

RULES AND PROCEDURES (BY-LAWS)
OF THE
AIRPORTS COUNCIL INTERNATIONAL – NORTH AMERICA (ACI-NA)
WORLD BUSINESS PARTNER AND ASSOCIATE MEMBERS

ARTICLE I

NAME, OBJECTIVES, MEANS, AND DEFINITIONS

Section 1. Mission Statement.

The mission of the World Business Partners (WBP)/Associates of Airports Council International – North America (ACI-NA) is:

1. To support the mission of ACI-NA and the Airports Council International (ACI);
2. To increase the involvement of WBP/Associates in the airport industry;
3. To serve as a resource for Airport Members of ACI-NA and ACI and to provide and exchange information relative to improving airport management, operation, development, sustainability, financing, marketing, safety, security and maintenance;
4. To enhance opportunities for business development by WBP/Associate Members with Airport Members of ACI-NA and with other WBP/Associate Members; and
5. To serve as a resource and provide advice and independent input with respect to positions and practices adopted or under consideration by ACI-NA and to promote, support and serve as an advocate for positions and practices that will advance the safe, secure and efficient operation of the North American and international aviation system.

Section 2. Name, Objectives, and Means.

This category of airport related businesses and industries within ACI-NA shall be called the ACI-NA World Business Partners (WBP) and Associate Members, and shall be subordinate to the goals, objectives and Bylaws of the ACI-NA. Furthermore, these Rules and Procedures require the approval of the ACI-NA Board of Directors. These Rules and Procedures shall conform to and agree with the intent of the ACI-NA Bylaws as they are presently written or as they may be amended. The objectives of the WBP/Associate Members are to exchange information relative to progressive airport management, information systems, communications, development, planning, design, financing, economics, statistics, marketing, public relations, and construction, operation and maintenance, and to encourage the development and promotion of policies and practices in connection therewith as will best serve the public interest and assist in the development of an efficient worldwide air transportation system. The WBP/Associate Members shall not have the power to determine policy or practices for ACI-NA, but WBP/Associate Members may provide input on policies and practices under consideration by ACI-NA that affect WBP/Associate Members through the ACI-NA WBP/Associates Board, and any proposed policy or practice of ACI-NA that would directly and substantially affect WBP/Associate Members shall first be presented to the ACI-NA WBP/Associates Board for its review and comment prior to being adopted by ACI-NA. The ACI-NA WBP/Associate

Members shall represent private industry interests to and with ACI-NA.

Section 3. Status in Procurement Process at ACI-NA Member Airports is Not Affected by Participation as an ACI-NA WBP/Associate Member.

The WBP/Associate Members recognize that the integrity of ACI-NA Member Airports' procurement processes must be strictly maintained and hereby acknowledge that participation in ACI-NA as a WBP/Associate Member does not entitle them to any special consideration or treatment in the procurement processes of any ACI-NA Member Airport. The WBP/Associate Members further pledge not to seek any special treatment or consideration because of their status as ACI-NA WBP/Associate Members in the procurement of any contract at any ACI-NA Member Airport.

Section 4. Definitions.

Annual Conference: The required annual regular meeting of the Council as set forth herein for the primary purpose of conducting the official business of ACI-NA and the ACI-NA WBP/Associate Members.

WBP/Associate Member or ACI-NA WBP/Associate Members of the Council shall herewith be defined as consistent with Article 4, Section 6, Subsections e and f, of the ACI-NA Bylaws, but whose privileges shall not include the right to vote or to be a voting member of or fill any elected or appointed position within the Council, with the exception of the position of the WBP/Associates' Representative to the ACI-NA Board of Directors.

ACI-NA WBP/Associates Board: The Board of Directors of the ACI-NA WBP/Associate Members.

Committee or Working Group: A group of individuals assigned a particular task by the WBP/Associates Board in accordance with the operational and procedural guidelines for ACI-NA Committees and Working Groups.

Council or ACI-NA: The Airports Council International – North America.

Ex Officio: A Representative of a WBP/Associate Member who is designated by these Rules and Procedures to serve on Special Standing Committees, Steering Groups, and Working Groups created or authorized hereunder.

Officer: The Chair, Vice Chair or Immediate Past Chair of the ACI-NA WBP/Associates Board.

WBP/Associate Member Alternate Representative (See Representative).

WBP/Associate Member Official Representative: The individual designated by the WBP/Associate Member company to represent the WBP/Associate Member in all official ACI-NA WBP/Associate Member voting matters.

WBP/Associate Members General Meeting: The meeting of the WBP/Associate Members held in conjunction with the Annual Conference.

Representative: The WBP/Associate Member Official Representative, or WBP/Associate Member Alternate Representative, appointed by the ACI-NA WBP/Associate Member pursuant to these Rules and Procedures.

Member in Good Standing: An ACI-NA WBP/Associate Member which has no current outstanding financial obligations to ACI-NA, including, but not limited to, dues, registration fees, exhibition fees, and sponsorship fees.

ARTICLE II

WBP/ASSOCIATE MEMBER MEMBERSHIP

Section 1. Eligibility.

Any organization, company or individual providing services to or for airports may submit an application for membership as a WBP/Associate Member. Such application shall be subject to review by the ACI-NA Board of Directors. All applications shall become effective on the date of submission of complete membership application forms and complete payment of annual dues. Any application deemed unacceptable or undesirable by the ACI-NA Board of Directors shall be declared null and void, and dues payments shall be refunded, less a \$75.00 processing fee. All firms shall pay, upon joining, annual dues pro-rated to the closest month. The firm will then pay the full year's dues starting with January 1 of the following calendar year.

Section 2. Classification of a WBP/Associate Member.

Each WBP/Associate Member shall be classified annually on or before January 15 based upon the categories of membership of the ACI-NA WBP/Associates:

1. Platinum
2. Diamond
3. Gold
4. Silver
5. Airport-Related Business
6. Small Business
7. Sole Proprietor
8. Government & Non-Profit

Section 3. WBP/Associate Member Official Representatives and Alternate Representatives.

Each WBP/Associate Member shall designate one (1) Official Representative and may designate up to two (2) Alternate Representatives. No person so appointed by a WBP/Associate Member shall be an Official or Alternate Representative unless that person is an employee or principal of the WBP/Associate Member's firm. Only the Official Representative or an Alternate Representative may act and vote as the Official Representative on WBP/Associate Member matters.

To ensure inclusion in the ACI-NA Member Directory, each WBP/Associate Member shall communicate in writing to the ACI-NA Offices, before January 15 of each year, the names of the Official Representative, and any Alternate Representatives. A WBP/Associate Member may, at any time thereafter, designate, in writing, any replacements of such Representatives as

authorized herein, but such designation shall be effective only when submitted in writing to the ACI-NA Offices.

Section 4. ACI-NA WBP/Associate Member Official Record and Use.

ACI-NA shall maintain at all times an Official Record of WBP/Associate Members according to the class of participation. The Official Record shall be kept current and be available upon request of the ACI-NA WBP/Associates Board at least thirty (30) days before the Annual Conference or any Special WBP/Associate Members Meeting. Such current Official Record shall constitute the official roll (roster) for determining those WBP/Associate Members eligible to vote on all WBP/Associate Member matters, those WBP/Associate Members eligible to serve on the ACI-NA WBP/Associates Board and any other purposes set forth herein or established by the ACI-NA WBP/Associates Board.

An Alternate Representative may serve in the absence of the Official Representative in regard to all WBP/Associate Member matters unless specifically or by operation of these Rules and Procedures such service by an Alternate Representative is prohibited.

ARTICLE III

ACI-NA WBP/ASSOCIATE MEMBERS BOARD OF DIRECTORS AND OFFICERS

Section 1. Board of Directors.

A. Composition, Qualifications and Term of Office.

1. Composition

The WBP/Associate Members shall have an ACI-NA WBP/Associates Members' Board of Directors consisting of no more than thirteen (13) Representatives, composed of: the Immediate Past Chairman, and twelve (12) Directors elected by all eligible Member Representatives.

2. Qualification

Any WBP/Associate Member's Official or Alternate Representative in good standing, and additionally in the member categories:

- Platinum
- Diamond
- Gold
- Silver
- Airport-Related Business
- Small Business
- Sole Proprietor

is eligible to stand for election to the ACI-NA WBP/Associates Board.

3. Disqualification

Any ACI-NA WBP/Associates Board Member who has ceased to be an Official Representative or an Alternate Representative of a WBP/Associate Member firm for a period consisting of the later of (x) at least two (2) consecutive ACI-NA WBP/Associates Board meetings or (y) 120 days shall cease to serve on the ACI-NA WBP/Associates Board.

4. Voting

All Representatives serving on the ACI-NA WBP/Associates Board shall be eligible to vote on all matters considered by the ACI-NA WBP/Associates Board. Each Representative serving on the ACI-NA WBP/Associates Board shall be entitled to cast one (1) non-weighted vote on all matters voted on by the ACI-NA WBP/Associates Board.

5. Term

For all Representatives elected to the ACI-NA WBP/Associates Board after January 1, 2014, the Representatives of WBP/Associate Members in good standing shall be elected to the ACI-NA WBP/Associates Board for one, three-year term, commencing on the day following the ACI-NA WBP/Associates Board meeting at the Annual Conference and expiring at the conclusion of the day of the ACI-NA WBP/Associates Board at the Annual Conference three years later, except as provided for elsewhere in this document. No WBP/Associate Member Representative elected by the WBP/Associate Members to a three-year term on the ACI-NA WBP/Associates Board shall be re-elected to a second, consecutive 3-year term. This provision shall not apply to persons who have been elected to fill unexpired terms with less than 18 months remaining.

6. Executive Committee

The Executive Committee shall consist of three (3) Officers: the Immediate Past Chair, Chair, and Vice Chair.

B. Encouraging Diversity Among Board Members.

Each year, the ACI-NA WBP/Associates Board Chair shall work with other WBP/Associates Board members and ACI-NA staff to encourage qualified WBP/Associate Member Official or Alternate Representatives to run for open Board seats for the following year, with the goal of attracting candidates from varied product disciplines, membership levels, and geographic regions representative of the WBP/Associates membership as a whole. There shall be no limit on the number of candidates who may run for open board seats in any given year.

C. Election.

The Chair shall direct the ACI-NA staff to send a ballot to each of the eligible voting WBP/Associate Member Representatives by mail, email or other means no later than 60 days before the opening date of the WBP/Associates general business meeting at the Annual Conference for a correspondence, weighted vote (See Article IV, Sections 3 and 5). This ballot mailing will also include a list of the names and affiliations of the continuing ACI-NA WBP/Associates Board.

The eligible WBP/Associate Member Representatives shall return their completed ballots by the deadline noted on the ballot, which shall be at least 20 business days from the date sent.

The results of the election of the ACI-NA WBP/Associates Board shall be announced at the WBP/Associates general business meeting at the Annual Conference. If the balloting results in a tie, the ACI-NA WBP/Associates Board shall add to the agenda of the ACI-NA WBP/Associates Board meeting an item to vote upon WBP/Associate Member Representative for the contested board

position. All ACI-NA WBP/Associates Board Members present shall vote by secret ballot at the meeting.

Should this second vote result in a tie, the tying candidates' names shall be placed on separate slips of paper and placed in a hat. The Chair or his or her designee shall draw one name/slip and read the name aloud. The candidate so named shall fill the available ACI-NA WBP/Associates Board position for the complete term.

D. Powers.

The ACI-NA WBP/Associates Board may take any action on behalf of the WBP/Associate Members consistent with these Rules and Procedures and all resolutions adopted by the WBP/Associate Members.

All powers of the ACI-NA WBP/Associates Board are subject to limitations and approval by the ACI-NA Board of Directors, by ACI-NA's bylaws, and by resolutions of the Council.

E. Quorum.

Fifty percent or more ACI-NA WBP/Associates Board Members shall constitute a quorum. A quorum shall be required for of all matters acted upon by the ACI-NA WBP/Associates Board.

F. Decision Making.

ACI-NA WBP/Associates Board decisions will be made based on a simple majority of those participating and eligible to vote.

G. ACI-NA WBP/Associates Board Vacancies.

When any ACI-NA WBP/Associates Board vacancy occurs outside of the annual election cycle, other than vacancy of an Officer's seat, the ACI-NA WBP/Associates Board shall, at their discretion, either:

- appoint a member to serve until the next ACI-NA WBP/Associates Board election,
- appoint a member to serve the remainder of the original Member's three-year term, or
- hold the Board position open until the next election cycle so that an individual can be elected to a full three-year term.

When making the determination of the appropriate course of action, the ACI-NA WBP/Associates Board shall be mindful of the number of full three year term seats already scheduled for the next election cycle. At no time shall there be any less than three open seats on an ACI-NA WBP/Associates Board ballot.

H. Eligibility.

If an ACI-NA WBP/Associates Board Member becomes an Official Representative or an Alternate Representative of a different ACI-NA Member Company while serving on the ACI-NA WBP/Associates Board, such person may continue to serve on the ACI-NA WBP/Associates Board until the next scheduled election.

The ACI-NA WBP/Associates Board may, by a two-thirds vote of the votes cast, vote to re-elect such person to the ACI-NA WBP/Associates Board for the remainder of their 3-year term, provided that the ACI-NA WBP/Associates Board Member in question is moving to a new ACI-NA Associate Member company whose membership level allows such ACI-NA WBP/Associates Board participation.

No WBP/Associate Member may have more than one Representative on the ACI-NA WBP/Associates Board.

I. Meetings/Participation.

The ACI-NA WBP/Associates Board shall meet not less than three (3) times each year at times and places agreed to by ACI-NA and the ACI-NA WBP/Associates Board. All Immediate Past Chairs who are still Representatives of a WBP/Associate Member shall be invited to attend the ACI-NA WBP/Associates Board meetings.

Meetings of the ACI-NA WBP/Associates Board may be held by teleconference or other electronic means. When meetings are so held, they shall follow the same requirements for setting meeting dates, the necessity of a quorum, voting procedures, and informing the WBP/Associate Members of the business conducted.

Minutes will be taken at each ACI-NA WBP/Associates Board meeting. These minutes shall be sent to all ACI-NA WBP/Associates Board members and submitted for approval at the following ACI-NA WBP/Associates Board meeting.

The ACI-NA WBP/Associates Board shall have the option to terminate the ACI-NA WBP/Associates Board membership of any current Officer or Member that does not attend, in person, at least two ACI-NA WBP/Associates Board meetings per calendar year. Any such decision to terminate shall require a majority vote of the ACI-NA WBP/Associates Board.

J. Election of Officers.

The ACI-NA WBP/Associates Board will elect one sitting Member of the ACI-NA WBP/Associates Board to the position of Chair and one to the position of Vice Chair. The ACI-NA Board of Directors, in conjunction with the ACI-NA

WBP/Associates Board, shall have the right of review and ratification of the election of the WBP/Associates Chair and Vice Chair.

The ACI-NA WBP/Associates Board Officers shall be elected by and from the incoming members of the ACI-NA WBP/Associates Board. The officers will be elected by the ACI-NA WBP/Associates Board Members they will serve, i.e., those holding office as of the following Annual Conference.

Candidates for the office of Chair will be eligible to serve only in the final year of their terms as a Member, in good standing, of the ACI-NA WBP/Associates Board.

Any current Member of the ACI-NA WBP/Associates Board in good standing, who has served at least one year, is eligible to stand as a candidate for the office of Vice Chair.

ACI-NA staff shall provide the Chair with a list of the qualified Members for both offices no less than sixty days before the commencement of the Annual Conference. ACI-NA staff shall contact eligible candidates to determine their interest in standing for election to the office(s).

The staff shall prepare the slate of qualified and interested candidates for approval by the Chair of his/her designee. Ballots will be sent to ACI-NA WBP/Associates Board Members by mail, email or other means no later than 30 days before the commencement of the Annual Conference. Ballots shall be returned to ACI-NA for final tallying within 10 business days of the date ballots were sent out.

ACI-NA staff shall post the results of the election of the ACI-NA WBP/Associates Board Chair and Vice Chair to the WBP/Associate Members no later than last business day before the Annual Conference.

K. Duties.

1. Chair

The ACI-NA WBP/Associates Board Chair shall represent the WBP/Associate Members and shall lead the ACI-NA WBP/Associates Board. S/he shall also act as Chair at general meetings of the WBP/Associate Members and the ACI-NA WBP/Associates Board and shall serve Ex-officio on all ACI-NA WBP/Associates Board Committees. The ACI-NA WBP/Associates Chair may, and is encouraged to, attend all meetings of the ACI-NA Board and is authorized to represent the views of the WBP/Associate Members at any ACI-NA Board meeting in which the ACI-NA WBP/Associates Board Chair participates. The ACI-NA WBP/Associates Board Chair is not a voting member of the ACI-NA Board.

Unless otherwise provided for herein, the Chair may delegate to the Vice Chair the responsibilities delegated to him/her, or established by the ACI-NA

WBP/Associates Board, to assure the orderly and timely execution of the affairs and business of the WBP/Associate Members.

2. Vice Chair

The ACI-NA WBP/Associates Board Vice Chair shall assist and act in the place of the Chair in the event of the absence or other disability of the Chair. The Vice Chair shall perform other duties as prescribed by the Chair.

3. Immediate Past Chair.

The ACI-NA WBP/Associates Board Immediate Past Chair shall serve as the WBP/Associates' Member Representative to the ACI-NA Board of Directors. The Immediate Past Chair shall hold the voting privileges specified in the ACI-NA By-Laws.

4. Filling Vacancies

If the office of Chair shall become vacant prior to the expiration of the term, the Vice Chair shall become Chair for the unexpired portion of the term.

If any other office shall become vacant prior to the expiration of the term, the ACI-NA WBP/Associate Board will meet and hold a special board election to fill such vacancy.

ARTICLE IV

CONDUCT OF BUSINESS

Section 1. WBP/Associate Member Meetings.

A. Annual Conferences

The WBP/Associate Members shall have at least one meeting each year, at the time and place of the Annual Conference. Written notice of the date of the annual meeting shall be posted on ACI-NA's web site at least sixty days in advance of each meeting.

B. Special WBP/Associate Member Meetings

The WBP/Associates Board Chair may call a special meeting of the WBP/Associate Members. The Chair or, in his absence, the Vice-Chair, at the written request of 15% of the existing WBP/Associate Members, shall call a special meeting. Notice of such meeting shall be sent to the WBP/Associate Members at least thirty (30) days before the meeting. The failure of any WBP/Associate Member to receive the notice shall not render actions taken at the meeting invalid. Only such matters that are specified in the notice of the meeting shall be acted upon at a special meeting.

Section 2. Quorum.

Representatives entitled to cast at least fifteen percent (15%) of all votes which would be cast if Representatives of all WBP/Associate Members were present and voting shall constitute a quorum for the transaction of WBP/Associate Member matters at any annual meeting or special meeting.

Section 3. WBP/Associate Member Voting.

On all general WBP/Associate Member matters voted on by the general WBP/Associate membership, each WBP/Associate Member shall be entitled to the following number of weighted votes:

Platinum member:	six (6) votes
Diamond member:	five (5) votes
Gold member:	four (4) votes
Silver member:	three (3) votes
Airport-Related Business member:	three (3) votes
Small Business member:	two (2) votes
Sole Proprietor member:	one (1) vote
Government & Non-Profit member:	one (1) vote

Except as provided in Article III, Section 1, a decision will be reached by a simple majority of the weighted votes cast. WBP/Associate Members shall not have a vote in ACI-NA Council matters, with the exception of the ACI-NA WBP/Associate Member's Representative.

Section 4. Parliamentary Procedure.

Except as otherwise provided in these Rules and Procedures, Robert's Rules of Order (Revised) shall prevail on question of parliamentary procedure.

Section 5. Correspondence Voting.

The WBP/Associate Members may act by correspondence at the request of 15% of the WBP/Associate Members, at the discretion of the Chair, or by a majority vote of the ACI-NA WBP/Associate Members Board. The votes may be taken by mail, phone, fax, e-mail, or any combination thereof from WBP/Associate Members eligible to vote on such matters. The procedure for weighing votes set forth in Article IV, Section 3 shall apply to correspondence voting.

For any correspondence vote, 15% of the WBP/Associate Members shall constitute a quorum. All matters acted on by correspondence vote shall be decided by a simple majority of the number of weighted votes cast.

The results of such voting shall be effective thirty (30) days from the date such voting is requested unless otherwise decided by a vote of two-thirds of the Representatives of the WBP/Associate Members.

Section 6. Right to Take Independent Action.

No WBP/Associate Member shall be bound by any action taken by or on behalf of the WBP/Associate Members. Each WBP/Associate Member shall be free to take separate and independent action as it desires, even though such action may be inconsistent with the action taken by the WBP/Associate Members as a whole. In taking such action, the WBP/Associate Members shall not be referred to directly or indirectly, nor shall the WBP/Associate Members at any time refer to a WBP/Associate Member by name that may be opposed to a policy of the WBP/Associate Members, provided such WBP/Associate Member has not referred to the WBP/Associate Members in its opposition to such ACI-NA policy position.

Section 7. Minutes.

The results of any voting or action items will be produced in minutes and will be made available to WBP/Associate Members.

ARTICLE V

DUES AND CALENDAR YEAR

Section 1. Dues & Calendar Year.

The dues and calendar year of the WBP/Associate Members shall be from January 1st to December 31st, inclusive.

Section 2. Regular Dues, Special Regular Dues and Assessments.

A. Dues and Privileges

The dues payable by WBP/Associate Members shall be established by the ACI-NA Board of Directors. All WBP/Associate Members may be classified by the ACI-NA Board of Directors into categories set forth in Article II, section 2, with dues and benefits established accordingly. Nothing herein is intended to limit the ACI-NA Board of Directors from authorizing, in conjunction with Committee meetings or otherwise, independent working sessions with WBP/Associate Members and other invitees.

B. Dues Payment and Delinquencies

Regular dues and special regular dues assessments shall be due and payable in U.S. dollars upon receipt of the annual dues billing invoice unless otherwise approved by the ACI-NA Board of Directors. Any regular dues, or special regular dues or other assessments authorized herein not paid by a WBP/Associate Member by the date set by ACI-NA shall be considered delinquent and shall result in deletion of the Member's name from the WBP/Associate Member Roster and the Membership Directory.

ARTICLE VI

AMENDMENTS

These Rules and Procedures (By-Laws) may be amended at any WBP/Associate Members General Meeting at which a quorum is present in accordance with Article IV, Section 2 or by correspondence vote of at least 15% of the number of WBP/Associate Members. Two-thirds (2/3) of the weighted votes cast must be in favor of the proposed amendment and the ACI-NA Board of Directors must ratify the amendment. When amendments to these Rules and Procedures are voted upon by correspondence, each WBP/Associate Member shall have thirty (30) days within which to return the ballot, provided that no WBP/Associate Membership Meeting is held during that time. The proposed amendment shall be deemed to have been rejected unless at least twenty five (25) WBP/Associate Member ballots have been received. The Chair shall announce the results of the correspondence vote.

ARTICLE VII

GENERAL PROVISIONS

These Rules and Procedures shall become effective on the date they are approved by the ACI-NA Board of Directors.

No term of any person serving in an Ex Officio position, as an Officer, or in any other position created prior to the effective date of these Rules and Procedures shall be affected by these Rules and Procedures except as provided for by Bylaws of the Council. All other provisions of these Rules and Procedures shall be effective when enacted by the Council.

ARTICLE VIII
REPRESENTATION
TO
WORLD BUSINESS PARTNERS ADVISORY BOARD

Section 1. Representatives to World Business Partners Advisory Board.

A. Composition & Qualifications.

ACI-NA is permitted to have three¹ voting representatives on the ACI World Business Partners Advisory Board (“WBP Advisory Board”). The ACI-NA representatives to the WBP Advisory Board shall each be a past member of the ACI-NA WBP/Associates Board or a current member in the last year of his or her term, shall be the Representative or Alternate Representative of a WBP/Associate Member in good standing, able to participate in all activities of the WBP Advisory Board, and shall otherwise meet and comply with the requirements of the ACI WBP Programme Rules and Procedures.

B. Election.

One member of the WBP Advisory Board representing ACI-NA shall be elected each year in November. In October of each year, the ACI-NA WBP/Associates Board Chair shall direct the ACI-NA staff to poll persons eligible to serve as an ACI-NA representative on the WBP Advisory Board seeking a list of candidates. If no eligible person seeks to be a candidate, the Chair shall contact all eligible persons and ask them to stand for election. If no candidates are identified, then the Chair shall nominate one or more eligible persons to stand for election, with their permission. A ballot shall be sent to each current member of the ACI-NA WBP/Associates Board and each eligible past Chair of the ACI-NA WBP/Associates Board, by mail or electronic mail, including a list of the candidates for the WBP Advisory Board and his or her affiliation. The completed ballots shall be returned by the deadline stated on the ballot, which shall be at least 20 business days from the date sent. The candidate receiving a majority of the votes received by the deadline shall be elected. If the balloting results in a tie, a new ballot containing the names of the two candidates receiving the most votes shall be sent to each current member of the ACI-NA WBP/Associates Board and each eligible past Chair of the ACI-NA WBP/Associates Board, by mail or electronic mail. The completed ballots shall be returned by the deadline stated on the ballot, which shall be at least 10 business days from the date sent. The candidate receiving a majority of the votes received by the deadline shall be elected. Should this second vote result in a tie, the tying candidates’ names shall be placed on separate slips of paper and placed in a hat. The Chair or his or her designee shall draw one name/slip and the candidate so chosen shall fill the available position. The results of the election shall be made known in

¹ Current number of representatives. Number determined by size of regional membership and may change in the future.

writing to the ACI-NA WBP/Associates Board and past chairs and the WBP Advisory Board no later than December 10th.

C. Term.

ACI-NA representatives to the WBP Advisory Board shall serve one staggered three year term each, except as provided in the ACI WBP Programme Rules and Procedures. In the event of a vacancy, the Chair shall promptly seek candidates for the vacant position and the election shall be held as provided in Section 1. B. above, and promptly following such election, the Chair shall notify the ACI-NA WBP/Associates Board and past chairs and the WBP Advisory Board of the results of the special election; provided, however, that the person so elected shall serve until the end of the term of the person he or she is replacing, but may be re-elected for one full term.

D. Duties.

In addition to undertaking the duties and responsibilities set forth in the ACI WBP Programme Rules and Procedures, the ACI-NA representatives shall provide a summary of the actions taken and matters discussed at each WBP Advisory Board meeting to the Members of the ACI-NA WBP/Associates Board, either in writing or orally at a regular meeting of the ACI-NA WBP/Associates Board.

Section 2. Representatives to ACI World Standing Committees.

A. WBP/Associate Representatives.

ACI-NA is permitted to have one WBP/Associate representative on each ACI World Standing Committee. There are six Standing Committees: Economics, Environment, Facilitation & Services, Aviation Security, Safety / Technical, and Airport Information Technology. There shall be an ACI-NA WBP/Associate representative to each ACI World Standing Committee. Each such representative shall be the Official Representative or Alternate Representative of a WBP/Associate Member in good standing, active in the correlative ACI-NA Committee, able to participate in all activities of the WBP Standing Committee, and shall otherwise meet and comply with the requirements of ACI's Rules and Procedures.

B. Election.

Each of the following ACI-NA Committees shall nominate two or more candidates eligible to serve as an ACI-NA WBP/Associate representative to the ACI World Standing Committees (listed in parentheses): Finance (Economics), Environmental Affairs (Environment), Facilitation (Facilitation & Services), Public Safety & Security (Aviation Security), Operations and Technical Affairs (Safety / Technical) and Business Information Technology (Airport Information Technology). Each such Committee may establish its own procedure for such nominations. At each Annual Conference held in an even year, beginning in 2014, each such Committee shall elect one WBP/Associate representative to the correlative ACI World Standing Committee. Such elections shall be held in the manner designated by such Committee. In the event that any Committee shall fail to elect a WBP/Associate representative to the applicable ACI World Standing Committee, the ACI-NA WBP/Associates Board shall elect an eligible WBP/Associate representative to the applicable ACI World Standing Committee. Any vacancy in a WBP/Associate representative to a ACI World Standing Committee shall be filled by a majority vote of the ACI-NA WBP/Associates Board from a list of eligible candidates developed by the board in consultation with the leadership of the applicable Committee.

C. Term.

Each ACI-NA WBP/Associate representative to a ACI World Standing Committee shall serve one, two-year term, and is not eligible for re-election until the passage of two years from the end of his or her prior term, except as provided in the next sentence. Any WBP/Associate representative appointed to fill an unexpired term shall serve for the remainder of the unexpired term and may run for a full two year term at the end of such unexpired term.

D. Duties.

In addition to undertaking the duties and responsibilities set forth in the ACI Rules and Procedures, each ACI-NA WBP/Associate representative to a ACI World Standing Committee shall provide a brief summary of the actions taken and matters discussed at each WBP World Standing Committee meeting to the Members of the correlative ACI-NA Committee and to the ACI-NA WBP/Associates Board, either in writing or orally at a regular meeting of the ACI-NA WBP/Associates Board.

Updated: amended October 23, 2013; ratified by the ACI-NA Board of Directors on September 22, 2013. Previously amended June 30, 2008 and ratified by the ACI-NA Board of Directors on September 20, 2008.