

BYLAWS OF THE NATIONAL BUSINESS AVIATION ASSOCIATION, INC.

Last modified March 17, 2011

Article I – Names and Offices

Section 1. Name. The name of this organization, which was incorporated on August 18, 1988, under the Nonprofit Corporation Act of the District of Columbia, is National Business Aviation Association, Inc. Hereafter in these Bylaws, it is called the “Association.”

Section 2. Principal Office. The principal office of the Association shall be in the District of Columbia.

Section 3. Other Offices. The Association may have offices at such other places, both within and without the District of Columbia, as the Board of Directors may from time to time determine.

Article II – Membership

The Membership of the Association shall consist of Corporate Members, Business Members and Associate Members.

Section 1. Corporate Members. Any commercial or industrial enterprise (corporation, company, partnership, limited liability company, financial institution, proprietorship or individual) which is engaged in business, commerce, trade or industry, and any government organization, school, college, university or not-for-profit organization, which owns or operates United States registered aircraft, primarily not for hire, as a transportation aid in the conduct of its business or activities, shall be eligible for Corporate Membership, subject to confirmation by the Board of Directors, provided the following qualifications are met:

- (1) The Member must own or operate a multi-engine aircraft and/or a single-engine turbine powered aircraft.
- (2) The Member must certify that an operations manual and a maintenance program are employed.
- (3) When passengers are aboard, each multi-engine or single-engine turbine powered aircraft must be flown by two professional pilots employed directly or through a contract/lessor operator. One pilot must have a currently valid air transport rating, and the other pilot must have at least a currently valid commercial license and a currently valid instrument rating.

- (4) The Member must certify that each pilot and/or crew member undergoes recurrent training and a proficiency check at least once per year.
- (5) Less than 50 percent of the Member's total sales volume, including that of all subsidiaries and affiliates, is from products and services sold to business aviation clients.

A company engaged in business aircraft management services shall be eligible for Corporate Membership, subject to confirmation by the Board of Directors, provided that its clients meet qualifications (1) through (4) above and provided that less than 50 percent of its clients' aggregate sales volume is derived from products or services sold to business aviation clients. Further, at least 50 percent of any such aircraft management services company's total sales volume, including that of all subsidiaries and affiliates, must be derived exclusively from aircraft management.

Each Corporate Member shall have the right to one (1) vote at all meetings of the Association. A Corporate Member shall appoint in writing one of its officers, Board members, and/or full-time employees as its Representative to act for it in the affairs of the Association. It may from time to time, in the absence of such appointee, designate in writing from among its officers, Board members and/or full-time employees, an alternate to represent it temporarily and vote on its behalf. The term "Corporate Member" as used hereinafter, shall mean either a Corporate Member or a duly appointed Representative or alternate.

Section 2. Business Members. Any commercial or industrial enterprise (corporation, company, partnership, limited liability company, financial institution, proprietorship or individual) which is engaged in business, commerce, trade or industry, and any government organization, school, college, university or not-for-profit organizations which owns or operates United States registered aircraft, primarily not for hire, as an aid to the conduct of its business or activities, shall be eligible for Business Membership, subject to confirmation of the Board of Directors, provided the following qualifications are met:

- (1) The Member does not qualify for Corporate Membership.
- (2) The pilot(s) must have a currently valid pilots license and a currently valid instrument rating.
- (3) The Member must certify that each pilot and/or crew member undergoes proficiency training at least once per year.
- (4) Less than 50 percent of the Member's total sales volume, including that of all subsidiaries and affiliates, is from products or services sold to business aviation clients.

Each Business Member shall have the right to one (1) vote at all meetings of the Association. A Business Member shall appoint in writing one of its officers, Board members, and/or full-time employees as its Representative to act for it in the affairs of the Association. It may from time to time, in the absence of such appointee, designate in writing, and from among its officers, Board members and/or full-time employees, an alternate to represent it temporarily and vote on its behalf. The term "Business Member" as used hereinafter, shall mean either a Business Member or a duly appointed Representative or alternate.

Section 3. Associate Members. Any entity as described in Sections 1 and 2 of this Article II, but which derives 50 percent or more of its total sales volume from the field of business aviation, or any entity not qualified for Corporate or Business Membership because it owns or operates business aircraft which are flown by pilots who do not meet the criteria set forth in subsections (3) and (4) of Section 1 above and/or in subsections (2) and (3) of Section 2 above, or an entity having a pervasive interest in business aviation, is eligible for an Associate Membership, subject to confirmation by the Board of Directors. Applicants for Associate Membership must be engaged in a field of endeavor whose as are consistent with the principles and interests of the Association. An Associate Member shall be entitled to be heard at any meeting of the Association on any matter pertaining to aviation and within the scope of the Association's activities, but shall not be entitled to vote or be deemed part of a quorum at any meeting of the Association. An Associate Member shall appoint in writing one of its officers, Board members, and/or full-time employees as its Representative to act for it in the affairs of the Association. It may from time to time, in the absence of such appointee, designate in writing, from among its officers, Board members and/or full-time employees, an alternate to represent it temporarily in the affairs of the Association.

Section 4. Application for Membership. Application for Membership shall be submitted in writing in a form approved for such purpose by the Board of Directors. The application shall contain a statement, to be signed as part of the application procedure, that the applicant, if admitted, will be bound by the Articles of Incorporation and the Bylaws then or thereafter in effect. To be admitted to Membership, each applicant must be approved by the Membership Committee and confirmed by the Board of Directors. At each regular meeting, the Board of Directors shall be asked to ratify by vote the actions taken on Membership applications since the previous meeting. Notice of action taken by the Membership Committee, and confirmation by the Board of such action, shall be promptly given to each applicant.

A Member's liability for payment of dues shall commence on the first day of the month that is most coincident with approval of the application by the Membership Committee. No Member shall have the right to vote until the Member's dues have been paid.

Section 5. Termination. A Membership may be terminated (a) by a majority vote at a duly called meeting, at which a quorum is present, of the Board of Directors, for conduct determined in the sole discretion of the Board of Directors to be prejudicial to the welfare of the Association or its Members; or (b) by the President and Chief Executive Officer for failure to pay dues within ninety (90) days after renewal date, provided that in both cases notice of impending action has been given to the Member and opportunity for hearing has been offered.

Section 6. Resignation. Any Member may resign at any time upon first paying any outstanding indebtedness due the Association and upon submitting a resignation in writing. Such resignation shall take effect at the specified time in it, or if no time is specified, at the time of its receipt by an officer of the Association. A resigning Member shall not be entitled to a refund of any portion of Membership dues.

Section 7. Voting Rights. Only Corporate Members and Business Members, as herein above defined and described, and in good standing, shall be entitled to vote.

Section 8. Membership Dues and Affiliate Fees. The Board of Directors shall determine the amount of annual Membership dues and the manner of payment, but the changes therein shall not be effective until thirty (30) days after the Members are notified of such change.

The Board of Directors shall also determine the annual fees to be charged for the granting of Affiliate Status as defined in Article III, and any changes therein shall be effective as with changes in Membership dues.

Section 9. Assessments. No assessment shall be levied by the Board of Directors on the Members unless so authorized by the majority vote at a special meeting of the Association called for the purpose, or at an Annual Meeting of the Association at which action on the proposed assessment is a stated item of business. If any assessment shall be so authorized, any Member who elects to resign from Membership rather than pay the assessment shall incur no liability therefor.

Section 10. Membership Certificates. Each Member shall receive a certificate of Membership, which shall be in a form selected by the Board of Directors. Affiliates shall also receive a certificate in such form as may be selected by the Board of Directors.

Article III – Affiliates

Section 1. Affiliate Status. Any enterprise that meets the qualifications set forth in Section 1 or 2 of Article II, which owns or operates aircraft that are exclusively registered in a nation other than the United States, is eligible for Affiliate Status. Application for such status shall be in a form approved by the Board of Directors and shall be subject to confirmation by the Board. An Affiliate shall designate in writing one of its officers or employees as its primary contact with the Association.

Section 2. Meetings. Affiliates shall be entitled to be heard at meetings of the Association, but they shall not be entitled to vote, or move or second motions, or to be part of a quorum at any meeting of the Association.

Article IV – Meetings of Members

Section 1. Annual Meetings. The Annual Meeting of the Association for the election of Directors and for the transaction of such other business as may properly be brought before the meeting shall be held on a day other than Saturday or Sunday, other than major religious holidays, and other than a Federal holiday during the month of September, October or November in each year, at a time and place in the United States of America which has been approved by the Board of Directors and announced by it during the immediately preceding Annual Meeting of the Association.

Section 2. Special Meetings. Special meetings of the Association may be called at any time by an affirmative vote of the Board of Directors at a duly called meeting at which a quorum is present, or shall be called by the Chairman of the Board upon the written request of ten (10) percent or more of the combined total of Corporate Members and Business Members in good standing and entitled to vote. The written request must specify the business proposed for consideration at the proposed meeting. All special meetings shall be held at the principal office of the Association unless the Board of Directors designates some other place.

Section 3. Notices. Notice of the time and place of each annual or special meeting of the Association shall be served by mail not less than twenty (20) nor more than fifty (50) days before the meeting, upon each Member whose name appears on the books of the Association as a Corporate Member or Business Member in good standing and entitled to vote. Such notice shall be mailed to each Member at its address as it appears on the books or records of the Association. Notice of each annual or special meeting of the Association shall state the purpose or purposes for which the meeting is called and shall be accompanied by a proxy form which provides, at Member option, for delegation of voting power to a person or persons named by the Board of Directors.

Section 4. Quorum. At any meeting of the Association, unless otherwise provided by law or these Bylaws, ten (10) percent of the combined total of Corporate Members and Business Members in good standing and entitled to vote, present in person or by proxy, shall constitute a quorum for all purposes.

Section 5. Voting and Ballots. At every duly called meeting at which a quorum is present, each Corporate Member and Business Member in good standing and entitled to vote shall be entitled to one vote on all questions properly submitted for a vote of the Members, which vote may be cast in person or by proxy. Directors shall individually be elected by a majority of the votes cast by Members entitled to vote. In a case where there are more candidates than Director positions open, those chosen shall be those candidates, the total of whom equals the number of open positions, who individually obtain the highest number of votes. Votes for Director positions may not be cumulative. Any other action taken by vote of the Members who are in good standing and entitled to vote shall be authorized by a majority vote thereon, except as provided otherwise in these Bylaws or in law. The vote for Directors shall be by ballot if the Board of Directors so determines or if so requested by majority vote of the Members and proxies present who are in good standing and entitled to vote.

Article V – Board of Directors

Section 1. Number of Directors; Eligibility; Composition of Board.

(1) Number of Directors. The entire Board of Directors of the Association, including any ex officio Members, shall consist of not fewer than thirteen (13) nor more than eighteen (18) Members. Within those limits the specific number shall be established from time to time by resolution of the Board of Directors. No decrease in the established number of Directors shall have the effect of shortening the term of any incumbent Director. Directors need not be residents of the District of Columbia.

(2) Eligibility. Only an officer, member of the Board of Directors and/or full-time employee of a Corporate or Business Member shall be eligible for election as a Director with voting rights. Such eligible person shall be nominated for election at an Annual Meeting of the Association, pursuant to Section 4 of this Article. In the event an elected Director ceases to meet the qualifications set forth in the first sentence of this subsection such Director's tenure

shall immediately terminate and the resulting vacancy may be filled as provided in Section 3 of this Article. The two appointed Associate Member Advisors to the Board shall ex officio be Members of the Board with voting rights and their service shall not be subject to the provisions of Sections 1, 2, 3 and 4 of this Article. The President and Chief Executive Officer shall ex officio be a Director with voting rights, and his/her service as such shall not be subject to the elected Director provisions of Sections 1, 2, 3 and 4 of this Article.

(3) Composition of Board. At least one-third of the total Board of Directors should consist of company representatives whose primary responsibility is related to the transportation operations of the Member Company he or she represents.

Section 2. Terms. Each Member of the Board except for the two Associate Member Advisors to the Board as described in Section 14 of this Article, shall be elected or appointed for a term of three (3) years, and until his/her successor has been elected and qualifies, or until his/her earlier resignation, removal or disqualification.

Section 3. Vacancies. Any vacancy occurring on the Board of Directors, including any vacancies resulting from an increase in the established number of Directors, may be filled by eligible persons proposed by the Nominating Committee and affirmed by a majority vote of the then members of the Board of Directors. In each case, eligibility for nomination is contingent upon the Nominating Committee obtaining, prior to notification of the Membership, a letter from an executive officer of the approved nominee's Member Company, stating that such Member is willing to have such nominee serve, if appointed, and will permit him/her to attend Board of Directors meetings regularly. Each eligible Director so elected shall hold office until the next Annual Meeting of the Association, or until his/her earlier resignation, removal or disqualification. At the next Annual Meeting, the Director filling the vacancy or another qualified person, may be nominated by the Nominating Committee under the provisions of Section 4 of this Article, to serve for the remaining years of the vacant term.

Section 4. Nominations. At least seventy (70) days prior to the date of each Annual Meeting of the Association, a Nominating Committee previously confirmed by the Board of Directors in accordance with applicable provisions of Article VI shall submit to the Corporate and Business Members in good standing and entitled to vote at the Annual Meeting the names of eligible persons proposed by the Nominating Committee, and approved by the Board, as nominees for Director. In each case, eligibility for nomination is contingent upon the Nominating Committee obtaining, prior to notification of the Membership, a letter from an executive officer of the approved nominee's Member Company, stating that such Member is willing to have such nominee serve, if elected, and will permit him/her to attend Board of Directors meetings regularly. Member Companies in good standing and entitled to vote may submit the names of additional nominees to the Secretary of the Association upon the following conditions:

- (1) Each submission must be in writing and signed by the Representatives of at least ten (10) percent of the combined total of Corporate Members and Business Members in good standing and entitled to vote. This combined total shall be calculated as of the last day of the preceding fiscal year of the Association.
- (2) The submission must be received at the principal office of the Association at least sixty (60) days prior to the Annual Meeting.
- (3) Each submission must be accompanied by a letter from an executive officer of the nominee's Member Company, stating that such Member is willing to have such nominee serve, if elected, and will permit him/her to attend Board of Directors meetings regularly.
- (4) Each person whose name is submitted under conditions (1), (2) and (3) of this section must meet the eligibility requirements stated in subsection (2) of Section 1 of this Article.

Thereafter, if the above conditions have been met, the Nominating Committee shall add such name or names to the list of nominees to be sent to all Corporate and Business Members in good standing and entitled to vote at least forty (40) days prior to the date of each Annual Meeting of the Association.

Section 5. Duties. The general management of the affairs of the Association shall be vested in the Board of Directors. The Board of Directors shall have control of the property of the Association. The Board shall establish the guiding policies and fiscal controls that govern the functioning of the Association. It shall have power to employ necessary staff and other assistance, to authorize expenditures, to take all necessary steps to carry out the purposes of the Association, to promote its best interests and to do all such lawful acts and things as are not prohibited by the Articles of Incorporation or these Bylaws.

Section 6. Meetings. The Annual Meeting of the Board of Directors shall be held within three (3) days after each Annual Meeting of the Association. Regular meetings shall be held as determined by the Board pursuant to a resolution or resolutions specifying the date, time and place. Special meetings of the Board of Directors may be called by the Chairman, or by the Secretary, at the request of any four (4) or more Directors.

Section 7. Notice; Waiver of Notice. Notice of regular meetings of the Board of Directors, including the business proposed to be transacted, shall be mailed, telegraphed, telephoned or transmitted by facsimile message at least fifteen (15) days prior to the date of the meeting. Notice of special meetings, including the purpose, shall be mailed, telegraphed, telephoned or transmitted by facsimile message, at least three (3) days prior to the date of the meeting. Meetings may be held without notice as specified above upon the giving of a waiver of notice by all Directors in writing. The presence of a Director at any meeting without objection also shall constitute a waiver of any required notice to such Director.

Section 8. Action Without Meeting. Any action required or permitted to be taken by the 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 9. Attendance by Telephone. Any one or more members of the Board of Directors, being in a place or places other than that where a Board of Directors meeting is held, may participate in all or part of such meeting by means of a conference-type speaker telephone, or other communications device, that enables all persons taking part in the meeting to hear each other clearly. Participation by such means shall constitute presence in person for all or such part of the meeting that the communications device is in active service.

Section 10. Quorum; Voting. At all meetings of the Board of Directors, a majority of the number of Directors established under Section 1 (1) of this Article, rounded up to the next higher whole number, shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board except as otherwise specifically provided herein, or in the Articles of Incorporation, 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 without further notice to any absent Director.

Section 11. Compensation and Reimbursement. The Members of the Board of Directors and the Associate Member Advisors described in Section 14 of this Article, shall not receive any compensation for serving as such. For attendance at all Board meetings and the Annual Meeting and Convention, using travel modes of their choosing, they shall be eligible to receive travel expense reimbursement not to exceed round trip coach class air fare applicable to the distance involved starting from their domiciles, in addition to actual and reasonable cost of lodging at the meeting site. As deemed appropriate to the individual situation by a majority vote of the Executive Committee, they may also be reimbursed on the same basis for participation in other NBAA approved events.

Section 12. Failure to Attend Regular Meetings. In any case where a Director fails to attend three (3) consecutive regular meetings of the Board of Directors, the Board may, at the third consecutive meeting and by the vote of a majority of the then members of the Board of Directors, declare the office of such Director vacant and elect a new Director in accordance with the provisions of Section 3 of this Article.

Section 13. Resignation and Removal of Directors. 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 is specified, at the time of its receipt by the Presi-

dent and Chief Executive Officer or Secretary. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed for cause, at any duly called meeting of the Board of Directors, by a vote of the majority of the then Directors.

Section 14. Associate Member Advisors to the Board. The Chairman of the Board shall, subject to the approval of the Board of Directors, appoint two officers or full-time employees of Associate Members to serve as Associate Member Advisors to the Board, who shall ex officio be Members of the Board with voting rights. Such Advisors shall each serve a two-year term, with individual terms commencing immediately upon appointment at an Annual Meeting of the Board of Directors.

Article VI – Committees of Directors and Other Committees

Section 1. Standing Committees of the Board of Directors. There shall be two standing committees of the Board of Directors, constituted as stated below:

(1) Executive Committee. The membership of this committee shall consist of not more than six (6) persons, who shall be the Chairman of the Board, Vice Chairman/Treasurer (who shall also Chair the Budget/Compensation Committee, or its equivalent) and President and Chief Executive Officer, and also the chairpersons of the remaining Board committees. The membership of the committee shall be constituted at each Annual Meeting of the Board of Directors at which a slate of officers, and a slate of Board Committee Chairs, is voted upon.

The Executive Committee shall be empowered, interim to meetings of the Board of Directors, to implement Board policy, or in unusual cases to act on behalf of the Board, subject to ratification of such action by the Board.

(2) Nominating Committee. The membership of this committee shall consist of at least five (5) NBAA Directors, appointed at each annual meeting of the Board of Directors by the Chairman of the Board and confirmed by vote of the Board. In addition to any duties specified elsewhere herein, or as delegated to it from time to time by the Board of Directors, the Nominating Committee shall, in accordance with Article V, inform the Board timely each year of the names of the nominees for the Board of Directors, and obtain the approval of such nominees by the Board of Directors. At the intervals specified in these Bylaws, the Committee shall, as specified in Article VII, nominate for election by the Board of Directors, a slate of principal elected and appointed officers of the Association, with the exception of the Vice Chairman/Treasurer, who will be chosen directly by secret ballot by a duly constituted quorum of the Board of Directors.

Section 2. Other Committees of the Board of Directors. The Board of Directors may by majority vote, appoint one or more other committees whose membership shall consist of Directors, for such purposes and with such powers as the Board of Directors may provide, except that no such committee or committees shall have or exercise the authority of the Board of Directors or Executive Committee in the management of the Association. The chairmen and members of such committees shall be appointed by the Chairman of the Board and confirmed by the Board of Directors with the exception of the Audit Committee Chair, who shall be elected by a secret ballot of the Board.

Section 3. Tenure. Subject to the provisions of Section 9 of this Article VI, each officer shall remain a member of the Executive Committee until the expiration of his or her term of office. Each member of any other committee of the Board of Directors, shall hold office until the next Annual Meeting of the Board of Directors following his/her appointment and until his/her successor is designated by the Chairman of the Board and confirmed by the Board of Directors.

Section 4. Meetings and Notices. Regular meetings of the standing or other committees of the Board of Directors may be held upon the giving of at least five (5) business days' notice by the committee chairman. They may also be held at such times and places as the committees may determine from time to time by resolution. Special meetings of Board committees may be called by the committee chairman or any two members upon not less than three (3) days notice, stating the place, date and hour of the meeting, which notice may be given in writing by mail, or by telephone, electronic mail or facsimile message. The notice of a meeting of a committee must state at least in general terms the business proposed to be transacted.

Any member of a Board committee may waive notice of any meeting thereof, either before or after the meeting, by signing a waiver of notice which shall be filed with the records of such meeting, or by attendance at such meeting.

Section 5. Quorum. A majority of the members of a standing or other committee of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting thereof. The vote of a majority of the members of a committee of the Board of Directors present at a meeting at which a quorum is present shall constitute action by the committee.

Section 6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of a committee of the Board of Directors may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by all of the Members of the committee and filed with the minutes of proceedings of the committee.

Section 7. Attendance by Telephone. Members of committees of the Board of Directors may participate in a meeting by means of conference-type speaker telephone or similar communications device by which all persons participating in the meeting may hear each other clearly. Such participation shall constitute presence in person at the meeting.

Section 8. Vacancies. Any vacancy occurring among the Association officer positions on the Executive Committee may be filled by election of a Director to hold the pertinent office. Any vacancy occurring on any other committee of the Board of Directors, may be filled by appointment by the Chairman of the Board, confirmed by vote of the Board of Directors.

Section 9. Resignation or Removal From Committee. Any member of any standing or other committee of the Board of Directors may resign from the committee at any time by giving written notice to the committee chairman, the President and Chief Executive Officer or the Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof. Any member of a committee of a Board of Directors other than the Executive Committee may be removed from the committee when it is judged by the Board of Directors that the best interests of the Association will be served thereby, by a majority vote at a duly called meeting of the Board of Directors at which a quorum is present. Any member of the Executive Committee may be removed from that committee when it is judged by the Board of Directors that the best interests of the Association will be served thereby, by resolution adopted at a duly called meeting of the Board of Directors, by a majority vote of the Directors then in office. In the event an Association officer is removed from the Executive Committee under the foregoing provisions, such removal will concurrently serve to remove the officer from Association office under provisions of Article VII, Section 3, and the minutes of the meeting shall so reflect.

Section 10. Committees Other Than That of the Board of Directors. In addition to committees composed of members of the Board of Directors mentioned elsewhere in this Article there shall be such other committees, composed of NBAA Member Company personnel who are principally not NBAA Directors, as may be authorized and designated by the Board of Directors in regular or special meetings. The chairman of each such committee shall be appointed by the Chairman of the Board with the concurrence of the Board of Directors, and the members of such committees shall be chosen as directed by the resolutions authorizing such committees. Vacancies in the chair of such committees shall be filled by appointment by the Chairman of the Board with the concurrence of the Board of Directors. Each such committee may, subject to control by the Board of Directors and to applicable Association administrative policy, determine its own rules and regulations for the calling and holding of meetings or other action by it.

Section 11. Regional Groups. If the Board of Directors at any time so determines, there may be established in any city or area local units of Member Companies designated as Regional Groups of the Association. Each Regional Group shall perform such functions and exercise such rights or powers as the Board of Directors determines. Rules or regulations for the control, guidance or continuation of any such Regional Group shall be submitted to the Board of Directors for approval and thereafter may be changed by the Board of Directors. The establishment and existence of each Regional Group shall be evidenced by formal charter granted by the Board of Directors and signed by the Chairman of the Board and the Secretary.

Section 12. Procedure. All committees and Regional Groups established by the Board of Directors shall keep regular minutes of their proceedings, and the chairman of each committee or Regional Group shall report any actions taken to the Board

of Directors at the next meeting thereof held after the committee or Regional Group meeting. The minutes of committee and Regional Group meetings shall be distributed to all Members of the Board of Directors.

Article VII – Officers

Section 1. Positions. The officers of the Association shall be a Chairman of the Board, a Vice Chairman/Treasurer, a President and Chief Executive Officer, and a Secretary, each of whose powers and duties are described hereinafter. Any number of offices may be held by the same person, unless the Articles of Incorporation, these Bylaws, or a statute provide otherwise; in no event, however, shall the President and Chief Executive Officer and the Secretary be the same person. The Chairman, Vice Chairman/Treasurer, President and Chief Executive Officer shall be members of the Board of Directors.

Section 2. Election and Term of Office. The principal elected officers of the Association shall be the Chairman of the Board, and Vice Chairman/ Treasurer, each of whom shall be chosen from among the elected members of the Board of Directors, and shall be elected by the Board according to the provisions of Article VI, Section 1(2). Such election normally occurs at the first Board Meeting following an Annual Meeting of the Association. Each principal elected officer shall be elected to serve a two (2) year term and until his/her successor has been elected and qualified or until his/her death, resignation, removal, or disqualification as a Director prior thereto. The principal appointed officers of the Association shall be the President and Chief Executive Officer and Secretary, each of whom shall be proposed by the Nominating Committee in accordance with Article VI, Section 1(2), approved by the Board of Directors and shall serve a two-year term, each until the end of the specified term or until his/her death, resignation or removal prior thereto. Officers elected to terms shall hold office until the meeting of the Board of Directors that coincides most closely or follows the expiration of their two-year terms. Officers other than those named herein above in this Section, including Vice Presidents, may be appointed by the Board of Directors for terms of two years. Election or appointment of an officer shall not in itself create any contractual rights.

Section 3. Resignation, Removal and Vacancies. Any elected officer who ceases to meet the eligibility qualifications for Director, as stated in Article V, shall have his/her tenure as an officer immediately terminated. Any officer may voluntarily resign at any time by delivering a written resignation to the Board of Directors, the President and Chief Executive Officer or the Secretary. Whenever, in the judgment of the Board of Directors the best interests of the Association will be served thereby, any officer may be removed from office by the affirmative vote, at a duly called meeting, of a majority of the members of the Board of Directors then in office. Such removal shall not prejudice the contractual rights, if any, of the person removed. Should a vacancy occur in any of the officer positions, the Nominating Committee shall propose an eligible person to the Board of Directors for election to fill the unexpired term, or at its discretion, any portion thereof.

Section 4. Chairman of the Board. The Chairman of the Board shall preside at all duly called Annual, and Special Meetings of the Association and of the Board of Directors. He/she shall be chosen from among the elected Directors. The Chairman of the Board shall have general supervision of all the business and affairs of the Association, and shall have such other duties as may from time to time be determined by the Board of Directors.

Section 5. Vice Chairman of the Board/Treasurer. The Vice Chairman of the Board/Treasurer shall be chosen from among the elected Directors. In the absence or disability of the Chairman of the Board, the Vice Chairman/Treasurer shall perform the duties of the Chairman. Should the office of Chairman of the Board become vacant, the Vice Chairman/Treasurer shall perform its duties until the Board of Directors shall have acted to elect a Chairman of the Board. The Vice Chairman/Treasurer shall ensure the safe custody of the corporate funds and securities, make certain that full and accurate accounts of receipts and disbursements are kept in books and records belonging to the Association, and make sure that all monies and other valuable effects are deposited in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Vice Chairman/Treasurer shall ensure disbursement of the funds of the Association as ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Chief Executive Officer, and to the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all transactions as Vice Chairman/Treasurer and of the financial condition of the Association. If required by the Board of Directors, the Vice Chairman/Treasurer shall give the Association a bond in such sum, and with surety or sureties as shall be satisfactory to

the Board of Directors, for the faithful performance of the duties of the Vice Chairman/Treasurer's office and for the restoration to the Association, in the case of the Vice Chairman/Treasurer's death, resignation, retirement, replacement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Vice Chairman/Treasurer's possession or under the Vice Chairman/Treasurer's control and belonging to the Association. The cost of any such bond shall be borne by the Association.

Section 6. President and Chief Executive Officer. The President and Chief Executive Officer shall be appointed by the Board of Directors and shall be the chief staff executive and chief executive officer of the Association. He/she shall be a member of the Board of Directors with voting rights and shall normally be a full-time employee of the Association. The President and Chief Executive Officer shall, subject to the direction of the Board of the Directors and the appropriate officers of the Association:

- (1) Appoint such other Staff Officers, as the President and Chief Executive Officer may deem necessary, including one or more Vice Presidents, who shall exercise such powers and perform such duties as may be determined from time to time by the President and Chief Executive Officer;
- (2) Provide overall supervision of staff activities and Association programs; be responsible to the Board of Directors for the quality of Association service and for the maintenance of strong relationships with government and industry;
- (3) Be responsible for establishing and maintaining appropriate flow of information between the Board of Directors and the respective elements of the Membership;
- (4) Oversee the establishment, timely recording and maintenance of such books and records as the Board of Directors or the President and Chief Executive Officer, may from time to time determine;
- (5) Develop and recommend policies, procedures, practices and programs for furthering the interests and beneficial results of the Association;
- (6) Assist the other officers of the Association in carrying out their respective duties;
- (7) Serve as the chief representative and spokesman of the Association to the aviation community, other associations, the branches of the Federal, state and local governments, the public, and foreign or multi-nation aviation bodies, associations or governments; and
- (8) Have such other duties and powers as may from time to time be determined by the Board of Directors.

The President and Chief Executive Officer, in exercising his/her duties, shall be responsible on a day-to-day basis to the Chairman of the Board, and on a general basis to the Board of Directors. In no case shall the President and Chief Executive Officer be empowered to perform any duties of the Chairman of the Board.

Section 7. Secretary. The Secretary shall be appointed by the Board of Directors per Article VI, Section 1, of these Bylaws, in consultation with the President and Chief Executive Officer. He/she shall attend all meetings of the Board of Directors and Annual and Special Meetings of the Association, and shall record all votes and minutes of all proceedings. The Secretary shall attend to the giving and serving of notice of all meetings of the Board of Directors and of the Association. The Secretary shall have custody of the corporate seal and shall be responsible for the corporate records of the Association and for such books, documents and papers as the Board of Directors shall determine. The Secretary shall be regularly furnished a record of the names and addresses of all Members of the Association and shall have supervision of all such books and records that shall, as prescribed by law, be open for inspection. 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/her by the Board. At the request of the Secretary, or in his/her absence or disability, the Board of Directors may appoint an Acting Secretary on a temporary basis. The Acting Secretary may at any time and from time to time perform any and all of the duties and possess all of the powers of the Secretary, and shall have such duties as the Board of Directors or the Chairman of the Board or the Secretary may from time to time determine.

Section 8. Compensation. The Board of Directors, in its sole discretion, shall determine the compensation of the President and Chief Executive Officer, taking into account the recommendations of the Executive Committee. Compensation of any other appointed officers shall be based upon the recommendation of the President and Chief Executive Officer and reviewed/approved by the Board of Directors. The Chairman and Vice Chairman / Treasurer shall not be compensated in their capacity as officers.

Section 9. Limits on Terms. No person shall be elected Chairman of the Board for more than one two (2) year term without the consent of all the Directors present at the meeting of the Board of Directors at which such election is proposed to be made. There is no limit imposed on the number of terms that may be served by other elected officers, or on the number of terms which appointed officers may serve.

Article VIII – Indemnification and Liability Limit

Section 1. General. Unless expressly prohibited by law, the Association shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a Director, officer, employee or agent of the Association or serves or served any other enterprise at the request of the Association, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 2. Limitation of Liability. Provided the Association maintains liability insurance with a limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, officers, Directors and other persons who perform services for the Association and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability. Additionally, persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the Association in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of the liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the volunteer's or employee's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or employee, act or omission that occurred prior to the effective date of the District of Columbia Nonprofit Corporation Amendment Act of 1992, or act or omission that was not in good faith and was beyond the scope of authority of the Association pursuant to this act or the corporate charter. This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity. The Association is liable only to the extent of the applicable limits of insurance coverage it maintains.

Article IX – Interpretation and Construction of Bylaws

All questions of interpretation or construction of these Bylaws shall be decided by the affirmative vote of at least two-thirds of the votes cast at a duly called meeting of the Board of Directors at which at least two-thirds of all the then Directors are present.

Article X – General Provisions

Section 1. Execution of Instruments. All checks and demands for money and notes of the Association 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. Seal. The Association may have a seal of such design as the Board of Directors may adopt and it shall bear the name of the Association. If so adopted, the custody of the seal shall be with the Secretary and he/she shall have authority to affix the seal to all instruments where its use is required.

Section 3. Fiscal Year. The fiscal year of the Association shall begin on July 1 and end on June 30 of each year.

Article XI – Amendment of Bylaws

Any proposal for amendment, repeal or alteration of these Bylaws, in whole or in part, shall be referred first to the Executive Committee, which will promptly notify the full Board of Directors of the proposal. The Executive Committee will then consider the proposal and make a written recommendation concerning it to the Board of Directors at least fifteen days prior to the date of the duly called Board meeting at which the proposal is to be considered by the Board of Directors. Thereafter, the proposal may be adopted by the affirmative vote of two-thirds of the Directors then in office, voting at a duly called meeting of the Board of Directors. The text of any proposal so enacted shall be made known to the Membership, along with an explanation of its basis, in the next succeeding issue of the Association's periodic newsletter or journal.