

AMENDED AND RESTATED BYLAWS

RTCA, Inc.
1150 18th Street NW, Suite 910
Washington, DC 20036

RTCA Paper No. 261-18/BD-340
August 28, 2024

This Page Left Blank Intentionally

TABLE OF CONTENTS

ARTICLE I NAME AND OFFICES 1

SECTION 1 Name 1

SECTION 2 Offices 1

ARTICLE II MEMBERSHIP 1

SECTION 1 Categories..... 1

SECTION 2 Member Criteria 1

SECTION 3 Application Procedures 2

SECTION 4 Membership Certificates 2

SECTION 5 Dues 2

SECTION 6 Assessments 2

SECTION 7 Membership Cancellation and Termination..... 2

ARTICLE III MEETINGS OF MEMBERS..... 2

SECTION 1 Annual Meeting..... 2

SECTION 2 Special Meetings 3

SECTION 3 Notices..... 3

SECTION 4 Quorum 3

SECTION 5 Voting and Ballots 3

SECTION 6 Voting Numbers or Percentages..... 3

SECTION 7 Inspectors 4

ARTICLE IV BOARD OF DIRECTORS 4

SECTION 1 Primary Responsibility..... 4

SECTION 2 Composition 4

SECTION 3 Term 4

SECTION 4 Vacancies 4

SECTION 5 Meetings..... 5

SECTION 6 Notice and Waiver of Notice..... 5

SECTION 7 Action Without Meeting 5

SECTION 8 Telephone/Virtual Meetings..... 5

SECTION 9 Voting and Quorum 5

SECTION 10 Compensation and Reimbursement 6

SECTION 11 Resignation and Removal of Director..... 6

SECTION 12 Committees of Directors 6

ARTICLE V RTCA ADVISORY BOARD 7

SECTION 1 Primary Responsibility..... 7

SECTION 2 Composition 7

SECTION 3 Term 7

SECTION 4 Vacancies 7

SECTION 5 Meetings..... 8

SECTION 6 No Fiduciary Duty 8

SECTION 7 Compensation and Reimbursement 8

SECTION 8 Resignation and Removal 8

ARTICLE VI OFFICERS OF THE CORPORATION..... 8

SECTION 1	Officers.....	8
SECTION 2	Removal and Resignation	9
SECTION 3	Chair of the Board of Directors.....	9
SECTION 4	Vice Chair of the Board of Directors	9
SECTION 5	Chair’s and Vice Chair's Terms of Office.....	9
SECTION 6	President and CEO	10
SECTION 7	Secretary.....	10
SECTION 8	Treasurer	10
SECTION 9	Chair Emeritus	11
ARTICLE VII ORGANIZATION		11
SECTION 1	General Description	11
SECTION 2	Program Management Committee	11
SECTION 3	Program Management Committee Terms of Service.....	11
SECTION 4	Program Management Committee Responsibilities.....	12
SECTION 5	Special Committees.....	12
SECTION 6	Other Committees/Forums/Workshops/Task Groups	13
SECTION 7	Public Forums	13
ARTICLE VIII PROCEDURES		13
SECTION 1	Robert's Rules of Order.....	13
SECTION 2	Open Meetings	13
SECTION 3	Meeting Notices and Records	13
SECTION 4	Prohibitions	13
SECTION 5	Appeal Procedures	14
ARTICLE IX INDEMNIFICATION		14
ARTICLE X INTERPRETATION AND CONSTRUCTION OF BYLAWS		14
ARTICLE XI GENERAL PROVISIONS		14
SECTION 1	Execution of Instruments	14
SECTION 2	Corporate Seal.....	14
SECTION 3	Fiscal Year	14
SECTION 4	Audit.....	14
ARTICLE XII AMENDMENTS		15

ARTICLE I NAME AND OFFICES

SECTION 1 Name

The name of the corporation is RTCA, Inc. (“RTCA” or the “Corporation”).

SECTION 2 Offices

The principal office of the Corporation shall be located at 1150 18th Street NW, Suite 910, Washington, DC 20036, or at such other location as the Board of Directors shall determine. The Corporation shall continuously maintain a registered office and a registered agent within the State of New York at such place as may be designated by the Board of Directors. The Corporation’s initial registered office and registered agent are set forth in the Corporation’s Certificate of Incorporation.

ARTICLE II MEMBERSHIP

SECTION 1 Categories

The membership of RTCA, Inc. ("RTCA" or the "Corporation") shall consist of Industry, Academic, Association, US Government, Non-US Government, and Sponsored Members (each a "Member" and collectively the "Members"). The Board of Directors may establish criteria for each category of Member, may establish other categories of Members, and may establish and/or modify the rights and obligations of such categories of Members, provided that no Member voting rights shall be affected.

SECTION 2 Member Criteria

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 CEO and provided the criteria set forth in the Bylaws are met. Members shall have voting privileges, with each Member being entitled to one (1) vote on all Member matters, and will elect the members of the Board of Directors.

b. Member Criteria

In addition to any other Member criteria that the Board of Directors may establish for each category of Member, RTCA membership is restricted to organizations that are (i) doing business in aviation, (ii) supporting other tangential industries that are part of the aviation ecosystem, or (iii) impacting the safety, security, efficiency, and sustainability of aviation. This includes but is not limited to those organizations charged with 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.

SECTION 3 Application Procedures

Application for membership must set forth reasonably detailed information to show that the organization meets RTCA's membership criteria as described in these Bylaws and as may be established by the Board of Directors, including a brief description of their organization's aviation-related activities. The President and CEO or appointed designee will review and, if all criteria is met, approve the application. If approved, the Member must pay the first year's membership dues as a condition to being admitted as a Member. The applicant shall be notified promptly of the decision made by the President and CEO or appointed designee.

SECTION 4 Membership Certificates

Each Member, upon request, shall receive a non-transferable certificate of membership signed by the President and CEO.

SECTION 5 Dues

The Board of Directors shall determine the amount of dues for each membership category. 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 or to receive any other membership benefits if such Member has not paid its dues.

SECTION 6 Assessments

No assessment may be levied by RTCA against the Members unless first authorized by a 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 immediately thereafter elect in writing to cancel their membership rather than pay such assessment shall incur no liability therefore.

SECTION 7 Membership Cancellation and Termination

Membership can be cancelled by the Member at any time, but no refund will be issued for any membership dues or assessments paid by such Member. Membership will be terminated if dues or assessment payment is not received within 30 days of the invoice due date. In addition, the Board of Directors may terminate a membership if the Board determines, by majority vote, that a Member has engaged in conduct prejudicial to the mission of RTCA, or its Members.

Effective immediately upon cancellation or termination, all member benefits will terminate and membership access to electronic documents will be suspended unless and until membership in RTCA is reinstated (and all amounts then owing to RTCA, including membership dues, are paid).

ARTICLE III MEETINGS OF MEMBERS

SECTION 1 Annual Meeting

The annual meeting of the Members, for the election of Directors and for the transaction of such business as may properly come before the meeting, shall be on such date 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 given either personally, by telephone, by mail, by facsimile, or e-mail addressed either by post or electronically, not less than ten (10) nor more than fifty (50) 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 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 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 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, may, if deemed necessary, be appointed by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1 Primary Responsibility

The Board of Directors shall govern and manage the business and affairs of the Corporation. The Board of Directors shall establish RTCA policies and programs in conjunction with the RTCA Advisory 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 to the President and CEO.

SECTION 2 Composition

The number of Directors which shall constitute the entire Board of Directors shall be ten (10), nine (9) of which shall be elected by the membership and one (1) of which shall be the President and CEO during his or her tenure. The Board of Directors shall contain three (3) members representing aviation operators and three (3) from aviation manufacturing, and up to four (4) ad hoc members at large from the aviation industry. The Board of Directors may increase or decrease the number of Directors by majority vote of all Directors then in office, provided that no decrease shall shorten the term of any incumbent director or reduce the number of Directors to less than three (3).

SECTION 3 Term

Each Member of the Board of Directors elected by the membership shall be elected for a term of three (3) years, and until his or her successor has been elected and qualified or until his or her earlier resignation, or removal. The terms of directors shall be staggered as designated by the Board of Directors so that, as nearly as possible, the terms of one-third (1/3) of the total number of Directors shall expire each year.

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 for the remainder of the term of the director who caused the vacancy (or for the term designated by the Board of Directors if the vacancy resulted from an increase in the number of Directors) and 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 written 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. 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 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/Virtual 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, video 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 and receiving compensation therefore consistent with applicable law.

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 and CEO 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 or of the Members 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. Committees – General

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. Finance and Audit Committee

The Finance and Audit Committee shall be responsible for (A) recommending to the Board of Directors (i) RTCA operating and capital budgets, including the President and CEO's compensation, and (ii) fiscal policy proposals, and (B) monitoring the organization's financial actions. The Treasurer shall serve as the Finance and Audit Committee Chair.

c. 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. Meetings of committees shall be held pursuant to the same notice, quorum, and other provisions as for meetings of the Board of Directors as set forth in Article IV, Sections 6 through 9 above.

d. 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.

e. 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 and CEO, or the Secretary of the Corporation. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof.

ARTICLE V RTCA ADVISORY BOARD

SECTION 1 Primary Responsibility

The Advisory Board shall recommend RTCA policies and programs based on member representative input from across government, industry, and academia. It will make informed decisions within its delegated authority and make specific recommendations to the Board of Directors on the matters within their purview. The Advisory Board shall operate to increase the efficiency of the RTCA governance structure through transparency and inclusivity by conducting in depth investigation on specific issues relevant to the operation. The Advisory Board will utilize the various skills of individual members and inform the entire Board of Directors, and RTCA management of any issues that may impact the work of RTCA.

SECTION 2 Composition

The Advisory Board shall consist of up to twenty-eight (28) members and shall include each of the Directors. Federal Aviation Administration (FAA), the National Aeronautics Space Administration (NASA), or other government agency representatives are ex officio, non-voting members.

SECTION 3 Term

Each member of the Advisory Board shall be appointed by the Board of Directors for a term of two (2) years, and until his or her successor has been appointed and qualified, or until his or her earlier resignation or removal. Advisory members may be re-appointed for an unlimited number of renewal terms.

SECTION 4 Vacancies

Any vacancy occurring on the RTCA Advisory Board (including a vacancy resulting from an increase in the number) may be filled by the affirmative vote of a majority of the Board of Directors, even if less than a quorum, and each Advisory Board member so appointed 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 Advisory Board shall, at a minimum, be held semi-annually as determined by the Advisory Board pursuant to a resolution specifying the date, time, and place for the holding of regular meetings. Special meetings of the Advisory Board may be called by the President and CEO, the Chair of the Board of Directors, or by the Secretary, at the written request of any four (4) members of the Advisory Board. Meetings of the Advisory Board shall be held pursuant to the same notice, quorum, and other provisions as for meetings of the Board of Directors as set forth in Article IV, Sections 6 through 9 above.

SECTION 6 No Fiduciary Duty

Members of the Advisory 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 Advisory 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 Advisory Board shall have any fiduciary duty to the corporation or its Members as a consequence of serving on the Advisory Board. If a member of the Advisory 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 7 Compensation and Reimbursement

The members of the Advisory 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 Advisory Board member from serving RTCA in any other capacity and receiving compensation therefore consistent with applicable law.

SECTION 8 Resignation and Removal

Any member of the Advisory 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 and CEO or Secretary. The acceptance of a resignation shall not be necessary to make it effective. Members of the Advisory Board may be removed at any time by the Advisory Board at a meeting duly called and at which a quorum is present, by a majority of the votes cast at such meeting.

ARTICLE VI 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 and CEO, a Secretary, a Treasurer, and such other officers as the Board of Directors may appoint. The Board of Directors shall elect all officers, and the President and CEO shall be responsible for recommending to the Board of Directors a candidate to serve as the Secretary. 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 and CEO also hold the office of Chair of the Board of Directors, Vice Chair of the Board of Directors, Treasurer or Secretary.

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 and CEO, 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 Board of Directors. He or she shall also normally serve as the Chair of the Advisory Board and preside at meetings of the Advisory 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 Board. The Vice-Chair serves in a leadership role supporting the Chair and the Board in performing their duties and responsibilities.

Specific duties and responsibilities include:

- Performing the duties of the Chair if the Chair is absent or unable to fulfill his/her duties
- Assisting the Chair and President and CEO in setting the agenda for Board meetings
- Serving as Vice-Chair of the Advisory Board
- Representing the Board to the organization, its members, and external stakeholders

Other duties may be assigned by the Chair and the Board of Directors when required. The Vice-Chair should have strong communication and leadership skills, as well as a deep understanding of RTCA and its mission. S/he supports the Chair and the Board in achieving the goals set by RTCA and its members.

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 of the Board of Directors 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 and CEO

The President and CEO shall be elected by the Board of Directors. The President and CEO 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 and CEO shall also be a member ex officio of the Board of Directors, with full voting rights. The President and CEO 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) and employees, and otherwise shall 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 and CEO 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 and CEO by the Board of Directors. In all the President and CEO'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 Advisory Board, and the Annual Meeting of Members 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 Advisory 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 irregularities 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 and CEO 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. The Treasurer shall serve as the Chair of the Finance and Audit Committee.

SECTION 9 Chair Emeritus

The Board of Directors may designate any retiring Director who has served as Chair as Chair Emeritus for an initial one-year term. The designation may be renewed by the Board of Directors for up to two additional one-year terms, for a maximum service of three years. A Chair Emeritus shall serve as an advisor to the Board of Directors and the Corporation's officers. The Chair Emeritus may receive notice of, and attend, all meetings of the Board of Directors, except when the Chair or the Board of Directors determines this would not be in the best interests of the Corporation. A Chair Emeritus will not have the power or authority of a Director, will not be eligible to vote and will not be counted or considered a Director for the purpose of these Bylaws or applicable law. The Board of Directors may remove a person from the position of Chair Emeritus at any time by majority vote. The terms of two or more persons designated as Chair Emeritus may run concurrently.

ARTICLE VII ORGANIZATION

SECTION 1 General Description

In addition to the Board of Directors, the committees of the Board of Directors, and the Advisory Board, RTCA shall include a Program Management Committee, Special Committees, and other advisory bodies as set forth below.

SECTION 2 Program Management Committee

The Chair of the Program Management Committee (PMC) shall be appointed by the President and CEO and shall serve a five-year term, or until his or her earlier resignation or removal. The Chair may serve an unlimited number of terms, and may be removed and replaced by the President and CEO.

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

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

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 President and CEO, 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. 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 tasking or milestones and take appropriate action – approve or request additional specific effort – regarding Special Committee recommendations. A description of the executive management process, along with updated guidelines for Special Committee Chairperson and a description and expected content of each RTCA Special Committee product, will be provided to each Special Committee Chairperson and Committee members prior to initiating a new effort and whenever requested by a Special Committee member.
- b. Provide ongoing peer review of the Special Committee 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. The appropriate RTCA program director shall appoint (and have the right to remove) co-chairs of Special Committees, each co-chair to serve for three (3) year terms or until his or her earlier resignation or removal. Co-chairs may be re-appointed for an unlimited number of renewal terms.

- 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/Workshops/Task Groups

The President and CEO may establish Committees/Forums/Workshops/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 Public Forums

To keep the membership informed of advances in the art and science of aviation and to provide a means for the exchange of views and accomplishments, the Corporation will conduct regularly scheduled public forums such as symposiums, webinars, and other special events. The President and CEO shall be responsible for the planning and execution of these forums and shall consult with the Advisory Board and the Board of Directors during the planning cycle.

ARTICLE VIII 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 2 Open Meetings

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

SECTION 3 Meeting Notices and Records

The President and CEO shall institute a system of notices, records, and actions which conform to the provisions of the World Trade Organization (WTO) Code of Good Practice for the Preparation, Adoption and Application of Standards as presented in Annex 3 to the WTO Agreement on Technical Barriers to Trade.

SECTION 4 Prohibitions

RTCA shall not engage in any activity in violation of applicable law or that would jeopardize its status as a tax-exempt 501(c)(3) organization.

SECTION 5 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 Advisory Board may, at its sole discretion, review any decision of the Program Management Committee, and affirm, modify, or reverse such decision. Any party dissatisfied with a decision by the Program Management Committee may appeal that decision to the Advisory Board after consultation and agreement by the President and CEO.

ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify any person (or such person's estate) 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, 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 X 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 XI 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 XII 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.