as may be delegated to the President by the Board of Directors. In all of the President's actions, he or she shall be subject to the direction of the Chair of the Board of Directors.

SECTION 7 Secretary

The Secretary shall attend all meetings of the Board of Directors, the Policy Board, and the Annual Meeting of Membership of RTCA and shall record all votes and minutes of all proceedings. The Secretary shall give notice of all meetings of the Board of Directors, the Policy Board, or Members. The Secretary shall be responsible for the corporate records of RTCA and for such books, documents and papers as the Board of Directors may determine. The Secretary shall supervise the keeping of a record containing the names and addresses of all Members. All such books and records shall be open for inspection as prescribed by law. The Secretary shall in general perform all duties incident to the office, subject to the control of the Board of Directors and shall perform such other duties as may be assigned to him or her from time to time by the Board. At the request of the Secretary, or in his or her absence or disability, the Chair of the Board of Directors may appoint an Acting Secretary on a temporary basis.

SECTION 8 Treasurer

The Treasurer shall provide financial oversight on behalf of the Board of Directors and shall alert the full Board of Directors to any financial irregulars as presented to them by either the audit firm or an employee of RTCA. The Treasurer will review the corporate financial statements on a quarterly basis and will share the same signature authority as the President for all corporate bank and investment accounts. The Treasurer shall also serve as a liaison between the Board of Directors and the audit firm, as needed.

SECTION 9 Finance and Audit Committee

The Finance and Audit Committee shall be responsible for proposing RTCA operating and capital budgets, including the President’s compensation, monitoring the organization's
financial actions and recommending fiscal policy proposals. The Finance and Audit Committee Chair will be a member of the Board of Directors. This committee will report to the Board of Directors.

ARTICLE VI ORGANIZATION

SECTION 1 General Description

In addition to the Board of Directors, the committees of the Directors, the Policy Board and committees of the Policy Board, RTCA shall include a Finance and Audit Committee, Program Management Committee, multiple Special Committees, other Committees / Task Forces, and staff.

SECTION 2 Program Management Committee

The Chair of the Program Management Committee (PMC) shall be appointed by the RTCA President, following the annual membership meeting, for a one-year term.

Program Management Committee members, with the exception of the RTCA Representative, are volunteers, are appointed by the RTCA President and serve with the concurrence of their parent organization. The size of the PMC will be set by the RTCA President.

Selection of PMC members is managed in such a way as to assure an appropriate balance of government and industry perspectives and coverage for all disciplines expected to be addressed by Special Committees. The criteria for selecting a PMC member includes his/her ability to provide the requisite executive management and support of Special Committee activities.

SECTION 3 Program Management Committee Terms of Service

Program Management Committee appointments will normally be effective on September 1st. The term of a PMC appointment is normally three years with terms selected such that an appropriate number of the individual members rotate off the Committee each year.

PMC members can be removed by the RTCA President, at the request of their parent organization or for cause, e.g., recurring inability to participate in PMC meetings or to meet PMC membership responsibilities.

SECTION 4 Program Management Committee Responsibilities

The PMC will:

a. Provide executive management of all Special Committees and related Ad Hoc Groups. As such, the PMC will provide Special Committee tasking, appoint the Special Committee Chairperson, suggest milestones that can be used for management purposes, approve appropriate changes in Special Committee/Ad Hoc tasking or milestones and take appropriate action – approve or request additional specific effort – regarding
Special Committee/Ad Hoc Group recommendations. A description of the executive management process, along with updated guidelines for Special Committee Chairmen and a description and expected content of each RTCA Special Committee/Ad Hoc Group product, will be provided to each Special Committee/Ad Hoc Group Chairperson and Committee members prior to initiating a new effort and whenever requested by a Special Committee/Ad Hoc Group member.

b. Provide ongoing peer review of the Committee/Group activity to assure the work is properly focused, is responsive to the PMC tasking, is operationally and technically sound and conforms to RTCA quality standards.

c. Provide the mechanism for resolving issues that cannot be satisfactorily addressed within a Special Committee, and when needed, assuring that minority views are published along with consensus recommendations.

SECTION 5  Special Committees

Special Committees shall constitute the working committees of RTCA and shall be formed only to perform specific tasks.

a. Newly established Special Committees or other formal entities which are advisory to the federal government shall normally not meet or take any other action until a Terms of Reference has been adopted.

b. The membership of Special Committees shall be recruited from RTCA Member organizations, by inviting them to name qualified persons to serve on the committee. To maintain balanced membership, any organization materially affected by the work of Special Committees shall be urged to participate.

c. Meetings of Special Committees shall be called upon timely notice, as appropriate.

d. Special Committees shall form working groups as needed. Activities of working groups shall be reviewed in public plenary meetings and reported in Special Committee meeting summaries.

e. The Program Management Committee may change the Terms of Reference of any Special Committee at any time on their own motion or in response to a request by the Special Committee.

SECTION 6  Other Committees/Forums/Work Groups/Task Groups

The President may establish Committees/Forums/Work Groups/Task Groups at the request of RTCA members in identifying and resolving technical and policy issues that the aviation industry and government faces as it continues to pursue increased safety, system capacity and efficiency, and development of minimum performance standards and guidance material that support aviation.
SECTION 7 Annual Symposium

To keep the membership informed of advances in the art and science of aviation and to provide a forum for the exchange of views and accomplishments, the Corporation will conduct an annual symposium. This symposium will take place at a time and a location determined by the Policy Board, or its designee. The President shall be responsible for the planning and execution of the symposium and shall consult with the Policy Board and the Board of Directors during the planning cycle.

ARTICLE VII PROCEDURES

SECTION 1 Robert's Rules of Order

The proceedings of RTCA shall, in general, be conducted in accordance with parliamentary procedure as outlined in Robert's Rules of Order.

SECTION 3 Open Meetings

Each plenary meeting of the Program Management Committee, Special Committees or other formal entities shall be open to the public.

SECTION 4 Meeting Notices and Records

The RTCA President shall institute a system of notices, records, and actions which conform to the provisions of the World Trade Organization guidelines for Standards Development Organizations.

SECTION 5 Prohibitions

RTCA shall not lend its name or influence to any commercial enterprise.

SECTION 6 Board of Directors Meetings

The Board of Directors shall adopt Bylaws to regulate the procedures of RTCA, and shall have authority to make, amend, or revoke such Bylaws as necessary to carry out the functions and purposes of RTCA under the Charter. The Bylaws and subsequent amendments shall be mailed to the Members within thirty (30) days of their adoption.

SECTION 8 Votes

Every question which shall come before the Board of Directors or the Policy Board shall be decided by a majority of the votes cast, unless otherwise specifically provided for by the Charter or the Bylaws. Proxies shall not be given and will not be recognized in the voting, with the exception of the Annual Meeting of Members. Voters whose opinions are in the minority of the votes shall have the right, if they so desire, to have their position set forth in the reports of RTCA.
SECTION 9  Appeal Procedures

Any party dissatisfied with a decision of any Special Committee may appeal that
decision to the Program Management Committee, or the Program Management Committee may
take up the question on its own motion. The Policy Board may, at its sole discretion, review any
decision of the Program Management Committee, and affirm, modify, or reverse such decision.

ARTICLE VIII  INDEMNIFICATION

The Corporation shall indemnify any person made, or threatened to be made, a party to
an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason
of the fact that such person or such person's testator or intestate, is or was a director, officer,
employee or agent of the Corporation or serves or served any other enterprise at the request of
the Corporation, when acting within the scope of his or her authority, responsibilities or duties in
relation to the Corporation, against all expenses (including attorney's fees), judgments, fines and
amounts paid or to be paid in settlement incurred in connection with such action, suit or
proceeding.

ARTICLE IX  INTERPRETATION AND CONSTRUCTION OF BYLAWS

All questions of interpretation or construction of these Bylaws shall be decided by the
affirmative vote of a majority at a duly called meeting of the Board of Directors. The decision of
the Board thereon shall be final.

ARTICLE X  GENERAL PROVISIONS

SECTION 1  Execution of Instruments

All checks and demands for money and notes of the Corporation shall be signed by
such officer or officers or such other person or persons as the Board of Directors may from time
to time designate.

SECTION 2  Corporate Seal

The seal of the Corporation shall bear the name of RTCA, Inc., and the year and state
of its incorporation.

SECTION 3  Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of
each year, with the initial fiscal year to commence on the date of incorporation.

SECTION 4  Audit

The accounts of the Corporation shall be audited annually in accordance with generally
accepted auditing standards by independent certified public accountants selected by the Board of
Directors. All books, accounts, financial records, reports, files, and all other papers, things, or
property belonging to or used by the Corporation and necessary to facilitate the audit shall be
made available to the person or persons conducting the audit; and full facilities for verifying transactions with the balances or securities held by depositories, fiscal agents and custodians shall be afforded to such person or persons. The report of the auditors shall be made available to any Member upon request.

ARTICLE XI AMENDMENTS

These Bylaws may be amended at any time by the Board of Directors, or a majority vote of the Members in good standing and eligible to vote at any regular meeting or special meeting called for this purpose.
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