



818 Connecticut Avenue, NW, Suite 900 Washington, DC 20006

P (202) 774-1535 (800) 808-6282

www.nata.aero

Committee Member Handbook

Revised August 2015

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INTRODUCTION

Member-based committees play an important role in achieving an effective and progressive NATA. Productive committees are a vital part of the association's operations and committee-developed policy positions greatly aid in NATA's advocacy efforts.

There are some basic purposes to utilizing a committee and advantages to be gained. An effective committee can generate qualified group judgment and continuity of thinking while bringing together a cross section of member knowledge and experience. To the NATA staff liaison, it provides constructive guidance and direction. The committee's ability to provide direct member involvement ensures that NATA truly represents its members. And the committee is both a classroom and a proving ground for developing better-informed and more knowledgeable members that could someday serve on the association's board of directors.

This COMMITTEE MEMBER HANDBOOK is a compilation of information, ideas and observations about NATA's committees – their organization, operation and composition – all of which has been gained from the board, committee members, staff liaisons and other active trade associations.

NATA'S MISSION

Empowering our members to be safe and successful aviation businesses.

NATA'S VISION

By 2018, NATA will show improvement in...

- The perception of NATA as a source of information and expertise on aviation business issues to public policy makers both domestically and internationally;
- Demonstrating the value of association membership to businesses' efforts to win in the marketplace including as a leading safety and training resource globally for aviation businesses; and
- The overall level of member participation in the association, particularly utilizing the membership's expertise to advance an agenda benefitting the entire aviation industry.

NATA'S ORGANIZATIONAL VALUES

- Is passionate about the industry and making a difference.
- Offers genuine value and relevance to all stakeholders.
- Represents knowledge, expertise and competence.
- Acts with integrity, impartiality and fairness.
- Operates in a creative, nimble, flexible and responsive manner.
- Its staff exhibits respect and holds themselves and each other accountable for delivering on this promise.

NATA COMMITTEE VISION

NATA's member committees work to advance the objectives outlined in the NATA Strategic Plan while also serving as a forum where member companies can:

- Provide input to the association on the key issues affecting aviation businesses and the course the association takes in addressing those issues.
- Leverage industry expertise to create products that provide a general benefit to the association membership.
- Network with other aviation business professionals, industry leaders and key government officials.

COMMITTEE ORGANIZATION

Creation

All committees shall be created by resolution of the board of directors pursuant to Article X, Section 8 (a) of the Bylaws.

Composition

Each committee shall be composed of representatives of regular member companies. In addition, representatives of associate, affiliate or corporate flight department member companies or organizations may also be included as non-voting members of a committee pursuant to Article II, Section 1 (b) and (c). The number of non-regular member representatives on each committee shall be limited to no more than 25% of the total number of committee members. The non-regular members provide valuable insight and perspectives to committee discussions and should be used as resources when deemed appropriate by regular committee members. These non-regular members should inform, not drive, committee policy recommendations. Each company shall be limited to one named representative to any one committee, but a company may have a representative named to more than one committee.

Committee Size

The size of each committee should fall within the range of 20 to 40 members.

Appointment of Committee Members

All appointments of committee members shall be approved by the committee they intend to join and shall be affirmed by the NATA Executive Team. The executive team retains the right at any time to remove members from the committee.

All committee members shall acknowledge that their participation on a committee is intended to benefit the association and serve the interests of the businesses that compose NATA regular members. Any member deemed to be acting contrary to the best interests of the association and its regular members will be removed from the committee.

Appointment of Committee Chairman

The chairman and vice chairman of each committee shall be appointed by the committee.

Eligibility

All committee members shall meet the following requirements:

- Be an officer or employee of a NATA member company.
- Possess appropriate industry experience.
- Possess knowledge of the federal statutes and regulations applicable to the activities within the committee's jurisdiction.
- Be willing and able to devote such time and expertise as may be necessary to consider issues affecting the activities within the committee's jurisdiction and to advise NATA staff in developing positions concerning such issues of benefit to the association's regular membership.
- Be willing to make a (or have employer's) commitment to be away from the job and to use company resources for special projects, correspondence, telephone calls and travel.
- Be willing and able to incur the transportation and other expenses necessary to attend meetings of the committee and other events.

Term

In order to establish continuity on each committee, maximize the talents of each of its members, and ensure that other association members have an opportunity to serve on a committee, the term of service for each committee member shall be three years. However, a term can be renewed for an additional three years with approval of the NATA Executive Team. Under special circumstances of benefit to the association,

individual committee members with unique knowledge or expertise may be asked to continue on a committee beyond their second three-year term.

Members interested in rejoining a committee after serving a second three-year term must wait one year before rejoining is considered.

Attendance

Regular attendance of every committee member to meetings is preferred and is required if the committee is to use the combined expertise of its members. Habitual, non-consecutive absences will be dealt with on a case-by-case basis by the committee chairman and NATA staff.

Meetings are generally open to the representatives of all regular member companies that are not committee members. Upon approval of the executive staff, committees may meet in closed session to discuss sensitive issues. Non-regular members are not afforded this privilege.

Basic Responsibilities

While the duties of the individual committee member may vary, there are certain basic responsibilities that every committee member assumes when that individual accepts a committee appointment. These include:

- Timely acknowledgement of all communications from the chairman or the staff liaison requiring committee action.
- Determining availability for committee meetings and informing the chairman or the staff liaison as soon as possible.
- Making sure his or her own organization or superiors are fully aware of his or her responsibilities and commitments for meetings.
- Thoroughly reviewing pertinent background material and agenda before coming to a meeting.
- Sharing information with the group, if the committee member has experience directly related to a subject or problem under discussion.
- Being available to work with the staff liaison to review results of research and to advise on presentation of results.
- Attacking problems objectively and impersonally.
- Accepting and following through on assignments.

- Supporting decisions of the committee.
- Regularly attending committee meetings.
 - NATA Committee members are not authorized to speak on behalf of NATA unless specific guidance is provided by the NATA Executive Team. Committee members authorized to speak on behalf of the association shall not make commitments on behalf of the association or its members or represent any positions other than those for which they are authorized.

Chairman's Responsibilities and Duties

The chairman's responsibilities and duties can be placed in the following five basic categories:

1. Term
The chairman shall serve for a two-year term.
2. Planning
The chairman shall direct committee discussion in the development of goals and objectives that support the NATA Strategic Plan as outlined in this handbook.
3. Maintaining Records and Information
The chairman ensures that the staff liaison prepares appropriate Minutes and that motions are recorded, necessary reports are prepared, and a record of committee work is maintained. In addition, the chairman remains constantly informed regarding the progress of individual committee member assignments and coordinates with other committees when appropriate.
4. Active Participation
The chairman must motivate members toward active participation and involvement in committee activities. With overall objectives in mind, the chairman must channel the interest and talents of individual committee members into productive efforts and ensure the necessary follow-up action.
5. Evaluating Results
The chairman continually reviews and evaluates his or her own procedures, the committee's program and progress, and the individual assignments and responsibilities.

Vice Chairman's Responsibilities and Duties

The vice chairman of each committee shall serve as its chairman in the event of the chairman's absence and perform other duties as assigned by the chairman.

1. Term

The vice chairman shall serve for a two-year term.

COMMITTEE OPERATIONS

Committee Objectives

During the fourth quarter of each year, committees shall develop a set of goals and objectives for the remainder of that calendar year. Such goals and objectives should align with the NATA Strategic Plan and be submitted to the NATA Executive Team through the committee's staff liaison. In addition to aligning with the NATA Strategic Plan, committee goals and objectives should strive to meet one or more of the following conditions:

- Address issues of national or international importance.
- Address issues in which NATA participation is crucial to a successful outcome.
- Set industry-wide best practice or standard.
- Likely have broad support within the industry.
- Mitigate significant areas of impact or cost for NATA members.

Non-Strategic Projects – The majority of projects undertaken by an NATA Member Committee support the association's approved strategic plan. Occasionally a committee may see a need to pursue a project outside the goals of the strategic plan. This process outlines the method of seeking approval of that project.

- The committee staff liaison will submit committee project proposals that fall outside the scope of the strategic plan to the NATA Executive Team.
 - Such proposals should include:
 - Overview of the project.
 - Rationale for the project.
 - Relationship of the project to the committee and NATA in general.
 - Cost estimate of the project.

- The NATA Executive team will review project proposals and submit appropriate proposals to the NATA Board of Directors for approval.

Committee Meeting Schedule

Each committee shall meet a minimum of two times a year. It is preferred that at least one of the meetings is held near the association's headquarters in the Washington, D.C. area. A committee may schedule additional meetings to conduct its business. Teleconferences and Web-based meetings may also be scheduled as necessary.

Committee Meeting Agenda

An agenda shall be developed for every meeting that incorporates, in logical sequence, all items for discussion. The agenda should be coordinated between the chairman and the staff liaison and distributed by the staff liaison to each committee member at least five working days in advance of the meeting.

Committee Actions

Committee actions will be by consensus of all regular committee members. If consensus is not achievable, then a 2/3 majority vote of all regular committee members will be required for action. Each regular committee member shall receive one vote.

Subcommittees

Subcommittees, or special working groups within a committee, may be established with approval of the NATA Executive Team. An active member of the committee must chair a subcommittee or working group. Members of a subcommittee may include technical experts that are not members of the parent committee, as long as they represent an NATA member company.

Annual Committee Report

The committee chairman and staff liaison shall annually evaluate committee efforts and provide a report to the NATA Executive Team at the conclusion of each calendar year. Such a written report should include, but not necessarily be limited to, the following items:

- The Committee's progress towards meeting its goals and objectives

Committee Member Handbook

- Continued action on existing goals and objectives for the next calendar year.
- Goals and objectives for the next calendar year.

*Committee
Descriptions
And
Responsibilities*

Air Charter Committee

Purpose

To promote the interests of the association's air charter members by addressing regulatory and legislative issues and industry problems, and to work with the other NATA committees as necessary to address business-related issues affecting on-demand Part 135 passenger and cargo air taxi operators.

Objectives

To support the NATA strategic plan as it relates to air charter operations, including working in a cooperative and constructive manner with NATA staff, Congress and the various regulatory agencies in the monitoring and promulgation of regulatory and legislative language and procedures affecting on-demand Part 135 passenger and cargo air taxi operators, and to submit reports and recommendations to the board of directors suggesting action to address business and regulatory or legislative issues that impact members holding a Part 135 certificate.

Duties

1. Study and recommend policies concerning existing and proposed regulations and legislation affecting members holding a Part 135 certificate.
2. Participate in sessions with appropriate legislative and regulatory agencies to express the needs and views of the association's members holding a Part 135 certificate.
3. Recommend and arrange programs on issues pertinent to the committee's objectives to be included at association meetings.
4. Coordinate with other committees as appropriate.
5. Regularly submit reports of the committee to the NATA Executive Team.
6. Periodically survey the membership holding Part 135 certificates to discover current concerns and regulatory compliance difficulties.

Staff Support

1. Assist in policy development.
2. Conduct research.
3. Maintain contact with appropriate legislative and regulatory entities.
4. Develop responses to legislative and regulatory proposals.
5. Provide administrative support.

Aircraft Maintenance and Systems Technology Committee

Purpose

To promote the interests of the association's members operating repair stations and maintenance facilities by addressing regulatory and legislative issues and industry problems.

Objectives

To support the NATA strategic plan as it relates to aviation maintenance, including working in a cooperative and constructive manner with NATA staff, Congress and the various regulatory agencies in the monitoring and promulgation of regulatory and legislative proposals and procedures affecting repair stations and other maintenance facilities.

Duties

1. Study and recommend policies concerning existing and proposed regulations and legislation affecting members operating maintenance facilities.
2. Participate in sessions with appropriate legislative and regulatory agencies to express the needs and views of the association's members operating repair stations and maintenance facilities.
3. Recommend and arrange programs on issues pertinent to the committee's objectives to be included at association meetings.
4. Coordinate with other committees as appropriate.
5. Regularly submit reports of the committee to the NATA Executive Team.

Staff Support

1. Assist in policy development.
2. Conduct research.
3. Maintain contact with appropriate legislative and regulatory entities.
4. Develop responses to legislative and regulatory proposals.
5. Provide administrative support.

Airport Business Committee

Purpose

To promote the interests of NATA's members relative to operating an on-airport aeronautical business.

Objectives

To support the NATA strategic plan as it relates to on-airport businesses, including working in a cooperative and constructive manner with NATA staff, Congress and the various regulatory agencies in the monitoring and promulgation of regulatory and legislative language and procedures affecting airport occupancy.

Duties

1. Study and recommend policy concerning existing and proposed regulations and legislation affecting airport occupancy.
2. Participate in sessions with appropriate legislative and regulatory agencies to express the needs and views of the association's members.
3. Recommend and arrange seminars, videos and presentations on issues pertinent to the committee's objectives to be included at association meetings.
4. Coordinate with other NATA committees as appropriate.
5. Regularly submit reports of the committee's activities to the NATA Executive Team.
6. In coordination with NATA staff, work as needed with other aviation associations.

Staff Support

1. Assist in policy development.
2. Conduct research.
3. Maintain contact with appropriate legislative and regulatory entities.
4. Develop responses to legislative and regulatory proposals.
5. Provide administrative support.

FLIGHT TRAINING COMMITTEE

Purpose

To promote the interests of the association's flight school members by addressing regulatory, legislative and industry issues.

Objectives

To support the NATA strategic plan as it relates to flight training, including working in a cooperative and constructive manner with NATA staff, Congress and appropriate regulatory agencies in the monitoring and promulgation of regulatory and legislative proposals and procedures affecting flight training facilities.

Duties

1. Encourage and support the flight training industry.
2. Expand the number and range of flight training organizations involved with NATA.
3. Determine pressing industry issues through the use of surveys and other information sources.
4. Educate members on regulatory and legislative issues that impact the flight training industry.
5. Recommend and arrange pertinent programs for the industry at the association's meetings.
6. Coordinate with other committees as appropriate.
7. Provide industry-networking opportunities.

Staff Support

1. Assist in policy development.
2. Conduct research.
3. Maintain contact with appropriate legislative and regulatory entities.
4. Develop responses to legislative and regulatory proposals.
5. Provide administrative support.

Safety 1st Committee

Purpose

To advise the association on matters relating to the NATA Safety 1st Program.

Objectives

To support the NATA strategic plan as it relates to the associations Safety 1st Programs.

Duties

1. Provide advice on the development, marketing, expansion and enhancement of the NATA Safety 1st training and certification programs.
2. Act as a technical review body for NATA Safety 1st programs.
3. Submit reports and recommendations to the NATA Executive Team, including requests for funding specific program enhancements or new projects.

Staff Support

1. Facilitate guidelines, standards and best practice development.
2. Identify NATA Safety 1st Program enhancements.
3. Provide administrative support.

*Antitrust Policy
And
Meeting Guidelines*

National Air Transportation Association
ANTITRUST POLICY AND MEETING GUIDELINES

Statement of Policy

It is the policy of the National Air Transportation Association (NATA) and its members to comply strictly with all the laws applicable to the association's activities. Since NATA's activities involve cooperative undertakings among competitors and potential competitors, the board of directors emphasizes the on-going commitment of the association and its members to full compliance with federal and state antitrust laws. This statement is being distributed at NATA committee and board meetings as a reminder of the commitment and as a general guide for our activities and meetings.

Responsibility and Antitrust Compliance

NATA's programs have been carefully designed and reviewed to ensure their conformity with antitrust standards. An equivalent responsibility for antitrust is yours. Your corporate employer and NATA depend on your good judgment to avoid all discussions and activities that may involve improper subject matter and improper procedures, explicit or implicit. NATA staff members work conscientiously to avoid subject matters that may have

unintended implications, and legal counsel for the association will provide guidance with regard to these matters. It is important for you to realize, however, that the competitive significance of a particular conduct or communication probably is most evident to you, who are deeply involved in the competitive environment. For this reason, you have an important and individual responsibility for assuring antitrust compliance in NATA activities.

Antitrust Guidelines

The antitrust laws seek to preserve a free competitive economy in the United States. As a general rule, competitors may not restrain competition among themselves through understanding or agreements as to the price, the production, or distribution of their products, or other agreements which unreasonably restrict competition, and they may not act in concert to restrict the competitive capabilities or opportunities of their competitors, their suppliers, or their customers.

However, application of the antitrust laws in particular fact situations is often difficult and random. As a result, unlawful agreements, however unintended, can be **inferred** from

circumstantial evidence. Furthermore, penalties for violating the antitrust laws are severe, and can include imprisonment, fines, treble damages, and far-reaching restrictions on the future conduct of you and your company. For these reasons, especially without specific legal advice on a matter, when participating in NATA functions you should follow the guidelines set forth below that are designed to avoid even the appearance of questionable activity:

1. Do not discuss with other members your own or your competitors' prices, or anything that might affect prices such as cost, discounts, terms of sale, or profit margins.
2. Don't stay at a meeting where any such price talk occurs. If such talk does occur, state that it is illegal and leave.
3. Don't make public announcements or statements about what your company or other companies plan to do in particular geographic or product markets or with particular customers.
4. Don't talk about what your company or other companies plan to do in particular geographic or product markets or with particular customers.

5. Don't disclose to others at meetings any competitively sensitive information.

Meeting Procedures

To avoid even the appearance of questionable activity, as well as to guard against inadvertent, wrongful conduct, all NATA meetings should be conducted in accordance with the following procedures:

1. Always look for and adhere to an agenda.
2. Limit discussions to the agenda or agenda-related topics.
3. Ensure that accurate Minutes of every meeting are prepared, sent to the participants, and approved at the next meeting.
4. In case of doubt about the propriety of a topic of discussion, consult your corporate counsel, NATA legal counsel, or avoid discussion of the topic altogether.
5. If you have a reservation(s) concerning remarks or discussions at a NATA meeting, state your reservations(s); if the discussion is not terminated or resolved satisfactorily, leave the meeting and have the Minutes reflect your name, time, and reason for leaving.

Conclusion

Compliance with these guidelines involves not only avoidance of antitrust violations, but also avoidance of any behavior that might be construed as a violation. Bear in mind, however, that the antitrust laws of this country are complex and far-reaching, and that this

statement is not a complete summary of applicable laws. Moreover, it is intended only to highlight and emphasize certain basic precautions designed to avoid antitrust problems. You must, therefore, seek the guidance of NATA legal counsel for your personal or corporate counsel if antitrust questions arise.

Adopted by the NATA Board of Directors March 22, 1980.

*National Air Transportation Association
4226 King Street
Alexandria, Virginia 22302
Telephone: (703) 845-9000 Fax: (703) 845-8176*