

APPENDIX B
BY LAWS
OF THE
INTERNATIONAL ASSOCIATION
OF
HELICOPTER MAINTENANCE PROFESSIONALS INCORPORATED

ARTICLE I. OFFICE

Section 1.01. Principal Office: The principal office of the corporation, for the transaction of its business, is located at:

5338 W. Barbara Avenue
Glendale, Arizona 85302 USA

Section 1.02. Location of Principal Office: The Board of Directors shall designate and may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these By Laws in Section 1.01.

Section 1.03. Other Offices: The Corporation may also have offices at such other places where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE II. MEMBERS

Section 2.01. RESERVED

Section 2.02. The corporation shall have the following classifications of memberships:

- (a) Individual Membership.** Individual Membership may be conferred on any person who holds a current A&P/AME licensed by their country's regulatory agency. This includes supervision and management of maintenance department personnel. Individual members may hold office as a director or officer of the corporation, as further provided in these by-laws.

- (b) Corporate Membership.** Corporate Membership may be conferred on any entity providing products and/or services related to the helicopter industry.
 - (i) Each Corporate Membership shall be entitled to one vote exercised by an employee designated by the corporate entity.
 - (ii) Membership dues for each classification of membership may be established from time to time by the Board of Directors and any such dues may differ according to classification of membership. Except as providing in these by-laws, in all other respects the rights, interests, and privileges of each member regardless of classification in the Corporation are equal. No member shall hold no more than one (1) membership in the Corporation.

Section 2.03. Applicants shall be admitted to membership in the respective membership classification for which qualified upon making application therefore in writing, payment of any annual dues as herein specified and upon final confirmation of such application by the Board of Directors or upon action authorized by unanimous written consent without meeting as defined in Section 6.3.

Section 2.04.

- (a) No fee shall be charged for making application for membership in the corporation.
- (b) The annual dues payable to the corporation by members of each class shall be in such amounts as may be determined from time to time by resolution of the Board of Directors. The first annual dues shall be payable and submitted in full with the application for membership. Future annual dues shall be payable effective the anniversary date of each membership or unit renewal date whichever is applicable. In the event an applicant for membership is not accepted for membership, the entire advance annual dues payment shall be refunded.
- (c) Memberships shall be non-assessable.

Section 2.05. The corporation shall not issue membership certificates, but will issue a membership card for the current year of membership..

Section 2.06. There is no limit on the number of members the corporation may admit.

Section 2.07. The corporation shall keep a membership records containing the name and address of each member. Termination of the membership of any member shall be recorded in the record, together with the date on which such membership ceased. Such records shall be kept at the corporation's principal office or at such other office as designated by the Board of Directors.

Section 2.08. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.

Section 2.09. Membership in the corporation is non-transferable and not assignable.

Section 2.10.

- (a) The membership of any member of the corporation shall automatically terminate:
 - (i) On his written request for termination delivered to the President/CEO or Secretary of the corporation personally or by mail, email, or other such conveyance.
 - (ii) On the members death, provided that such termination shall not relieve the member resigning or his estate, in the event of termination by death, of the obligation to pay any dues or other charges theretofore accrued and unpaid.
- (b) The membership of any member who fails to pay his dues when they become due and within ninety (90) days thereafter shall automatically terminate at the end of such ninety (90) day period, provided written dues notice is given and delivered by mail, email or other such conveyance, before the anniversary date that such dues are payable. In the event that such written notice is not given as herein required, then such membership shall automatically terminate for nonpayment of dues only if they are not fully paid within ninety (90) days after such written notice is given.
- (c) All rights of a member in the corporation or in its property shall cease on termination of membership as herein provided.

- (d) Any member whose membership is terminated as provided in this section, other than by death, may have his membership appropriate by filing a written request therefore with the President/CEO or Secretary of the Corporation or with any Director and on approval of the request by a majority of Directors present at the meeting at which the request is considered, provided that such request may not be considered at any meeting at which a quorum is not present.

Section 2.11.

- (a) Any member can be suspended or expelled from this corporation for good cause provided he is given notice of the proceedings against him and an opportunity to be heard in his own defense, and only after such hearing before the Board of Directors and by the vote of a majority of the Directors present at the meeting at which a quorum, as hereinafter defined, is present and the matter heard and not otherwise. Each Director or voting member present shall have one vote on the question of suspension or expulsion, and voting by proxy on the question shall not be permitted.
- (b) Proceedings under this section shall be initiated by resolution of the Board of Directors or, on the failure of the Board to act, by petition signed by at least twenty (20) percent of the voting members of the corporation presented to the President or Secretary of the corporation. On adoption of the resolution or receipt of the petition, as the case may be, the President or Secretary shall schedule the matter to be heard at the next regular or special meeting of the Board of Directors. The Secretary, or other person appointed by the President for this purpose, shall deliver, at least fifteen (15) days prior to the date of the hearing a copy of the resolution or petition, together with a notice of the time and place of the hearing, to the subject member either in person or by mail, email or other conveyance addressed to him at his address as it may appear on the books of the corporation. Should the person whose duty it is to serve the notice, fail or refuse to do so, such copy and notice may be delivered as herein provided by any Director of the corporation, or by any member signing the petition where proceedings are initiated by petition, and, in such event, the matter shall be heard at the next regular or special meeting of Directors at which a quorum is present held not less than fifteen (15) days after the copy and notice are personally delivered or deposited in the postal mail. If a quorum fails to attend such meeting, the

matter shall be heard at the next succeeding regular or special meeting, provided, however, that if a quorum fails to attend such next succeeding regular or special meeting, the matter against the member shall be dismissed on the ground that failure to secure a quorum at either of the two meetings constitutes a tacit vote of the Directors against imposition of discipline. Such dismissal of the matter shall be automatic and final, except that the alleged conduct giving rise to the proceeding may be considered in any subsequent proceeding under this section based on future alleged misconduct of the member.

- (c) Notwithstanding any other provision in these by-laws, notice of the meeting at which the hearing is first scheduled or subsequently scheduled must be given to all Directors as required by these by-laws for special meetings of Directors.
- (d) The hearing shall be informal and shall be presided over by the President of the corporation or other person who shall
 - (i) read the charges against the subject member;
 - (ii) require that the charges be verified by the testimony of the person or persons making them;
 - (iii) hear any other witnesses against the subject member;
 - (iv) allow the subject member to cross-examine each witness following statement in his own behalf;
 - (v) allow the subject member to make a statement in his own behalf;
 - (vi) allow the subject member to call witnesses in his own behalf; and (vii) allow the Directors present, when and as recognized by the chair, and subject to the control of the chair, to question the witnesses after they have been questioned by the subject member.
- (e) If a majority of the Directors or voting members present at the hearing vote to impose discipline but cannot agree on the nature and extent thereof, the discipline imposed shall be a reprimand in letter form, signed by the President of the corporation. The original letter shall be filed with the minutes of the meeting at which the hearing was held and a copy thereof set by registered or certified mail, return receipt

requested, which receipt shall be filed with the original letter, addressed to the member at his address as it appears on the books of the corporation. The vote imposing discipline or dismissing the matter shall in either event be final.

- (f) An expelled member shall not be eligible for reinstatement or readmission to the corporation.
- (g) "Good cause" as used herein requires that the member
 - (i) has failed and continues to fail to abide by the Articles of Incorporation or Bylaws of the corporation or with the rules and regulations of the board of Directors; or
 - (ii) have committed or is in the course of committing some act or acts prejudicial to the purposes of the corporation.
- (h) All rights of a member in the corporation or in its property shall cease on his expulsion.

Section 2.12. All members of the International Association of Helicopter Maintenance Professionals shall be members of the corporation in the same class of membership.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.01. An annual meeting of members shall be held on the second Tuesday of (month TBD) of each year at the principal office of the corporation, unless the Board fixes another date, time or location and so notifies members as provided in Section 3.02 of these By-laws. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this meeting, Directors shall be elected and any other proper business may be transacted.

Section 3.02. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with these by-laws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and the hour of the meeting and:

- (a) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or
- (b) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the

members, but any proper matter may be presented at the meeting. The notice of any meeting at which Directors are to be elected shall not include the names of all persons who are nominees for office when notice is given. Notice, as required by these bylaws, may be given to the membership by the Associations magazine.

Section 3.03. Subject to the provisions set forth in the Articles of Incorporation, special meetings of members may be called by the President, a majority of the Board of Directors of the corporation or by: members holding not less than five (5%) percent or more of the voting power of the corporation as may be ordered by resolution of the Board of Directors.

Section 3.04. Written or printed notice of the time and place of any meeting of members shall be delivered personally to each member entitled to vote, including notice by publication in the Associations magazine or sent to him by mail, email, or by telegram, at least ten (10) days but not more than ninety (90) days prior to such meeting. If notice is given by mail and the notice is not mailed by first class, registered or certified mail, that notice shall be given not less than twenty (20) days before the meeting. If sent by mail or telegram, the notice shall be addressed to the member at his address as shown on the books of the corporation and shall be deemed given at the time it is deposited in the mail or sent via email, or delivered to the telegraph company. The notice shall be given by the Secretary or other person designated by the President or, on the neglect or refusal of the person charged with such duty to do so, by any Director or member of the corporation who, for the purpose of giving such notice, shall have made available to him at the principal place of the corporation during regular business hours the membership books.

Section 3.05. RESERVED

Section 3.06. The transactions of any meeting of members, however called and noticed, are as valid as though had a meeting duly held after regular call and notice, if a quorum, as hereinafter defined, is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but to present in person or by proxy signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.07. Thirty-four (34%) percent of the voting power of the corporation, represented in person or by proxy, shall constitute a quorum for transacting any business of the corporation; or the voting power represented at a meeting, in person or by proxy, shall constitute a quorum to transact business of general matters of which notice was given, as provided in these by-laws.

Section 3.08. In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the voting members present in person or by proxy, but no other business shall be transacted.

Section 3.09. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

Section 3.10. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 3.11.

- (a) All members shall be entitled to vote, and each member shall be entitled to one vote. Voting at duly held meetings shall be by voice vote, except as otherwise expressly provided in these bylaws. Election of Directors and Officers, however, shall be by written or electronic ballot, as further provided in these by-laws. For the purpose of these by-laws, the corporate member-designee shall be the person who may exercise the rights of the corporate membership in this corporation.
- (b) Notwithstanding the provisions of Paragraph (a) hereof, any vote, including the election of Directors and Officers, may be conducted by mail, by electronic means, or a combination thereof, in such manner as the Board of Directors shall determine.
- (c) No single vote shall be split into fractional votes.
- (d) Every member entitled to vote may cast one vote in the election of each officer elected by the voting membership and cast one vote in the election of each Regional Director.

- (e) Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of the corporation, except as otherwise expressly provided in these by-laws, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Section 3.12.

- (a) Meetings of members shall be presided over by the President of the corporation or, in his absence, Chief Operating Officer, or in the absence of both, by a chairman chosen by a majority of the voting members present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that in his absence the presiding officer shall appoint another person to act as Secretary of the meeting.
- (b) Meeting shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these by-laws, with the Articles of Incorporation of this corporation or the law.

Section 3.13.

Whenever the law, the Articles of Incorporation of this corporation, or these by-laws authorize members to give their written assent or consent to action of the corporation in lieu of attending and voting at duly held meetings, such written consents may be given by, and shall be accepted from persons who are voting members, as shown by the books of the corporation, at the time their consents are given, or their proxies. Any member giving a written consent, or his proxy, may revoke the consent prior to the time that written consents of the number required to authorize the proposed action have been filed with the Secretary of the corporation, but may not do so thereafter.

Section 3.14.

Any action taken which may be taken at a meeting of members may be taken without a meeting if authorized by a writing signed by all members who would be entitled to vote on such action at a meeting and filed with the Secretary of the corporation, except as otherwise expressly provided in the Articles of Incorporation or in these by-laws.

Section 3.15.

- (a) In advance of any meeting of members, the Board of Directors may appoint any persons, other than nominees for office, as inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election are not so appointed, the presiding officer of

any such meeting may, and on the request of any voting member or his proxy shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more voting members or proxies, the majority of voting members present shall, by voice vote determine whether one or three inspectors are to be appointed. In case any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors in advance of the meeting, or at the meeting by the presiding officer.

- (b) The inspectors of election shall determine the number of voting members present, the existence of a quorum, the authenticity, validity, and effect of proxies, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consent, determine the result, and do such acts as may be proper to conduct the election or vote with fairness to all members. The inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.
- (c) If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.
- (d) On request of the presiding officer or of any voting member or his proxy, the inspectors shall make a report in writing of any challenge or question or matters determined by them and execute a certificate of any fact found by them. Any report or certificate made by them is a prima facie evidence of the facts stated herein.

ARTICLE IV. DIRECTORS

Section 4.01. The corporation shall have a maximum of thirteen (13) voting Directors and Officers and may have as many non-voting Directors as the Board may appoint from time to time as provided for in these bylaws. Collectively they shall be known as the Board of Directors. The number of Directors may be changed as provided in Section 10.02 of these by-laws.

Section 4.02.

- (a) The President/CEO, Chief Operating Officer, Secretary and Chief Financial Officer shall be Directors of the Corporation and shall be elected at large by the membership entitled to vote. The Immediate Past President, who has served a complete term as President, shall serve on the Board of Directors of the corporation for a period not to exceed two (2) years to begin at the end of his elected term,

unless extended by the Board of Directors at the request of the President.

- (b) One (1) director shall be elected by the members from their respective geographical region of the corporation for each of the nine (9) designated regions; each of which shall be the area of:

North American Region: To include Canada, its territories and provinces, and the United States of America to include all states, territories and protectorates.

Central, South American and Caribbean Region: To Include (in alphabetical order), Antigua and Barbuda, Barbados, Belize, Costa Rica, Cuba, Dominican Republic, El Salvador, Grenada, Guatemala, Haiti, Honduras, Jamaica, Mexico, Nicaragua, Panama, Saint Kitts and Nevis, Saint Lucia, , Saint Vincent and the Grenadines, The Bahamas, Trinidad and Tobago.

European Region: To include (in alphabetical order) Albania, Andorra, Armenia, Austria, Azerbaijan, Belarus, Belgium, Bosnia and Herzegovina, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Georgia, Germany, Greece, Hungary, Iceland, Italy, Kazakhstan, Kosovo, Kyrgyzstan, Latvia, Liechtenstein, Lithuania, Luxembourg, Macedonia, Malta, Moldova, Montenegro, Netherlands, Norway, Poland, Portugal, Romania, San Marino, Serbia, Slovakia, Slovenia, Spain, Sweden, Switzerland, Turkey, United Kingdom, Vatican City.

Russian Region: To include (in alphabetical order), Russia, Tajikistan, Turkmenistan, Ukraine, Uzbekistan.

African and Middle East Region: To include (Africa in alphabetical order), Algeria, Angola, Benin, Botswana, Burkina Faso, Burundi, Cameroon, Canary Islands, Cape Verde, Central African Republic, Ceuta, Chad, Comoros, Cote d'Ivoire, Democratic Republic of the Congo, Djibouti, Equatorial Guinea, Eritrea, Ethiopia, Gabon, Gambia, Ghana, Guinea, Guinea-Bissau, Kenya, Lesotho, Liberia, Libya, Madagascar, Madeira, Malawi, Mali, Mauritania, Mauritius, Mayotte, Melilla, Morocco, Mozambique, Namibia, Niger, Nigeria, Republic of the Congo, Reunion, Rwanda, Saint Helena, Sao Tome and Principe, Senegal, Seychelles, Sierra Leone, Somalia, South Africa, Swaziland, Tanzania, Togo, Tunisia, Uganda, Western Sahara, Zambia, Zimbabwe. (The Middle East in alphabetical order), Bahrain, Cyprus, Egypt, Israel, Jordan, Kuwait, Lebanon, Oman, Qatar, Saudi Arabia, United Arab Emirates.

Australia/New Zealand/Asian/: To include (in alphabetical order), Australia, Brunei, Christmas Island, Coco Keeling Island, Cook Island, French Polynesia, Kiribati, Nauru, New Caledonia, New Zealand, Papua New Guinea, Tuvalu, Vanuatu.

South Asian Region: To include (in alphabetical order), Bangladesh, Bhutan, India, Maldives, Nepal, Pakistan, Sri Lanka.

Far East Region: To Include (in alphabetical order), Cambodia, East Timor, Indonesia, Japan, Laos, Macau, Malaysia, Philippines, Republic of China, Singapore, South Korea, Thailand, Vietnam.

Chinese Region: To include (in alphabetical order), China, Manchuria, Outer Mongolia.

- (c) A regional director shall be elected by members residing in the region and that Director must reside in the region which he is elected to represent.
- (d) The Assistant Secretary or Assistant Chief Financial Officer, who shall be an qualified individual member, appointed by the Board of Directors, shall serve as a non-voting member of the Board of Directors. The Assistant Secretary or Assistant Chief Financial Officer appointed by a majority vote of the Board of Directors and will serve at the pleasure of the Board and can be removed by a vote of a majority of the Board. An Assistant Secretary or Assistant Chief Financial Officer may run for their respective elective office provided he has served for a period of four (4) continuous years as Assistant Secretary or Assistant Chief Financial Officer, and that he or she is in compliance with the requirements set forth in section 2.02(a)-1 of these by-laws. .
- (e) A member of the Corporate Council nominated by the Council and appointed by the Board of Directors shall serve as a voting member of the Board. Any expenses associated with attendance at any regular or special Board meeting shall be borne by said appointed Director.
- (f) In the event that the status of a director or officer changes so that he/she no longer qualifies to hold or retain office as required by this section, he/she may continue to hold office until the expiration of his/her respective term of office, and may run for the same office for one additional term only.

Section 4.03. The words "Directors" and "Board" as used in the Articles of Incorporation of this corporation or in these by-laws in relation to any power or duty requiring collective action, mean "Board of Directors".

Section 4.04. The procedure for nomination of a member to office in the corporation is as follows:

- (a) Nomination for office will be submitted to the Secretary in writing by an individual member in good standing. The Secretary will verify that the nominee meets all qualifications for office as prescribed by

these by-laws. The nomination must contain the nominee's name and to which office he desires to run.

- (b) The nomination period will be from November 1st to December 15th of the appropriate election year. The format for nominations, date, rules and offices will be advertised in the Associations magazine at least once prior to November 1st of the appropriate election year. No nominations will be accepted after December 15th of that year unless, the 15th falls on a Sunday or holiday then one (1) additional day will be allowed. The government postmark will be determining factor for meeting the time requirement set forth herein.
- (c) Each voting member of record on December 31st of the appropriate election year will receive a list of nominees and offices on or about February 1st. Such notice will be considered satisfied when published in the Associations magazine.

Section 4.05.

Voting by Members. The Secretary will prepare an official ballot listing all qualified nominees. An accurate record to be maintained as to the number of ballots issued will be maintained by the Secretary for one (1) year after the election. This ballot will be placed in the custody of the local Postmaster as to ensure delivery on or about May 1st of the appropriate election year. The ballot will contain sufficient postage to insure return mail at no cost to the voting member. The ballot must be received by the Secretary no later than thirty (30) days prior to the date of the annual meeting of the members. The ballot mailed to each voting member will be accompanied by or include a list of instructions concerning the methods for completion and date of return.

- (a) **Security of Returned Ballots.** The Secretary, on receipt of returned ballots, will secure them unopened. The Secretary will release the sealed ballots to the duly appointed Chairman of the Election Committee at the next annual meeting of the membership. The Election Committee shall be no less than two (2) members of the Board of Directors appointed by the Board.
- (b) **Election of Officers and Directors.** The Chairman of the Election Committee having received custody of the sealed ballots will, with the other members of the Election Committee, open and count the ballots. A winner in each race will be determined. The Secretary will then certify that each winner meets all qualifications as a member and office holder. The winners will be announced at the annual meeting of the members. Newly elected Officers and Directors will assume office prior to the close of the annual meeting immediately following their election.

- (c) Exceptions.
 - (i) If any nominee, who has accepted the nomination, fails to meet the necessary qualifications to hold office and this error is found during the Secretary's final inspection, then the runner-up will be declared the winner.
 - (ii) New members who are accepted as members of the corporation after December 31st, but prior to the next annual meeting, will have the right to vote either in person or by proxy.
 - (iii) The member who has not had an opportunity to vote because of newly accepted member, sickness, change of membership status, will register with the Secretary indicating his status and request either a proxy or his desire to vote in person at the annual meeting of the members.

Section 4.06. Powers: Subject to the limitations contained in the Articles of Incorporation, the Directors shall exercise the powers of the corporation; control its property and conduct of its affairs, except as otherwise provided by law.

Section 4.07. Duties: It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, by these By-laws, or by the Policy and Procedures Manual.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these by-laws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are properly performed.
- (d) Meet at such times and places as required by these By-laws.
- (e) Require that special meetings of members be called whenever and as often as they deem necessary and whenever demanded by the required number of members as in these By-laws provided.
- (f) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 4.08.

- (a) Any member of the corporation who has paid his current dues is qualified to be elected a Director as provided in these by-laws, and may remain a Director so long as the member's dues do not become delinquent.

Section 4.09.

Term: Each Director, including elected Directors/Officers shall hold office for a two (2) year term or until his successor is elected and qualified. Regional Directors along with the Chief Operating Officer and Secretary as set forth in Section 4.02 herein, shall be regularly elected at the annual meeting in the even numbered years. Directors representing, the European Region, the Austral/Asia/Southern Asia region, the Chinese region and the African region , along with the President/CEO and the Chief Financial Officer, as set forth in Section 4.02, shall be elected at the annual meeting in the odd-numbered years.

All Directors/Officers shall be elected at the annual meeting each alternate year for a term of office of two (2) years. Any officer or director who ceases to comply with the provision of section 2.02 (a)-1 of these bylaws may continue in office until the expiration of his or her current term.

Section 4.10.

Re-election: Directors shall be elected at the annual meeting as defined in Section 3.02 hereof or by mail in such manner as may be determined by the Board of Directors, and the candidates receiving the highest number of votes are, as provided in Section 3.12 of these Bylaws, elected. Directors shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Sections 4.07, 4.08 and 4.09 of these by-laws.

Section 4.11.

Compensation: Directors shall serve without compensation.

Section 4.12.

Meetings:

- (a) Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place designated from time to time by resolution of the Board of Directors. In the absence of such designation, meeting shall be held at the principal office of the corporation, provided that any such meeting held elsewhere shall be valid if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation.

- (b) Special meetings of the Board of Directors may be called by the President, or, if he is absent or is unable or refuses to act, by the Chief Operating Officer or by any two Directors, and such meetings shall be held at the place, designated by the person or persons calling the meeting, and in the absence of such designation at the principal office of the corporation.
- (c) The Secretary of the corporation, or other person designated by the President, shall deliver written or printed notice of the time and place of meetings of the board to each Director personally or by United States mail or electronic medium at least seven (7) days prior to the date of the meeting, except that notice of all regular meetings of Directors is hereby dispensed with. If sent by mail or Electronic medium, the notice shall be deemed to be delivered on its deposit in the mail or on its delivery via the electronic medium. Such notice shall be addressed to each Director at his address as shown on the books of the corporation. If the address of a Director is not so shown and is not readily ascertainable, the notice shall be addressed to him at the city or place in which the meetings of Directors are regularly held. Notice of the time and place for holding an adjourned meeting of a meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.
- (d) The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each of the Directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- (e) Except as otherwise expressly provided in these By-laws, or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.
- (f) All meetings of Directors shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws,

with the Articles of Incorporation of this corporation or with law.

- (g) Meetings of Directors shall be presided over by the President of the corporation, or in his absence by the Chief Operating Officer, or in the absence of both, by a chairman chosen by a majority of the Directors present. The Secretary of the corporation shall act as Secretary of the Board of Directors. In case the Secretary is absent from any meeting of Directors, the presiding officer may appoint any person to act as Secretary for the meeting.
- (h) A quorum shall consist of at least six (6) Directors and Officers of the corporation.

Section 4.13. Actions of the Board: Every act, or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this corporation, or these By-laws require a greater number.

Section 4.14. Actions Without Meeting: Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-laws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority. If, after receiving notice of the intended action, a Director fails to respond in writing to the intended action, such failure or abstention to vote shall constitute an affirmation of the action to be taken.

Section 4.15. Removal: The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the voting members of the corporation. If any or all Directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 4.16 hereof.

Section 4.16. Vacancies:

- (a) Vacancies of the Board of Directors shall exist; (1) on the death, resignation, or removal of any Director; (2) whenever the number of Directors authorized is increased; and (3) on failure of the members in any election to elect the full number of Directors authorized.
- (b) The Board of Directors may declare vacant the office of a Director;
 - (1) If he is declared of unsound mind by an order court, or finally convicted of a felony; or
 - (2) If within sixty (60) days after notice of his election he does not accept the office in writing or by attending a meeting of the Board of Directors.
- (c) Vacancies caused by the death, resignation or disability of a Director or Directors, or by his or their removal as provided in these By-laws, or by an amendment of the Articles of Incorporation or by these By-laws increasing the number of Directors authorized shall be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director.
- (d) If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, either the Board or the voting members may elect a successor to take office when the resignation becomes effective.
- (e) A majority of the voting members of the corporation may elect a Director at any time to fill any vacancy not filled by the Directors as provided in Paragraphs (c) and (d) of this section. Should the office of all Directors become vacant and there is consequently no Director left to fill vacancies, the vacancies shall be filled by a majority of the voting members of the corporation at a regular or special meeting called for that purpose at which a quorum is present.
- (f) A person elected Director to fill a vacancy as in this section provided shall hold office for the unexpired term of his predecessor, or until his removal or resignation as in these By-laws provided.

- (g) A reduction of the authorized number of Directors does not remove any Director prior to the expiration of his term of office.

Section 4.17. Director Liability: The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 4.18. Director, Officer, Employee Indemnity: Should any person be sued, either alone or with others, because he is or was a Director, officer, or employee of the corporation, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the corporation or by the corporation, indemnity for his reasonable expenses, including attorney's fees incurred in the defense of the proceeding, may be assessed against the corporation, its receiver, or its trustee, by the court in the same or a separate proceeding if;

- (1) the person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court; and
- (2) the court finds that his conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorney's fees, incurred in the defense of the proceeding, as the court determines and finds to be reasonable.

ARTICLE V. OFFICERS

Section 5.01. The officers of the corporation shall be a President/CEO, Chief Operating Officer, Secretary and Chief Financial Officer, who shall also be directors of the corporation and shall be elected by the voting membership of the corporation.

Section 5.02. The corporation may also have, at the discretion of the Board of Directors, one or more additional Assistant Chief Operating Officers, one or more Assistant Secretaries, one or more Assistant Chief Financial Officers, and such other officers as may be appointed in accordance with the provisions of Section 5.05 of this article, except as otherwise provided in these Bylaws, who shall have no voting powers on the Board of Directors.

Section 5.03. No person may hold more than one office, except that an individual member who is a Regional Director may also serve as an Assistant to an Officer of the corporation.

Section 5.04. An individual member who has completed one (1) full term, or has completed an aggregate number of years in office, as a Regional Director may be elected an Officer of the corporation. Officers other than those appointed pursuant to Sections 5.02, 5.05 or 5.07 of this Article shall be elected bi-annually by the voting membership and each officer shall hold office until he resigns or is removed or is otherwise disqualified to serve or until his successors shall be elected and disqualified, whichever occurs first.

Section 5.05. The Board of Directors may appoint such other officers or agents as it deems desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 5.06. Any officer may be removed for cause, with the approval of the voting power of the corporation, to any regular or special meeting of the membership, and such officer shall be removed should he cease to be qualified for office as provided in these By-laws. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall be effective on the date of receipt of such notice or other time or at any later time specified herein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.07. Vacancies in an Office:

- (a) Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors for the unexpired portion of the term. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in office of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.
- (b) In the event that the President is unable to identify and nominate a member qualified to hold office in the corporation as required by these by-laws, an Individual member, in good standing, may be appointed to fill the vacant office until the expiration of the current term of office, who may thereafter seek election to that office. Preference for any such appointment to fill the unexpired term of an officer should be given to a current member of the Board of Directors.

Section 5.08. President/CEO: The President/CEO shall be the general manager and chief executive officer of the corporation and shall in general, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. He shall perform all duties incident to his office and such of the duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He shall preside at all meetings of the members and of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. He shall also, ex-officio, be a member of all standing committees of the corporation.

Section 5.09. Chief Operating Officer: In the absence of the President, or in the event of his inability or refusal to act, the Chief Operating Officer shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Chief Operating Officer shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 5.10. Secretary: The Secretary shall:

- (a) Certify and keep at the principal office of the corporation the original, or a copy, of these By-laws as amended or otherwise altered to date.
- (b) Keep at the principal office of the corporation or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Directors and members, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, notice thereof given, the names of those present at the meetings of Directors, the number of members present or represented at meetings of members, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these By-laws or as required by law.
- (d) Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the

corporation under its seal is authorized by law or by these By-laws.

- (e) Keep at the principal office of the corporation membership records containing the name and address of each member, and, in case where membership has been terminated, he shall record such fact in the records together with the date on which the membership ceased.
- (f) Exhibit at all reasonable times to any Director of the corporation, or to his agent or attorney, on request therefore, the By-laws, the membership records and the minutes of the proceedings of the Directors and of the members of the corporation.
- (g) Exhibit at all reasonable times to any voting member, or to his agent or attorney, on written demand therefore for a purpose reasonably related to the interests of such member, the By-laws and the minutes of meetings of the Directors or of the members, and shall exhibit said records at any time when required by the demand of ten (10) percent or more of the voting members of the corporation.
- (h) In general, perform all the duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these By-laws, or which may be assigned to him from time to time by the Board of Directors.

Section 5.11. Assistant Secretary: The Assistant Secretary, if such there be, shall, in the absence of the Secretary or in the event of his inability or refusal to act, perform all of the duties of the Secretary and, when so acting, shall have all the powers of, and be subject to all restrictions, of the Secretary. The Assistant Secretary shall perform such other duties as, from time to time, may be assigned to him by the Board of Directors or by the Secretary.

Section 5.12. Chief Financial Officer: Subject to the provisions of Article VII of these By-laws, the Chief Financial Officer shall:

- (a) Have charge and custody of and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

- (b) Cause to be received moneys due and payable to the corporation from any source whatever, unless otherwise directed by the Board of Directors.
- (c) Cause to be disbursed the funds of the corporation in accordance with directives of the Board of Directors, seeing to the taking proper vouchers for such disbursements.
- (d) Cause to be kept and maintained adequate and correct accounts of the corporation's properties and business transactions, disbursements, gains, and losses.
- (e) Cause to be exhibited at all reasonable times the books of account and financial records of the corporation to any Director of the corporation, or to his agent or attorney, on request.
- (f) Cause to be exhibited, at all reasonable times, to any voting member, his agent, or attorney, on written demand therefore, for a purpose reasonably related to the interests of such member, the books of account and financial records of the corporation, and shall exhibit said records at any time when required by the demand of ten (10) percent or more of the voting members of the corporation.
- (g) Render to the President and Directors, whenever requested, an account of any or all of the transactions of the Chief Financial Officer and of the financial condition of the corporation.
- (h) Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to members.
- (i) If required by the Board of Directors, obtain a bond for the faithful discharge of the CFO duties in such sum and with such surety or sureties as the Board of Directors shall determine.
- (j) In general, perform all duties incident to the office of the Chief Financial Officer and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these By-laws, or which may be assigned to the CFO from time to time by the Board of Directors.

Section 5.13. Assistant Chief Financial Officer: If required by the Board of Directors, the Assistant Chief Financial officer, if any there be, shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall, in general, perform such duties as shall be assigned to him from time to time, by the Chief Financial Officer or by the Board of Directors.

Section 5.14. Compensation: Officers of the corporation shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses in the performance of their duties for the corporation.

ARTICLE VI. COMMITTEES, EXECUTIVE DIRECTOR AND ASSOCIATIONS EDITOR-IN-CHIEF

Section 6.01. The Board of Directors may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the Board of Directors. Any committee that does not exercise the authority of the Board may be comprised of non-board members.

(a) The following shall be Standing Committees of the Board of Directors:

Executive Committee
Publications Committee
Conference and Seminars Committee
Awards and Scholarships Committee
Budget and Management Committee
Education and Training Committee
Policies and Procedures Committee
Membership Committee
Safety Committee
Research and Surveys Committee.

(b) The duties, responsibilities, composition and chairperson of each Standing Committee of the Board of Directors shall be set forth in the Policy and Procedures Manual.

Section 6.02. Association Magazine Editor-in-Chief: The Board of Directors may, by a majority vote, appoint a member in good standing to be the Editor-in-Chief of the Associations magazine, the official journal of the International Association of Helicopter Maintenance Professionals. The Editor-in-Chief shall serve at the pleasure of the board on all matters pertaining to the corporation's official journal,

including as Publications Committee Chair, and shall serve as a non-voting member of the Board of Directors. The specific duties and responsibilities of the Editor-in-Chief shall be set forth in the IAHP Policy & Procedures Manual.

ARTICLE VII. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 7.01. The Board of Directors, except as otherwise provided in these By-laws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

Section 7.02. Except as otherwise specifically determined by resolution of the Board of Directors, as provided in Section 7.01, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the corporation shall be signed by such person or persons as the Board of Directors may designate from time to time.

Section 7.03. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.04. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII. CORPORATE RECORDS, REPORT, AND SEAL

Section 8.01. The corporation shall keep at its principal office, or at such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and of all meetings of members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, certification of a quorum at any meeting and the proceedings thereof.

Section 8.02. The corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Section 8.03. On request of an assessor, the corporation shall make available at its principal office or at a place mutually acceptable to the assessor and to the corporation a true copy of business records relevant to the amount, cost, and value of property, subject to local assessment, which it owns, claims, possesses, or controls with the county.

Section 8.04. The books of account shall at all reasonable times be open to inspection by any Director. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

Section 8.05. The books of account, and the minutes of meetings of the Directors, members, and Executive and Standing Committees shall be open to inspection on the written demand of any voting individual member at any reasonable time, for a purpose reasonably related to the interests of the member, and shall be exhibited at any time when required by the demand, in writing or made orally at a meeting, of ten (10) percent or more of the voting members of the corporation. Such inspection other than a members' meeting shall be made in writing on the President, Secretary, or Assistant Secretary of the corporation.

Section 8.06.

- (a) The Board of Directors shall cause an annual report to be sent to the members and directors within 120 days after the end for the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:
 - (i) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
 - (ii) The principal changes in assets and liabilities, including trust funds.
 - (iii) The revenue and receipts of the corporation both unrestricted and restricted to particular purposes.
 - (iv) The expenses and disbursements of the corporation for general and restricted purposes.

- (b) The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statement is prepared without audit from the corporation's books and records.

- (b) This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in any annual report must be furnished annually to all directors and to any member who requests it in writing.

Section 8.07. Corporate Seal: The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be affixed to all corporate instruments, but failure to affix it shall not affect validity of any such instrument.

ARTICLE IX. FISCAL YEAR

Section 9.01. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X. BY-LAWS

Section 10.01. These By-laws shall become effective immediately on their adoption. Amendments to these By-laws shall become effective immediately on their adoption unless the Board of Directors or members, in adopting them as hereinafter provided, provide that they are to become effective at a later date.

Section 10.02.

- (a) Subject to the limitations contained in the Articles of Incorporation of this corporation and to any provisions of law applicable to the amendment of by-laws of public benefit corporations, these by-laws, or any of them, may be altered, amended, or repealed and new by-laws adopted.
- (b) Subject to the power of the members to change or repeal them, by the vote of a majority of directors present at any special or regular meeting of Directors at which a quorum is present, provided that written notice of such meeting and of the intention to change the By-laws thereat is delivered to each Director at least seven (7) days prior to the date of such meeting, as provided in Section 4.12(c) of these By-laws, or by the written consent of all Directors without a meeting as provided in Section 4.14 hereof provided that a by-law fixing or changing the number of Directors may not be

adopted, amended, or repealed except as provided in Paragraph (b) hereof or;

- (c) By the vote or written assent of a majority of the members entitled to vote, or the vote of a majority of a quorum at a meeting duly called and noticed for the purpose in accordance with Section 3.04 hereof.

Section 10.03. Certification of By-Laws: The original, or a copy, of the by-laws as amended or otherwise altered to date, certified by the Secretary of the corporation, shall be recorded and kept in a book which shall be kept in the principal office of the corporation or at such place as designated by the Board of Directors, and such book shall be open to inspection by members at all reasonable times during office hours.

ARTICLE XI. NOTICES

Section 11.01. For the purpose of these by-laws, requirements for notice to any person or entity as required by these by-laws shall also include notice by express mail service, facsimile communication and electronic mail to the sender. Any such communication shall contain a verifiable date of transmission and receipt.

ARTICLE XII. INVESTMENTS

Section 12.01 The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction under Sections XXX through XXX of the Federal Tax Code of the U.S.

ARTICLE XIII. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 13.01. No member, director, officer, employee, or other person connected with this corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the corporation in effecting any of its

purposes as shall be fixed by resolution of the Board of Directors and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE XIV. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

Section 14.01. Notwithstanding any other provision in these Bylaws, the corporation shall be subject to the following limitations and restrictions:

- (a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section XXX of U.S. Federal Tax Code.
- (b) The corporation shall not engage in any act of self-dealing as defined in Section XXX of the U.S. Federal Tax Code.
- (c) The corporation shall not retain any excess business holdings as defined in Section XXX of the U.S. Federal Tax Code.
- (d) The corporation shall not make any investments in such manner as to subject it to tax under Section XXX of the U.S. Federal Tax Code.
- (e) The corporation shall not make any taxable expenditure as defined in Section XXX of the U.S. Federal Tax Code.

ARTICLE XV. CONSTRUCTION

Section 15.01. As used in these By-laws:

- (a) The present tense includes the past and the future tenses, and the future tenses include the present.
- (b) The masculine gender includes the feminine and neuter.

- (c) The singular number includes the plural, and the plural number includes the singular.
- (d) The word "shall" is mandatory and the word "may" is permissive.
- (e) The words "Directors" and "Board" have the meaning stated in Section 4.02 of these Bylaws.

CERTIFICATION

These bylaws were amended by a majority vote of the International Association of Helicopter Maintenance Professionals Board of Directors, on Month/Day/Year, while meeting in _____.

_____/_____
President/CEO **Secretary**