

**International Association
of
Helicopter Maintenance Professionals Inc.
Policies and Procedures Manual**

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INTRODUCTION

- **Purpose of the Manual**

This Manual has been developed as a supplement to the bylaws of the International Association of Helicopter Maintenance Professionals, Inc. and is intended to serve as an educational and management tool for the officers, board members and staff of the Association. It should be considered as a fluid document, which is adaptable to the changing needs and growth of the Association.

The roles and relationships described in the Manual have been developed based upon a “Balanced Model” of association management. Its intention is to introduce checks and balances between the authority of elected volunteers and paid staff members without unnecessarily inhibiting either in the performance of their respective duties.

- **Management Approach**

In defining this balance, the Board of Directors relies upon resource documents and specialists in the field of Association management to define a management philosophy and framework to guide the activities of volunteers and staff. That framework is summarized as follows:

Governing Body

The Board of Directors is the governing body of the Association and, as such, is the final authority on all matters pertaining to the management of the Association. The Board sets policy for the Association and relies upon elected officers, staff and committees to implement or develop plans to implement those policies. The Board is ultimately accountable to the membership of the Association.

Chief Executive Function

The Executive Committee comprising the officers of the Association, with the President/CEO as its chair. Its functions are to make executive decisions, interpret Board policy, develop interim policies, and to direct the business affairs of the Association between regular or special Board meetings. The Executive Committee is accountable to the Board of Directors for its actions and decisions.

Chief Operating Officer

The Chief Operating Officer (COO) of the Association has the authority to manage the business affairs of the Association, to carry out established policy and to implement official directives of the Board and the Executive Committee.

The Chief Operating Officer always functions within a policy framework characterized by approved business plans, budgets and official acts of the Board and the Executive Committee. The Chief Operating Officer is directly accountable to the President/CEO and serves at the pleasure of the Board of Directors.

Chief Financial Officer

The Treasurer functions as the Chief Financial Officer (CFO) and is responsible to oversee the fiscal affairs of the Association. The CFO reviews the financial transactions conducted by the Board of Directors, recommends an independent firm or individual (C.P.A.) to conduct an annual audit, and generally advises the officers, directors and membership on fiscal policy for the Association.

Support Staff

Paid staff of the Association will function in accordance with the approved job descriptions for their positions and the directives of the Board of Directors. They are accountable to and serve at the pleasure of the Chief Operating Officer. Those persons who have entered into a personal services contract are answerable directly to the Chief Operating Officer with the exception of the Education Program Manager and the Safety Program Manager who are accountable to the Board of Directors, and the Editorial Director who is accountable to the President/CEO.

Committees and Committee Chairs

Committees, both standing and ad hoc, function in accordance with their charters or charge as may be defined by the bylaws, the Board, the Executive Committee or the President/CEO. They represent the vehicle through which the principles of our profession are integrated into the activities of the Association.

Committee members function under the direction of their Chair and the Chair is accountable to the Board through the President/CEO for the accomplishment of the Committee's mission. Only a committee comprised of Board members may exercise the power of the Board on any project assigned to their committee by the Board.

This framework is designed to establish a balance and to clearly define roles among the various members of the International Association of Helicopter Maintenance Professionals team. As we work together for the common goals of our Association, learning will take place and roles may change. As they do, this Manual should be modified or amended to reflect those changes.

- **Organization of the Manual**

This Manual is organized by functional topic for convenience as a reference document. Consequently, some policies are repeated in more than one section. This repetition is

intentional to ensure that the document clearly communicates official policy and roles within each functional description.

1.0 ORGANIZATION AND MEMBERSHIP

The purpose of this section is to describe the types of organizational structure used within the International Association of Helicopter Maintenance Professionals (IAHMP), for the benefit and information of the membership.

1.1 Governing Body

The Board of Directors is the governing body of the Association and as such, is the final authority on all matters pertaining to the management of the Association. The Board sets policy for the Association and relies upon elected officers, staff and committees to implement or to develop plans to implement those policies. The Board is ultimately accountable to the membership of the Association.

1.2 Chief Executive Function

The Executive Committee comprising the officers of the Association, with the President/CEO as its chair, functions to make executive decisions, interpret Board policy, and develop interim policies and to direct the business affairs of the Association between regular or special Board meetings. The Executive Committee is accountable to the Board of Directors for its actions and decisions.

1.3 Chief Operating Officer

The Chief Operating Officer has the authority to manage the day to day business affairs of the Association, to carry out established policy and to implement official directives of the Board and the Executive Committee.

The Chief Operating Officer always functions within a policy framework characterized by approved business plans, budgets and official acts of the Board and the Executive Committee. The Chief Operating Officer is directly accountable to the President/CEO and serves at the pleasure of the Board of Directors.

1.4 Chief Financial Officer

The Treasurer functions as the Chief Financial Officer (CFO) and is responsible to oversee the fiscal affairs of the Association. The CFO reviews the financial transactions conducted by the Board of Directors, recommends an independent firm or individual (C.P.A.) to conduct an annual audit, and generally advises the officers, directors and membership on fiscal policy for the Association. The Chief Financial Officer is directly accountable to the President/CEO and serves at the pleasure of the Board of Directors.

1.5 Support Staff

Support staff will consist of paid staff and volunteers. Paid staff of the Association will function in accordance with the approved job descriptions for their positions and the directives of the Board of Directors.

1.6 Committees and Committee Chairs

Committees, both standing and ad hoc, function in accordance with their charters or charge as may be defined by the bylaws, the Board of Directors, the Executive Committee or the President/CEO. They represent the vehicle through which the principles of our profession are integrated into the activities of the Association.

Committee member's function under the direction of their Chair and the Chair is accountable to the Board of Directors through the President/CEO for the accomplishment of the Committee's mission.

Only a committee comprised of Board of Directors members may exercise the power of the Board of Directors on any project assigned to their committee by the Board of Directors.

This framework is designed to establish a balance and to clearly define roles among the various members of the International Association of Helicopter Maintenance Professionals team. As we work together for the common goals of our Association, learning will take place and roles may change. As they do, these policies should be modified or amended to reflect those changes.

2.0 Articles of Incorporation

The International Association of Helicopter Maintenance Professionals (IAHMP) was incorporated in month/day/year, in the city of Glendale, Arizona, United States of America, as a non-profit (public benefit) member organization. (Appendix A).

2.1 Bylaws

The International Association of Helicopter Maintenance Professionals is governed by its bylaws duly adopted and periodically amended by the Board of Directors and ratified by the membership, as required. (Appendix B)

2.2 Tax Status

The Association maintains a tax-exempt status with the U.S. Internal Revenue Service, under the appropriate section(s) of the U.S. Tax Code.

2.3 Affiliation with Other Associations and Organizations

Action by the Board of Directors is required for affiliation with other organizations and associations. Such affiliations must be consistent with the purposes of the Association as described in the Bylaws.

2.4 Central and Regional Offices of the Association

2.4.1 Principal Office.

The Board of Directors is granted full power and authority to fix and thereafter change the location of the principal office of the Association to any location within the United States of America.

2.4.2 Other Offices.

The Board of Directors may designate regional offices in any and all countries for the conduct of its business.

2.5 Membership Categories

The official categories of membership shall be designated in the Bylaws. Current membership categories include:

- A) Individual Members
- B) Corporate Members

3.0 LEGAL ACTIVITIES

With complex and diverse activities on-going within the Association which include contracts, employee relations, advertising and other needs for legal assistance, it is imperative to retain and use competent legal counsel.

3.1 Use of Legal Counsel

To the maximum extent possible, all communication with legal counsel should be through either the President/CEO or the Chief Operating Officer. All contractual documents requiring the signature of an IAHMP official shall be submitted to IAHMP Legal Counsel for approval as to form and sufficiency.

3.2 Methods of Retainer for Legal Counsel

Legal counsel is selected by the Board of Directors upon the recommendation of the Executive Committee. The amount of retainer, if any and the authorized fees shall be set and budgeted annually.

3.3 Presence of Counsel at Board of Directors Meetings

Unless otherwise directed by the Board of Directors, legal counsel will attend meetings of the Board of Directors.

3.4 Counsel Review of Board Minutes

Legal counsel shall review the minutes of the Board of Directors and shall notify the Association Secretary in writing, that such minutes are approved as to form and substance. If such minutes reflect questionable action, the counsel shall notify the President/CEO immediately and recommend corrective action.

3.5 Authority to Bind the Corporation

The President/CEO and Chief Operating Officer are the only representatives of the International Association of Helicopter Maintenance Professionals who have the authority to bind the corporation.

4.0 OFFICERS, BOARD OF DIRECTORS AND COMMITTEES

4.1 Overview

As required in the bylaws, the Board of Directors shall consist of the Immediate past President/CEO; the current President/CEO; Chief Operating Officer, Chief Financial Officer; Legal Council, and Regional Directors.

4.2 Number of Consecutive Terms

Term of office for the members of the Board of Directors and for each officer shall be two years. Officers and directors may be elected to unlimited successive terms of office.

4.3 Frequency of Board of Directors Meetings

There shall be two Board of Directors meetings annually. The required annual meeting of the Board of Directors will be held during the annual conference of the Association. A mid-year meeting of the Board of Directors shall be held at such time and at such place as the Board of Directors may direct. Additional meetings of the Board of Directors may be held as required to transact business of the Association.

4.4 Standing Committees

Standing Committees consisting of two or more directors of the association pursuant to section 6.01 of the bylaws, consist of:

- Executive Committee
- Publications Committee
- Conference & Seminars Committee
- Budget Management Committee
- Awards & Scholarships Committee
- Education & Training Committee
- Membership Committee
- Safety Committee
- Research & Surveys Committee
- Audit Committee
- Website & Social Networking Committee

The duties and responsibilities of each committee are set forth in their respective committee charters and can be found in Appendix C of this document.

4.5 Other Committees

Other committees may be established by the Board of Directors and may comprise non-board members, but such committees shall not be able to exercise the power of the Board of Directors. Any proposals or projects recommended by any committee, other than standing committees, shall report their findings to the Board of Directors for approval.

4.6 Role of Committee Chairs

Committee chairs are charged with the following:

- A) Review and development of a clear understanding of the committee's mission based upon:
 - 1) The mission as described in the committee charter
 - 2) Tasks assigned by the President/CEO or the Board that are consistent with the approved budget and business plan.
- B) Responsibility for the accomplishment of the mission.
- C) Coordination of committee member activity and coordination with the staff.
- D) Submission of interim and final reports of the committee to the President/CEO for distribution to the Board.

4.7 Deputy Regional Directors

For the purpose of IAHP, the world has been divided into nine (9) regions as follows: North America, Central and South America, Europe, Africa/Middle East, Australia/New Zealand, South Asian, The Far East, The Soviet Union and the Peoples Republic of China.

A) Regional Management System:

- 1) Geographical Regional management will be administered by a Regional Director. The Regional Director shall appoint one Deputy Regional Director and may appoint no more than two Assistant Deputy Regional Directors to assist in the management of IAHP business within the region. In addition, Regional Directors having international responsibilities may appoint one Assistant Director per country.

Those filling these appointed positions shall serve at the discretion of the Regional Director.

B) Deputy Regional Directors:

Qualifications: Candidates for Deputy Regional Director shall have been IAHP members in good standing for the past two years.

Duties: Deputy Regional Directors will assist with IAHP matters as directed by the Regional Director. These duties may include, but not be limited to, the following:

- 1) Participate in site-visits and the selection process for host hotels and off-site venues for regional safety seminars.
- 2) Assist with the planning, organization and administration of regional safety seminars and annual conferences.
- 3) Maintain contact with the region's existing units and members, ensuring a positive two-way flow of IAHP business and information.
- 4) Initiate contact with new units and assist them in their development.
- 5) Assist our members on issues including membership application, delinquency and renewals.

- 6) Assist with updating member information for the membership directory.
- 7) Recruit new membership.
- 8) Assist with articles/advertising in the IAHP Newsletter
- 9) Promote IAHP and its mission.
- 10) Submit a quarterly activity report to their Regional Director.

Benefits:

- 1) Paid room at the Regional Safety Seminar
- 2) Paid Registration at the Annual Conference

4.8 Communications with the President/CEO and Board of Directors

Committee members should address their communications to their committee chair. Committee chairs shall communicate directly with the President/CEO for clarification of assignment and the Chief Operating Officer for logistical support and shall make both written and oral reports at Board of Directors meetings. Under no circumstances should committee chairs pass task assignments made to them on to the President/CEO or Chief Operating Officer.

4.9 Election Guidelines

The purpose of this section is to describe the procedure for the nomination and election of qualified members for officer and director positions in the Association.

- A) The Association Secretary shall, in addition to operating within the provisions of Section x.xx & x.xx of the bylaws, solicit nominations for office through Association media such as the IAHP Newsletter and the official IAHP website.
- B) The nominations are to be returned to the Secretary. The Secretary will verify membership status of nominees. The Secretary is responsible for notifying nominees of their nomination in writing and information requirements for publication of a candidate's profile.
- C) In accordance with American Non-Profit Corporation law, the IAHP will provide, upon request of any candidate for the IAHP Board of Directors, a list of the names and addresses /email addresses of all members. The requesting candidate shall reimburse IAHP for any expense incurred by the Association in the production of the requested list. Additionally, IAHP

shall make available to each candidate, at the Association's expense, equal space of equal prominence in the official Newsletter of the Association, to be used by the candidate for a purpose reasonably related to the election. Nothing in this policy prohibits candidates for the IAHMP Board of Directors from buying additional advertising space in any of the Association's publications.

D) General Guidelines

- 1) Individuals who are not members in good standing as specified in the bylaws at the time of nomination are ineligible to hold office as an officer or director.
- 2) Only written nominations shall be considered by the Association Secretary.
- 3) The Association Secretary shall notify the nominees of the duties and responsibilities of Board of Directors service that, if elected, they will be expected to perform.
- 4) Elections shall be conducted in accordance with the provisions of the bylaws.

4.10 Travel Policies and Related Expense Reimbursement

The IAHMP Board of Directors has widespread responsibilities for the direction and control of all aspects of the Association. In addition, each board member is required to represent the IAHMP in a variety of business and social events. Their active participation is necessary and proper, and it is expected that reasonable costs will be incurred to carry out their responsibilities.

A) General Policy

- 1) IAHMP covers the cost of travel and on-site expenses for employees, contractors, officers and members of the Board of Directors, and some others not in the direct employ of the Association, when traveling on official IAHMP business, under the conditions outlined below. The Association expects that travelers exercise good judgment in making arrangements that strike a balance between the expenses incurred and the convenience of the person traveling. The policy applies to expenses charged to all funds administered by the Association, whether these are generated by dues, fees for services and products, or grants.
- 2) All unbudgeted travel must be approved, in advance, by the President/CEO or CFO with written justification from the traveler for

the travel requirement. Notification of approved unbudgeted travel must be provided to the Chief Operating Officer. Prior written approval shall not be applicable for scheduled annual or regional conferences or other budgeted and approved events.

- 3) Receipts must be submitted for all expenses with the exception of meals under the cost of \$15.00 USD, incidentals, and tips.
- 4) IAHP will not reimburse or pay for family or guest expenses, entertainment or recreational activities, alcoholic beverages, hotel rooms for added nights, laundry and valet services, flight and car insurance, or credit card fees. The President/CEO or CFO may authorize reimbursement for excluded items in unusual circumstances.

B) Transportation

- 1) Transportation authorized for IAHP business travel includes automobile, rail, airlines, buses, taxicabs, and other usual means of conveyance. All travel is to be by the most economical mode of transportation consistent with reasonable convenience.
- 2) Air travel should be booked through the most cost efficient means. In addition, travel should be booked at least twenty-one (21) days in advance. Airline preference will not be considered to gain frequent flyer mileage. Travelers who want to be selective in their airlines will be responsible for the cost differential.
 - a. Air and rail travel is to be coach or economy class. Overnight parking is to be in economy (non-hourly or daily) facilities. When special circumstances dictate, advance approval for overnight use of daily facilities may be sought from the President/CEO or Chief Operating Officer.
 - b. Automobile travel when a traveler drives his or her own car, the allowance is at the current federal reimbursement rate per mile, plus cost of tolls and parking. The reimbursed cost for mileage cannot exceed what would have been the cost for a coach or economy class 21-day advance airfare for that trip. Proof of airfare price must be submitted with the traveler's reimbursement request.
 - c. The use of rental cars while traveling on Association business is not usually necessary and consequently discouraged. In an instance where a rental car is absolutely necessary and prior approval has been obtained from the President/CEO or CFO, a

vehicle may be obtained at the lowest possible cost and for the shortest period of time. When you must rent a vehicle, collision and personal injury insurance will be accepted.

- d. Taxicabs may be used in cases where less expensive means of public transportation are unavailable or demonstrably less convenient. When transportation to and from airports by airport limousine or shuttle service is available, they should be used in lieu of a taxi.

C) Hotel Accommodations

When traveling to an overnight IAHP event on IAHP business, or an event sponsored by another organization, notify the Chief Operating Officer of the dates of your travel. You are expected to stay at what is referred to as median or mid-price accommodations.

D) Per Diem

Meals and Incidental Expenses (M&IE) Reimbursement

The Association will reimburse Board of Directors members, staff, and contractors in accordance with the reasonable cost based on the applicable rates for the specific location of travel. The only exception to this procedure is when meals are provided in-kind by IAHP.

E) Telecommunications

Reimbursement of these services is appropriate when necessary for the proper conduct of IAHP business. In today's business environment, members are encouraged to utilize their own personal mobile phones and data plans. The Association will not pay for the mobile phone or data plans. When mobile phone service is not available, the Association will pay for one 15 minute personal phone call each day to inform family and/or their place of work of any change in travel plans. Phone calls made from hotel room telephones should be avoided.

F) Entertainment

When circumstances merit, the President/CEO or Chief Operating Officer may charge appropriate expenses for professional hospitality. The names of those entertained, and the date, time, and location should be included in the travel expense report.

G) Travel Expense Report

- 1) Each traveler shall complete an IAHMPP Travel Expense Reimbursement Form.
 - a. Board of Directors Members & Chief Operating Officer - Completed forms are to be submitted to the CFO (with receipts attached) within fifteen (15) days of when expenses were incurred.
 - b. Staff / Contractors – Completed forms are to be submitted to the CFO (with receipts attached) within fifteen (15) days of when expenses were incurred.
- 2) Upon approval of the CFO, reimbursements will be made. Payment will not be authorized without the support of required receipts. Every effort will be made to promptly reimburse approved vouchers, but in no event will such reimbursements exceed 15 working days.

H) After Action Report

With the exception of travel to IAHMPP events, Board of Directors members must complete an After Action Report (interoffice memo to the President/CEO) within twenty (20) days of completion of travel assignment. The report shall give detailed information on the benefits resulting from the authorized IAHMPP travel. The After Action Report can be a collective summary of all participating in the authorized travel. One copy will be sent to the CFO to be attached to the travel request and the travel voucher for future audits.

4.11 Non-Travel Related Expense Reimbursement

This section describes the non-travel expense reimbursement procedures for officers, directors, members and staff.

A) Officers, Board and Committees

- 1) Budgeted expenses require no prior approval, but must be submitted with receipts for approval and payment as outlined in subparagraph 2) below.
- 2) Requests for reimbursement are to be submitted to the CFO on an approved expense form (with receipts attached) for processing within fifteen (15) days of when they were incurred.

B) Staff/Contractor

Requests for reimbursement for staff/contractor expenses are to be submitted on an approved expense form with attached receipts to the CFO for processing consistent with the annual budget. In addition, the CFO shall prepare an estimate of staff expenses and submit annually as a part of the Association budget to the Budget Management Committee.

4.12 Role of the President/CEO

The President/CEO's role is described in the bylaws. In making appointments within his/her authority, the President/CEO is encouraged to take into consideration: geography, government and private sectors, member activity and responsibility, position and size of member organization (of person's employment) so that those appointments reflect the diversity of the Association's membership.

The President/CEO shall be responsible to conduct a performance evaluation on the Chief Operating Officer and report his/her findings to the Board of Directors in writing. The instrument used to evaluate the Chief Operating Officer shall provide space for signature of both the President/CEO and Chief Operating Officer, which will serve to show that the appraisal was delivered and received. Signature of the Chief Operating Officer does not constitute agreement with the appraisal.

A) Staff

The Chief Operating Officer, acting on behalf of the Board of Directors will staff in accordance with the following procedures:

- 1) Prepares a position description and justification with a recommended salary range and associated budget amendments;
- 2) Once the position is approved, the Chief Operating Officer operates within the constraints of the budget, to hire, dismiss and set the terms and conditions of employed staff.

B) General Fund Budget

The President/CEO manages the finances of the Association as follows:

- 1) The CFO prepares, with the assistance of the Chief Operating Officer, an annual budget and submits it to the Board of Directors for approval;

- 2) The Chief Operating Officer may reallocate dollars within a functional or program category (i.e. travel, office equipment, etc.)
- 3) Requests for changes or shifting of funds between functional or program categories must be presented with justification to the CFO and approved by that office.

4.13 Role of the Executive Committee

The Executive Committee shall govern the Association whenever the Board of Directors is not in session.

- A) The Executive Committee shall govern the Association whenever the Board of Directors is not in session to handle critical issues that need to be resolved without delay.
- B) Only the President/CEO, as Chair, or two officers may call the Executive Committee into session by electronic or telephonic means to address a critical issue needing immediate resolve.
- C) An electronic vote of the Executive Committee on any issue shall be done without debate, but must have unanimous consent of all members.
- D) For both electronic and telephonic meetings of the Executive Committee, notice shall be provided to each member in a timely manner setting forth with specificity the issue to be considered with a statement why the issue cannot wait resolve at the next regular or special Board meeting. For electronic voting, each officer shall vote for the issue as presented either affirmatively or negatively without debate.
- E) The Association Secretary shall take and record Minutes during a telephonic meeting and maintain a copy of the notice, issue and vote of an electronic vote which shall be appended to the meeting Minutes of the next Board meeting.
- F) The Executive Committee shall have pre-emptive powers over all other Committees having jurisdiction on a subject matter and shall have jurisdiction over all matters, except that the Executive Committee may not fill a vacancy on the Board of Directors.

4.14 Conflict of Interest

Officers, board members, staff and committee members are prohibited from participating in any business or other activity, personally or professionally which would result in a conflict of interest, financial or otherwise.

4.15 Code of Ethics

The purpose of this section is to outline a code of ethics to govern the officers, board members, staff and committee members. The officers, board, staff and committee members must abide by the IAHMP Code of Ethics. The Code is outlined as follows:

- A) Must abide by the Articles of Incorporation, Bylaws, Resolutions and Policies and Procedures of the Association.
- B) Must declare a personal and financial interest in matters before the Board.
- C) Must declare nepotism and family interest.
- D) Must not engage in discriminatory action based on race, sex, creed, or national origin.
- E) Must not use their position for personal gain.
- F) Must act in a manner that brings credit and honor upon the Association.

4.16 Outside Event Attendance

Attendance at outside conferences, seminars, and events for which IAHMP will reimburse expenses, shall be ordered in the following manner:

- A) President/CEO, or his/her designee*
- B) Officers of the Corporation
- C) Regional Director within whose region the event is scheduled
- D) Other Regional Director as directed by the President/CEO
- E) Other IAHMP representative as directed by the President/CEO

At conferences, seminars, and events where the IAHMP funds multiple representatives, consideration will be given to Board members who are also members of the hosting entity. This policy does not apply to the attendance of the Chief Operating Officer, select staff, or independent contractors at HAI's annual conference. Their attendance at this event is required.

* The designee should be another Board member but may be chosen without regard to the above listed order.

5.0 IAHMP OFFICE ORGANIZATION AND MANAGEMENT

The purpose of this section is to set forth policies to guide the operation of the Association's Office.

5.1 Role of the Chief Operating Officer

The Chief Operating Officer is accountable to the President/CEO and shall follow directions, policies, procedures and all other official requirements thereof.

The Chief Operating Officer is responsible for the management of daily operations of the IAHMP Office; causes written financial accounts to be prepared; and supervises the management of all grants. Except when otherwise directed by the Board of Directors or President/CEO, the Chief Operating Officer supervises all matters relating to the annual and regional conferences except the training sessions. The Chief Operating Officer shall have the overall responsibility for directing and managing conference planning including business affairs.

A. Staff

The Chief Operating Officer, acting on behalf of the President/CEO, hires staff in accordance with the following procedures:

- 1) Prepares a position description and justification with a recommended salary range and associated budget amendments;
- 2) Once the position is approved, the Chief Operating Officer operates within the constraints of the budget, to hire, dismiss and set the terms and conditions of employed staff.

B. General Fund Budget

The Chief Operating Officer manages the finances of the Association as follows:

- 1) The CFO prepares, with the assistance of the Executive Director, an Annual Budget and submits it to the Board of Directors for approval;
- 2) The Chief Operating Officer may reallocate dollars within a functional or program category (i.e. travel, office equipment, etc.)
- 3) Requests for changes or shifting of funds between functional or program categories must be presented with justification to the CFO and approved by the Budget Management Committee.

C. Grants and Grant Management

The Executive Director supervises the management of grants and awards to the Association as follows:

- 1) Grant submission and acceptance must be approved by the Board of Directors, or the Executive Committee between regular Board meetings;
- 2) Except as otherwise provided by the Board of Directors, the Chief Operating Officer notifies the Executive Committee of pending solicitations. Based upon approval by the Executive Committee to proceed with application, the Chief Operating Officer prepares a detailed application.
- 3) If the grant is awarded, modified or amended, final contracts go through the Chief Operating Officer to the Executive Committee for acceptance and approval after review by legal counsel.
- 4) If approved, the President/CEO signs the grant.

5.2 Liaison with Other Associations and Organizations

The Chief Operating Officer is the primary point of contact with staff or representatives of other associations for conducting business or carrying out previously approved policy decisions of the Board of Directors. The President/CEO and/or the Chief Operating Officer may also conduct preliminary discussions or develop proposals with other public or private organizations for submission for approval by the Executive Committee/Board.

5.3 Insurance Requirements

The CFO shall include in the budget provision for adequate insurance coverage to protect the Association, its officers and directors. The Chief Operating Officer shall acquire all insurance for the Association and shall keep all insurance current for maximum protection.

5.4 Records Retention and Destruction

Retention and disposition of corporate records should be done in accordance with applicable provisions of the legal requirements of like corporations in France.

5.5 Management Reports

The Chief Operating Officer is responsible for preparation and dissemination of the Monthly Report to the Board of Directors of Directors. This report shall include, but not be limited to, updates on the activities of the staff, grants, educational programs, and conference plans and arrangements.

Additionally, the Chief Operating Officer is responsible for the preparation and dissemination of financial reports to the Board of Directors including, but not limited to, a monthly balance sheet, monthly profit & loss statement, and a quarterly YTD comparative.

The Chief Operating Officer, in concert with the CFO, will ensure that an annual financial audit is conducted by a qualified, independent accounting firm. The results of this audit will be distributed to the Board of Directors. The Annual Report to the Membership will be published in the journal issue immediately following the Annual Conference. It shall include but not be limited to:

- A) A summary of major accomplishments during the previous year;
- B) New resolutions, bylaws, policies, etc.
- C) New projects or programs;
- D) New services or benefits; and,
- E) Financial statement

5.6 Media and Press Relations

The President/CEO is the official spokesperson for the Association. The Chief Operating Officer may issue press releases, respond to media inquiries, organize media events, and make public appearances in conjunction with Association conferences or other events. The President/CEO, Chief Operating Officer and/or their designee(s) may represent the Association at official events of other professional associations. A Regional Director may develop press releases regarding regional events and act as a spokesman for the association regarding the same.

5.7 Candidate Support by the Association Prohibited

Official endorsement or support of any candidate for public office is expressly prohibited. Such support would place the Association's tax-exempt status in jeopardy.

5.8 Operation of Exhibits on Behalf of the Association

With the approval of the Executive Committee or Board, the Association is authorized to operate exhibits at conferences and events of other associations.

5.9 RESERVED

6.0 FINANCE

The purpose of this section is to define the role of different positions within the Association for financial accountability, and for the management of all aspects of finances within the Association including, but not limited to income, expenditures, records, and budgets.

6.1 Annual Budget

The CFO shall prepare the Annual Budget, in concert with the Chief Operating Officer, which shall include all identifiable revenue and expenditure sources including grants (although grants may be separately managed). After a review and approval of the budget by the Budget Management Committee, the CFO shall submit it to the President/CEO and Board of Directors for review and adoption.

6.2 Role of Treasurer (CFO)

The Treasurer is the Chief Financial Officer for the Association and is expected to monitor and oversee the financial operations and records of the central office on behalf of the Board, the Executive Committee and the membership. The CFO shall:

- A) Prepare the Annual Budget;
- B) Review monthly financial reports and monthly cash disbursement statements to ensure compliance with the Association bylaws and policies and procedures.
- C) Review approved grant expenditures and contractual payment obligations;
- D) Advise the President/CEO, the Executive Committee, Chief Operating Officer and the Board on all fiscal matters of the Association.
- E) Perform such other duties as set forth in the Association bylaws.

6.3 Dues and Assessments

Dues and Assessments are proposed by the CFO or Executive Committee and require approval by the Board of Directors.

6.4 Investment of Association Funds

The Budget Management Committee, through the CFO, recommends investment policy. It is presented to the Board for approval. The Board of Directors shall annually review a list of approved investment policies. No funds may be invested in any method that may have direct financial impact on the officers or staff. All investments are limited to the restrictions set forth in the bylaws and applicable tax regulations of the country of incorporation. See Appendix D for Statement of Investment Policy.

6.5 Official Fiscal Year

The fiscal year is January 1st through December 31st.

6.6 Method of Accounting

IAHMP uses the accrual method of accounting.

6.7 Financial Records

The accounts of the Airborne Law Enforcement Association will be kept according to generally accepted accounting principles.

6.8 Annual Audit of Financial Records

- A) There shall be an annual audit conducted by an outside Certified Public Accountant (CPA). The Board, with the advice of the CFO, shall approve an auditor (CPA) for the following year.
- B) In keeping with the federal statutes of France, IAHMP shall appoint an Audit Committee to conduct a detailed audit of the income and expenses of the Association from the source financial records of the Association.

6.9 Federal and Grantor Audits

Records and books shall be maintained according to federal and grantor agency requirements. All officers, directors and staff shall render full cooperation and assistance during any audit.

6.10 Audit Exceptions and Corrective Action

The CFO shall report to the Board any exceptions to the audit and any recommendations that were contained in the Management Letter and his/her responses to such comments along with appropriate plans for any corrective action required.

6.11 Selection of Vendors and Subcontractors

The selection of vendors and subcontractors shall be fair, impartial and balanced between price and quality.

6.12 RESERVED

6.13 Co-mingling of Funds Prohibited

Grant or contract funds received for the support of a specific program or purpose shall be used only for those designated purposes and may not be used to offset expenses of any other activity or program. Funds for each such grant or contract in excess of \$25,000.00 shall be deposited and maintained in separate bank accounts and all transactions, regardless of grant size, shall be recorded separately in the financial records of the Association. This does not necessarily mean that grants or contracts may not have a line item for overhead. No IAHPMP funds will be comingled with any non-IAHPMP account.

6.14 Gifts, Donations and Sponsorships

All gifts to the Association, donations and sponsorships shall be made public unless a request for anonymity is made as a condition of the gift. All goods and services of material value (meals, drinks, etc.) of more than \$50.00 cumulative (per person) within a 30-day period given to board members, officers or staff shall be reported in writing within 30 days to the Chief Operating Officer and President/CEO. This reporting requirement does not apply to sponsored events sanctioned by the Board or Executive Committee.

6.15 Purchases and Acquisitions

- A) Purchasing Authorization. No expenditure of funds shall be made or liability incurred by a member of the Board of Directors in the name of the International Association of Helicopter Maintenance Professionals without previous authorization as per IAHPMP Policy and Procedures. Any unauthorized item purchased or an item purchased which a majority of the IAHPMP Board of Directors refuses to approve is declared a private rather than an Association debt. Prior to the expenditure of any Association funds, the CFO shall determine that such expenditure has been approved by Board action, committee action, the budgetary process or by guidelines established in this manual.

- B) Purchasing Limitations. The day-to-day operational expenditure of Association funds is limited to the budgetary restrictions approved by the IAHPMP Board of Directors. The following purchase limitations apply to the expenditure of IAHPMP funds not addressed through the budgetary process:

- 1) Three Hundred Dollar (\$300.00) Limit. The purchase of equipment, material, supplies or services of an amount not to exceed \$300.00 is authorized by each board member with prior approval from the President/CEO, CFO, or the Budget Management Committee. Such a purchase requires an interoffice memo from the purchaser to the appropriate individual(s) stating justification of purchase. The interoffice memo can follow verbal approval, but must be completed and mailed to the appropriate individual(s) within ten (10) calendar days after the approval of purchase. In addition, the purchaser will ensure that one (1) copy of the interoffice memo is forwarded to the CFO.
- 2) Five Hundred Dollar (\$500.00) Limit. The purchase of equipment, material, supplies or services of an amount not to exceed \$500.00 is authorized by each board member with prior approval of the Budget Management Committee or a majority of the executive officers of the Board of Directors (President/CEO, Chief Operating Officer, Secretary, and CFO). Such a purchase requires an interoffice memo from the purchaser to the appropriate individual(s) stating justification of purchase and should include at least three (3) bids. The interoffice memo can follow verbal approval, but must be completed and mailed to the appropriate individual(s) within ten (10) calendar days after the approval of purchase. In addition, the purchaser will ensure that one (1) copy of the interoffice memo is forwarded to the CFO.
- 3) Over Five Hundred Dollar (\$500.00) Limit. The purchase of equipment, material, supplies or services of an amount exceeding \$500.00 is authorized by each board member with prior approval of the Budget Management Committee or a majority vote of the IAHP Board of Directors. Such a purchase requires an interoffice memo from the purchaser to the appropriate individual(s) stating justification of purchase and should include at least three (3) bids if available. The interoffice memo must precede approval. The purchaser will ensure that one (1) copy of the interoffice memo is forwarded to the CFO.
- 4) All purchases in any amount shall be coordinated with the Chief Operating Officer who may assist the board member to obtain the best possible price for the product or service.

6.16 Property Accounting

A) Responsibility

The Chief Operating Officer is charged with the responsibility of maintaining a current and accurate record of all inventorial property acquired from any source.

B) Keeping of Property Records

A permanent record and history of inventorial property will be kept by the IAHP office.

C) Property Transfer

Any transfer of inventorial property will be immediately documented by the transferring parties. A copy of transfer document shall be forwarded to the Chief Operating Officer.

D) Loss of Property

When any member of the Board of Directors loses any property belonging to the Association and entrusted to his care, he shall immediately report such loss to the Chief Operating Officer, giving complete details and circumstances surrounding such loss, by interoffice memo. If the value of the property is five hundred dollars (\$500.00) or more, the Chief Operating Officer shall immediately notify the CFO. In the event of stolen property, the local police authority shall be notified and an offense report shall be completed and forwarded to the Executive Director. After thirty (30) days, if the lost or stolen property has not been recovered, reimbursement will be made to the Association for such loss at the current replacement cost, unless it can be shown that due care and diligence were exercised in protecting such property and that such loss was not caused by negligence. Failure to promptly report lost or stolen property to the IAHP CFO in the time prescribed may result in the member being charged with the market value of the lost or stolen property.

E) Returning Property.

When a board member leaves the IAHP Board of Directors, all association property of material value in his possession must be surrendered to the Chief Operating Officer without delay, who will give such departing board member a receipt for such property. The Chief Operating Officer is in turn responsible for reissuing appropriate property to the departing board member's replacement. Failure to return issued property in a timely fashion may result in the termination of the member's

membership in the Association and/or other appropriate sanction, including civil action.

F) Property Inventory and Disposition

All property of the Association with a purchase price of \$500 or more shall be inventoried, marked as to ownership and updated annually and maintained as part of the financial records of the Association. Property disposal shall be in a manner authorized by the Board. Any IAHMPP property in the possession of any officer, director, member or others shall sign a receipt for such property and obtain a written receipt upon return of any such property

7.0 ANNUAL BUSINESS PLAN

This section establishes the requirement for an Annual Business Plan.

7.1 Responsibility of the President/CEO

The President/CEO shall submit an Annual Business Plan to the Board of Directors.

7.2 Content of the Plan

The plan will have separate descriptions of each project, program, product or service.

7.3 Rationale and Justifications

The plan will include recommended goals and objectives for the coming year and describe the assumptions underlying the proposed activity. The rationale will vary depending on the product, program, good or service but should be sufficient to make clear to the reviewing bodies, the Executive Committee and the Board, the value of the program, its costs and benefits, and should provide evidence that the decision was developed through a systematic analysis.

8.0 TRAINING PROGRAMS

This section sets forth the requirements for the development of an Annual Training Plan for the presentation of training programs.

8.1 Responsibility of Training Program Manager

The Training Program Manager (TPM) shall develop an Annual Training Plan and submits it to the Board via the Education & Training Committee for approval at the mid-year meeting. The TPM shall also continually review the instructional

performance of any and all IAHP instructors and submit any recommendations to the Board. The TPM shall also be responsible for meeting the training needs at the annual conference, regional seminars, and other events.

8.2 Coordination with the President/CEO

The TPM will work with the President/CEO for logistical support to be used for providers of training programs and authors of materials.

8.3 Criteria for Selection of Trainers

The selection of instructors will be based upon the quality of both the content of the material, the presentation skills of the individual, and the educational background and experience of the instructor in the particular discipline being taught.

8.4 Method of Delivery

Training programs, workshops and seminars will be presented at the annual conference, regional seminars, and other events.

8.5 Instructors' Agreements

Before commencing travel to any training course, the designated instructor shall sign the approved Training Agreement. No instructor shall be permitted to travel or perform unless a signed Training Agreement has been executed and submitted to the TPM.

8.6 Instructors' Fee

Instructors may be compensated in accordance with a schedule approved by the Board of Directors, so long as instructor is not on-duty with their agency. Instructors not teaching a full day shall be paid the pro-rated amount consistent with the number of hours actually taught.

8.7 Training Rules and Regulations

The TPM, in concert with the Executive Director, shall promulgate rules and regulations regarding training programs, instructors and other matters related to the conduct of IAHP training.

8.8 Training Program Manager Professional Stipend

Upon approval of the Board, the TPM will be paid compensation for work performed related to IAHP's training programs consistent with any contract between the TPM and IAHP.

8.9 Oversight

The Chief Operating Officer oversees the activities of the TPM, and monitors the progress of and ensures adherence with the Annual Training Plan.

9.0 PUBLICATIONS

This section sets forth the Association's official policy regarding publications and advertising.

9.1 Official Publications

The official publications of the International Association of Helicopter Maintenance Professionals shall be designated in the Annual Business Plan of the Association.

9.2 Advertising Policy

Advertising shall be sold in accordance with the Annual Business Plan at established fees and rates approved by the Board of Directors through the budget process. Advertisers purchase space for their message; no other consideration including guaranteed provision of preferential consideration for professional articles or other special treatment is allowed.

9.3 Use of Advertising Sales Representatives

The Annual Business Plan may call for the use of outside advertising sales representatives.

9.4 Role of the Editor-in-Chief

The Editor-in-Chief is selected by the Board. The Editor-in-Chief is responsible for the following:

- A) Review proposed publication content for consistency with the purposes of the Association and official policy. If there is no official policy, the Editor-in-Chief may solicit articles and guest editorials to introduce topics for discussion and debate.
- B) Editorial comments should reflect official policy of the Association at all times. The Editor-in-Chief should encourage minority and divergent views through "Letters to the Editor" and guest editorials.
- C) Review minority or divergent views submitted and select representative letters or articles (guest editorials) for publication.

- D) The Editor-in-Chief shall review and approve all editorial published by the Association.

9.5 Editorial Policy

Publications of the Association are communication tools designed to reflect the purpose and goals of the Association. Vendors may be invited to address general issues but may not describe, promote or introduce specific products or services under the guise of editorial content. Acceptance of articles authored by vendors shall be solely on the basis of their professional content and their value to the reader. The Editor-in-Chief is responsible for maintaining adherence to Editorial Policy.

9.6 Review of Articles and Publications

The Publications Department may create a panel of reviewers with specific areas of technical or professional expertise to evaluate articles prior to acceptance for publication.

9.7 Use of the IAHP Logos

The IAHP Logos are the registered trademark of the Association. Use of the logos by any person or entity, other than IAHP, is strictly prohibited without the express approval of the IAHP Board of Directors, and may require a licensing agreement. This does not preclude the IAHP Board from providing its logos for use by another person or entity when its use is for association-directed business. Further, nothing in this policy shall prohibit the use of the IAHP Corporate Council logo by members of the Council.

10.0 ANNUAL CONFERENCE AND MEETINGS

This section sets forth the policies and roles of various individuals and committees as they relate to the planning and implementation of the Annual Conference.

- 10.1** The Trade Show Specialist is responsible for all business matters relating to the planning and implementation of the Annual Conference, and works through the office of the Chief Operating Officer. Specifically, he/she is responsible for:

- A) Recruiting exhibitors and sponsors within the guidelines set by the Board of Directors;
- B) Assigning exhibitors to specific booth space on a first come, first served basis (previous year's exhibitors may be given advance notice);

- C) Determining layout of booth space with hotel or convention center;
- D) Collecting monies from exhibitors and sponsors;
- E) Distributing and receiving exhibitors' contracts;
- F) Recommending fees as part of the budget;
- G) Advertising the conference by developing and printing flyers, brochures, and by articles in the Association's publications;
- H) Collecting conference registrations and fees;
- I) Maintaining separate accounting for the conference;
- J) Making arrangements for training equipment and support producing and publishing follow-up of conference training tapes, papers, etc.;
- K) Collecting fees as set forth in the Annual Business Plan;
- L) Managing human resource needs on site;
- M) Negotiating all contracts for hotels, conference centers, and all other conference related goods and services, to assure compliance with the Annual Business Plan and Budget;
- N) Assist the Conference and Seminars Committee with future site selection.

10.2 Role of the Host Agency

The host agency is responsible to:

- A) Provide local site support;
- B) Recommend local dignitaries as guests for special functions;
- C) Arrange for conference security; (volunteers only, without Chief Operating Officer authorization)
- D) Assist in obtaining local media coverage;
- E) Act as liaison between local entities and the Association;
- F) Recruit local sponsors;
- G) Assist in special requests;

- H) Assist in the preparation or duplication of conference materials on site;
- I) Provide necessary support staff to work at the conference;

10.3 Role of the Conference and Seminars Committee

The Conference and Seminars Committee is responsible to assist the Board with future site selection for the annual conference. The Chair shall coordinate with the Chief Operating Officer to integrate the work of the committee into the overall conference planning effort.

10.4 Role of the Corporate Council

The Corporate Council shall consist of representatives from Corporate Member companies. This Council may make recommendations to the Media/Communications and Trade Show Specialist, CEO and COO for improvements, corporate relations and special events.

10.5 Advance Selection of Sites

Sites may be selected as far in advance of the conference dates as may be necessary to assure adequate accommodations.

10.6 Decision for Site Selection

The site selection for the Annual Conference and Business Meeting will be the responsibility of the Board. The site selection will be based on the following considerations:

- A) Consistency with the Association's purpose and Bylaws;
- B) A spacious, convenient and attractive setting which supports training, exhibits, annual business meeting, registration, special events and member accommodations;
- C) Costs to the membership for conference accommodations, registrations and events shall be reasonable so as to encourage attendance and participation;
- D) The availability of local support;
- E) Other site attractions that encourage attendance; and,
- F) Proximity to major transportation centers to minimize travel costs to attendees.

10.7 Authority to Negotiate Contracts and Agreements

The COO is empowered to negotiate contracts and agreements in accordance with the Annual Budget and Annual Business Plan. The CEO shall submit contractual activity not authorized in the Business Plan to the Executive Committee for approval prior to execution. All contracts shall be submitted to legal counsel for legal form and sufficiency approval.

10.8 Type of Agreement with Hotel

Hotel and convention space contracts must be in writing and approved as to form by the Association's legal counsel.

10.9 Travels for Site Selection

The Chair of the Trade Show Committee may travel or send representatives to sites under serious consideration to host an annual conference. The Association will reimburse the Committee members, CEO and designated staff for approved travel costs.

10.10 Allocation of Amenities Associated with Hotel Agreement

All amenities from a hotel will be made known to the Executive Committee and included in the written contract. Complimentary rooms will be allocated according to the following priorities:

- A) To offset conference expenses of the Association and its staff;
- B) A complimentary suite will be provided for the President; and,
- C) A meeting room for use by officers, board, and staff to conduct business of the Association and to host events.

The COO, as a courtesy, shall assign all other complimentary rooms to officers, board members, honored guests, etc. All amenities, financial or otherwise, must be used for the overall benefit of the Association and its collective membership. No special agreements or amenities may be independently negotiated by others (officers, Board or staff members, etc.) Individual gifts or amenities not covered by these guidelines are expressly prohibited.

10.11 Use of Travel Agents and Commissions

The IAHP office deals directly with airlines/hotels to arrange special conference fares. Commissions or complementary flights, including points accumulated on a credit card if any, go to the benefit of the Association.

10.12 Special Travel Arrangements by Airlines

Loyalty travel awards shall be used only for business of the Association in the following priority:

- A) Staff travel to conference;
- B) Staff/officer travel in support of conference preparation and site selection;
- C) Other staff business during the year with the approval of the President/CEO
- D) Officer business during the year with President/CEO approval.

10.13 Allocation of Exhibit Space and Sponsored Events

Exhibit space and sponsorships shall be allocated on a first come, first served basis in accordance with receipts of reservations and deposits at the IAHP Office.

- A) Previous exhibitors and sponsors should receive an opportunity for advance reservations (before general advertising) at or before the Annual Conference for space/sponsorship the following year.
- B) Sponsors of specific events, awards, etc. shall be offered the same, but may not be guaranteed exclusivity.
- C) Special amenities for individual officers or staff are expressly prohibited in order to guarantee preferential treatment.
- D) All fees associated with booths, advertising, sponsorships, etc. shall be described in the Annual Business Plan.
- E) The President/CEO may arrange to waive fees for exhibit space for other associations in the field on a *quid pro quo* basis.

10.14 Role of Exhibitors

Donations or fees are accepted in exchange for specific space, booths, events, advertising, etc. as defined by the Annual Business Plan and are considered paid advertising by the vendor.

- A) The size of the donation may not be the basis for preferential treatment (i.e., speakers slot on program, articles in publication, etc.);
- B) Sponsors may be acknowledged at the sponsored event and be allowed to speak briefly.

10.15 Annual Conference Fees

It shall be the responsibility of the Board of Directors to approve fees for the Annual Conference as part of the Annual Business Plan and Budget based on the following criteria:

- A) To offset the expenses of the conference:
- B) To provide income for operational expenses of the Association;
- C) Costs are reasonable to encourage attendance and participation.

10.16 Conference Budget and Accounts

It is the responsibility of the President/CEO, in concert with the CFO, to develop, plan, prepare and recommend a conference budget to the Board of Directors as part of the Annual Business Plan and Budget process. The President/CEO shall account for all expenses of the conference. Expenses or charges not covered in the budget shall be submitted to the Budget Management Committee for approval before agreements are made or action is taken.

10.17 Reporting Requirements

At the close of the conference, there shall be a detailed Conference Closeout Report by the President/CEO with recommendations for future conferences. The reports shall be submitted at the next Board meeting.

10.18 Financial Reconciliation and Closeout

The President/CEO, working with the CFO, shall develop, plan and carry out methods by which all conference monies, both expenses and income, are documented and accountable. The final accounting will include all financial transactions as well as all amenities afforded the Association and will be reported to the Board of Directors at the next board meeting after the conference has concluded. All debits and credit due from or to IAHP shall be resolved at the conclusion of the conference. No expenses shall be paid to any hotel or conference center that owes IAHP any money or credits having value until both expenses and credits are resolved simultaneously.

10.19 Alcohol Service

In an effort to minimize the potential liability of the International Association of Helicopter Maintenance Professionals (the "Association") and its members for injuries caused to third parties by individuals who consume alcohol at Association-sponsored and related events, the following rules must be followed at all Association functions:

- A) Association members may not directly purchase, supply, serve, or otherwise furnish other members or guests with alcohol at or in connection with Association functions. Instead, professional bartenders (unrelated to the Association or its members), such as hotel staff or catering company employees, must be retained to serve alcohol at Association functions.
- B) The bartender(s) retained to serve drinks must be provided with written Instructions that they are not permitted to serve alcohol to any guest they believe (or should believe) is intoxicated.
- C) Reasonable efforts must be made to obtain the agreement of the hotel or catering company providing bartender service to indemnify and hold harmless the Association and its members for all liabilities arising from the hotel or catering company's sale or service of alcohol to a guest.
- D) Taxicab service must be provided for visibly intoxicated guests, making sure they are provided with cab fare, if necessary.
- E) Self-service alcohol, such as unmonitored tables of alcohol or kegs of beer, is strictly prohibited.
- F) An adequate selection of nonalcoholic beverages must be provided for the bartender(s) to provide to guests who choose not to drink, or who are becoming intoxicated.
- G) A sufficient quantity of food should be served to slow down the absorption of alcohol into the bloodstream.
- H) Alcohol may be served for a reasonable time period only and shall not exceed four hours. "Last call" must be given (and enforced) at least thirty (30) minutes before the end of the function.
- I) Assure that sufficient social host liquor liability insurance coverage exists for the function. Any material breach of this policy by any Association member shall result in appropriate sanctions to be determined and enforced by the Association's President/CEO, in his sole discretion. Any questions about this policy, its interpretation or enforcement should be directed to the Association's President/CEO.
 - 1) As used herein, the term "alcohol" is intended to include alcohol and any alcoholic beverages (e.g., wine, champagne, beer, and mixed drinks).
 - 2) As used herein, the term "function" is intended to include meetings, conferences and other events sponsored by the Association, as

well as informal gatherings such as “hospitality suites” hosted by Association members in connection with Association-sponsored events. Excluded from the term “function” is the president’s suite at the annual conference.

10.20 USE OF THE IAHP CONFERENCE LOGO

The IAHP Conference Logo is a trademark of the Association. Use of the logo by any person or entity, other than IAHP, is strictly prohibited without the express approval of the IAHP Board of Directors, and may require a licensing agreement. This does not preclude the IAHP Board from providing its logo for use by another person or entity when its use is for association-directed business, to include use of the logo by companies that are paid sponsors of conference-related events for the express purpose of marketing those events and companies that are paid sponsors of conference related products developed by IAHP.

11.0 REGIONAL SAFETY SEMINARS

This section sets forth the policies and roles of various individuals as they relate to the planning and implementation of regional safety seminars.

11.1 Role of the Chief Operating Officer (COO) and IAHP Office

The COO is responsible for all business matters relating to the planning and implementation of regional safety seminars. Specifically, he is responsible for:

- A) Recruiting exhibitors and sponsors within the guidelines set by the Board of Directors;
- B) Determining layout of table top display space and food and beverage functions with hotels;
- C) Collecting monies from exhibitors and sponsors;
- D) Distributing and receiving exhibitors’ contracts;
- E) Recommending fees as part of the budget (see 10.6 below);
- F) Advertising safety seminars through various media;
- G) Collecting registrations and fees and providing registration materials and certificates to attendees;
- H) Maintaining separate accounting for each regional safety seminar;

- I) Making arrangements for training equipment and support in conjunction with the Training Program Manager;
- J) Negotiating and executing all contracts for goods and services.

11.2 Role of the Regional Director

The regional director, with assistance from the deputy regional director, is responsible for:

- A) Choosing the locations (city only) and dates for annual safety seminars. Recommendations for hotel facilities may be made to the Home Office. Location and dates of the next safety seminar will be made available to attendees no later than the close of the current safety seminar;
- B) Providing opening and closing remarks to attendees;
- C) Providing local site support;
- D) Recommending local dignitaries as guests for special functions;
- E) Obtaining local media coverage;
- F) Assisting in special requests;
- G) Assisting in the preparation or duplication of conference materials;
- H) Providing necessary support staff to work at the conference;
- I) Developing the training agenda in conjunction with the Training Program Manager;
- J) Developing the social agenda;
- K) Providing sponsorship leads to the IAHP Home Office. Companies indicating a desire to sponsor an event(s) at a regional safety seminar will be directed to contact the IAHP Home Office.

11.3 Tabletop Displays and Sponsorships

All exhibits must fit within the lateral boundaries of a 6' table and shall be located on top of and/or behind the assigned exhibit table. Table top displays shall be limited to a height above the floor of 7 feet and banner displays placed behind exhibit tables shall be limited to a height above the floor of 7 ½ feet. All exhibit spaces will be allocated on a first come, first served basis. Sponsors of specific events shall be offered the same, but may not be guaranteed exclusivity.

Sponsors may be acknowledged at the sponsored event and be allowed to speak briefly. IAHMP will host an opening reception in the exhibit display area for attendees. IAHMP will host a continental breakfast for attendees unless otherwise sponsored.

11.4 Travel for Site Selection

The regional director or his/her designee may travel to sites under serious consideration to host a regional safety seminar. The Association will reimburse the traveler(s) for approved travel costs in keeping with the annual budget.

11.5 Allocation of Amenities Associated with Hotel Agreements

Complimentary rooms will be allocated based on the need to offset safety seminar expenses of the Association and its staff. A complimentary suite will be provided for the regional director if possible.

All amenities, financial or otherwise, must be used for the overall benefit of the Association and its collective membership. No special agreements or amenities may be independently negotiated by others (officers, Board or staff members, etc.) Individual gifts or amenities not covered by these guidelines are expressly prohibited.

11.6 Fees

It shall be the responsibility of the COO to recommend to the Board of Directors fees for regional safety seminars as part of the Annual Business Plan and Budget based on the following criteria:

- A) To offset the expenses of the safety seminars;
- B) To provide income for operational expenses of the Association; and,
- C) Costs are reasonable to encourage attendance and participation.

11.7 Reporting Requirements

At the close of the safety seminars, there shall be a detailed closeout report by the COO. The reports shall be submitted to the Regional Director for inclusion in his/her semiannual report to the Board, and annual report to the general membership.

11.8 Alcohol Service

Section 10.19 Alcohol Service is incorporated herein.

12.0 ADMINISTRATIVE MATTERS

12.1 Credit Cards and Pre-Paid Calling Cards

Credit cards and pre-paid calling cards are not issued by the IAHP. All Officers and staff of the Association are to use their own personal cards for expenses. The Association will reimburse the individual for all Association approved expenses. The Association will not pay any fees required to obtain a credit card or pre-paid calling card.

12.2 Voting by Proxy

Pursuant to the bylaws, members and directors may vote on any matter to come before the Board or membership by proxy vote. Any proxy given by a member or director to another member or director to exercise the voting right of the grantor, the proxy shall state with particularity the matter upon which the proxy vote is given. The proxy shall also designate the member in good standing or director to exercise the vote, and shall be signed by the grantor and witnessed by any other person. No more than five (5) proxy votes shall be given to the same person by directors or members on a particular matter or combination thereof. A director's proxy may only be exercised by another director or officer.

13.0 AWARDS, SCHOLARSHIPS AND SPECIAL RECOGNITION

13.1 Purpose

To provide a recognition program whereby deserving individuals will receive official Association and public recognition for outstanding acts of meritorious service.

13.2 Awards and Scholarships Committee

The Awards and Scholarships Committee, chaired by the Immediate Past President, will review all applications and nominations for recognition of those persons who qualify for one of the Association's prestigious awards or scholarships and select a winner for each.

13.3 Association Awards

The ?? (X) Association awards and criteria for each are:

- A) IAHP Mechanic of the Year Award
- B) IAHP Technical Specialist of the Year Award
- C) IAHP Safety Award

More Awards and all criteria to be supplied.

13.4 Award Sponsorship

- A) IAHMP award sponsorship is available for a fee of \$2,500.00 per award. The sponsor of each award will be so recognized in print and at the annual awards function.
- B) When a sponsor is identified, the Association will execute an agreement with the sponsor stating that the Association will provide the award, roundtrip transportation (for the winner only) to the annual conference & exposition at which the award will be presented, conference registration, and two (2) nights lodging to the award winner(s).

13.5 Association Scholarships

- A) The Association shall sponsor twelve (14) IAHMP Regional Scholarships, two (2) for each region in the amount of \$2,500.00 each.
- B) Eligibility Criteria:
 - 1) Applicant must be the child of an ALEA member in good standing who has been a member for at least one year at the time the scholarship application is made.
 - 2) Applicant must be a high school senior who has been accepted to an accredited college or university.
- C) Submission Requirements:
 - 1) Name of applicant.
 - 2) Name, relationship, and department/agency of qualifying IAHMP member.
 - 3) Applicant's home address, telephone number, and email address.
 - 4) Applicant's major field of study.
 - 5) Name of applicant's high school and university/college.
 - 6) Applicant's current grade point average (if not presented on a 4.0 scale, must be converted). If GPA is weighted, this figure is to be used.

- 7) SAT or ACT score (U.S. applicants only).
- 8) Photocopy of the most recent high school transcript.
- 9) A list and description of extracurricular activities.
- 10) Letter(s) of recommendation.
- 11) Acknowledgment of acceptance from college/university.
- 12) Original essay of no more than 200 words describing why the applicant desires and should be considered for the scholarship.
- 13) Digital photograph of applicant in JPEG format.
- 14) Any other information that the applicant believes the committee should consider.

13.6 Sponsored Scholarships

- A) The Association may provide scholarships sponsored by individuals and/or corporations as the Board deems appropriate. The amount of the scholarship and eligibility criteria may be determined by the sponsor with Board approval.
- B) The sponsored scholarships, including eligibility requirements, currently approved by the Board are:

TBD

13.7 President's Citation

- A) The President's Citation may be presented to anyone who has rendered a service beyond the normal course of duty, an act that clearly exceeds what is normally required or expected.
- B) The President shall have the prerogative at any time to order issuance of the "President's Citation" without consultation with the Awards Committee.
- C) The "President's Citation" shall be limited to six (6) plaques and twenty (20) certificates during each calendar year, unless otherwise approved by the Board of Directors.

13.8 President Emeritus Citation

- A) The President Emeritus Citation is granted to a Past President who, in the opinion of the Board of Directors, has provided unique leadership to the Association throughout his/her career with the Association.
- B) The Past President designated for this citation shall receive an appropriately engraved plaque, lifetime complimentary membership in the association, and lifetime complimentary registration at the annual conference of the association.

14.0 GOVERNMENT AFFAIRS

This section sets forth the Association's policies regarding participation in governmental affairs and political action.

14.1 Responsibility for Government Affairs Activities

Responsibility shall rest with the President/CEO, in concert with the Regulatory Committee Chair, who shall receive policy guidance from the Board of Directors.

14.2 Government Affairs Activities Guided by Policies and Resolutions

Participation in government affairs is to be guided by the policies, purposes and resolutions of the Association.

14.3 Lobbying Activities

Lobby activity is to be conducted in accordance with the bylaws and to an extent that will not jeopardize the tax-exempt status of the Association.

14.4 Registration as Lobbyists

IAHMP will comply with all rules pertaining to the registration of lobbyists.

14.5 Monitoring Legislation and Other Activity

The President/CEO will monitor federal, state and local legislative and other activity affecting Association and constituent interests and submit regular to the Board of Directors.

14.6 Appearance before Legislative Committees and Bodies

The selection of individuals to make appearances before legislative bodies will be made by the President/CEO, in concert with the Executive Committee.

15.0 ROBERT'S RULES OF ORDER

15.1 Importance of Parliamentary Procedure

Parliamentary procedure is based upon several democratic principles. The first one is that debate in a society must be fair to all concerned. The right to debate must also be free to those so entitled. Another parliamentary principle guarantees to the majority the right to decide at the same time, the minority is guaranteed the protection afforded by parliamentary law. The majority, according to democratic principles, is given the opportunity to rule, but they must rule fairly and justly. When this is done, the minority group will respect the manner in which decisions are made even though they may disagree with the decision. Even if the minority disagrees with the decision, parliamentary law dictates that they must abide by the decision once the vote has been taken.

15.2 The Primary Purpose of Parliamentary Procedure

These democratic principles give purpose to parliamentary procedure. That primary purpose is to assist groups to achieve their objectives. Parliamentary law may be thought of as a code of ethics to be followed by individuals in a group as they conduct business. Following such a code of ethics permits a group to conduct their business in the most effective and efficient manner. Parliamentary procedure, then, is for the purpose of enhancing a democratic way of arriving at group decisions.

15.3 Fundamental Parliamentary Practices

- A) Introducing Business. The most common way of bringing an item of business before the Association is by a main motion. The purpose of a main motion, is to present an item of business for consideration and action by the Association.

- B) Steps in Presenting a Motion.
 - 1) Rising and Addressing the President: "Mr. President." Other appropriate titles, depending upon the circumstances are "Mr. Chairman" if a regular chairman or someone other than the President is presiding.

In large groups, a member should, after addressing the presiding officer, give his name and the name of his department or company, "Mr. President, Bill Jones from Boston Med Flight."

A member must wait until the floor has been yielded before he rises to request recognition. If he rises before the floor has been yielded, or if he is standing at the time, he is not entitled to be recognized provided someone else rises afterwards and addresses the chair.

It is out of order to be standing when another member has the floor, except to interrupt a speaker when such is permitted under parliamentary rules. Consequently, if one is standing when the floor is yielded, he cannot claim he rose first since he did not rise after the floor was yielded.

- 2) Recognition by the President: "Bill." - If a member is entitled to the floor, the President recognizes him by calling his name or by calling his official title, such as "Mr. Chief Financial Officer." In small assemblies, the President may merely bow or nod in recognizing a member.
- 3) Making the Motion: "I move that..." - This is the only correct terminology to use in offering a proposal. Brief explanatory remarks should precede the offering of a proposal. These may help to explain the importance or reason for offering the proposal. Such remarks should not be in the form of a discussion on the motion since this would be out of order at this point.
- 4) Seconding the Motion: "Mr. President, I second the motion." - A motion is seconded without obtaining recognition or rising. If a motion, which requires a second and does not receive one, it dies for lack of a second. If a second is not offered immediately, the president may ask if there is a second.
- 5) Statement of the Question: "It is moved and seconded that..." - If the question is debatable, the President states, "The question is now open for discussion or debate." or "Are there any remarks?" It is proper, but not necessarily essential, for the President to state whether the motion is debatable, amendable, and the vote required. On motions which are un-debatable, un-amendable, or requiring a two-thirds vote, it is good practice to so state.

A question is not before the Association until it has been stated by the President. The President should always stand while presiding, except when someone has the floor for an extended time.

- C) Recognition by the President. Following recognition by the President, a member "has the floor" and is entitled to speak or present his business. In accordance with proper rules of procedures, other members should remain seated during his possession of the floor, unless they are entitled to interrupt.
- D) Debate. Debate, or discussion, on debatable questions is in order after the question has been stated by the President and after the floor has been obtained.

- 1) Debate must be limited to the immediately pending question, which is the last question stated by the President. During debate, members should be courteous and should avoid references to others that might be interpreted as personal conflicts. The right to the floor may be refused those members who are not courteous and polite.
 - 2) When it is evident that discussion is drawing to a close, the President may encourage its termination by asking: "Are you ready for the question. If there is no response, the President puts the question. Such an inquiry does not stop debate since a member may still offer discussion if he so desires. A motion of higher rank may be proposed here or previously at a proper time.
 - 3) If, after asking, "Are you ready for the question?" the President puts the question with such rapidity that members do not have time to claim the floor, they are entitled to do so even after the vote has been announced. If the President gave ample opportunity, however, members cannot claim the right of debate after voting has commenced.
 - 4) The maker of a motion cannot offer discussion against his motion but he is entitled to vote against it.
- E) Putting the Question. Immediately prior to putting the question or taking the vote, the President may wish to restate the question by stating: "Those supporting the motion say aye. Those opposed say no,"; "Those in favor of the motion raise your hand. Those opposed raise your hand."
- 1) After the voting is completed, the President announces the result and effect of the vote. "The ayes have it and the motion is carried. We will..." (state effect of the motion passed).
 - 2) A tap of the gavel should follow the announcement of the results. A vote does not go into effect until the announcement is made. Motions are voted upon in reverse order of their proposal.
- F) Vote. The methods of voting are by standing, show of hands, voice, roll call, ballot and general consent.
- 1) When a voice vote cannot determine which side is majority, the President should immediately use a method which will permit an actual count of members.

- 2) If a two-thirds vote is required, a show of hands or a rising vote should always be taken.
 - 3) Until a vote is finally announced, a member may change his vote. After the vote is announced, he cannot change his vote without permission of the Association. This may be done by general consent or by a motion to that effect. A member may not be compelled to vote.
 - 4) When secrecy is desired in voting, a method of voting by ballot should be used. This method may be ordered by a majority vote. Such a motion requires a second and is un-debatable.
 - 5) Votes taken on motions conflicting with the Bylaws are null and void.
 - 6) A tie means that a motion is lost, assuming the motion requires a majority vote.
 - 7) The President is entitled to vote when the vote is by ballot and in all other situations when his vote changes the results.
- G) Majority, Plurality, and Two-Thirds. More than half the votes cast is a majority vote. Two thirds of the votes cast is a two-thirds vote. When a candidate receives more votes than any other candidate, he has a plurality vote.
- H) General Consent. The transaction of business is sometimes expedited by the President requesting that such be approved by "general consent." When this request is made, and there is no objection, approval is granted. If there is an objection, even by just one member, a vote must then be taken to determine the outcome. The President may request action by general consent by stating: "Shall we (state action desired) by general consent?" (If no objection) "We will (state action taken) by general consent."
- I) President Leaving Chair. Sometimes the President may desire to leave the chair for the purpose of debating an item of business.
- 1) When this is done, he should ask the Chief Operating Officer, or some other officer if he is absent, to preside for him. This may be done by the President merely stating,

"Will the Chief Operating Officer please come to the chair and preside?"
The President then hands him the gavel.

- 2) The Chief Operating Officer presides for at least as long as is necessary to dispose of the item of business upon which the President debated. As soon as possible after the item is disposed of, he should ask the President to resume his chair.
- 3) The President should rarely leave the chair and take part in debate. In so doing, particularly on questions where there are strong feelings on both sides, he may lose the confidence of the opposing side. As President, he should be most concerned with presiding in a fair and impartial manner.
- 3) It is not necessary for the President to leave the chair when providing information for members.

15.4 Classification and Order of Precedence of Motions

- A) Rules of Precedence. According to rules of parliamentary procedure, some motions are of a higher rank than others. This rank of importance is called precedence. Two fundamental rules of precedence operate in parliamentary law. One specifies that when a motion is pending, one may propose a motion of higher precedence but cannot propose a motion of lower precedence. The other rule specifies that motions must be voted upon in reverse order of their proposal.
- B) Order of Precedence.
 - 1) Privileged Motions.
 - a. Adjourn. (unqualified)
 - b. Orders of the day.
 - 2) Incidental Motions. (These have no rank of order among themselves.)
 - a. Point of order.
 - b. Appeal from the decision of the chair.
 - c. Suspend standing rules.
 - d. Division of the assembly.
 - e. Nominations: to make, close, and reopen.
 - f. Parliamentary inquiry.
 - g. Leave to withdraw a motion.
 - 3) Subsidiary Motions. (In order of precedence)
 - a. Lay on the table.
 - b. Previous questions.

- c. Refer to a committee.
 - d. Amend.
 - 4) Main Motions.
 - 5) Unclassified Motions. Motions which cannot conveniently be classed as either Main, Subsidiary, Incidental or Privileged are;
 - a. Take from the table.
 - b. Reconsider.
 - c. Rescind.

15.5 Descriptions of Motions

- A) Main Motions.
 - 1) Purpose is to present an item of business for consideration and action by the Association.
 - 2) Only one main motion may be before the Association at any one time. When a main motion is pending and a subsidiary or an incidental motion arises, it must be disposed of before further consideration is given the main motion. The subsidiary motion may, however, dispose of the main motion.
 - 3) Pertinent Facts.
 - a. A second is required.
 - b. It is always debatable and amendable.
 - c. A majority vote is necessary.
 - d. It may be reconsidered.
 - e. It ranks last in precedence.
- B) Lay on the Table. (Subsidiary Motion)
 - 1) Purpose is to temporarily delay action on an item of business. Such a delay may be desired to give members time to consider the proposal further or to consider business of a more urgent nature.
 - 2) When a motion is tabled, all amendments and other motions belonging to it are also tabled.
 - 3) Pertinent Facts.
 - a. A second is required.
 - b. It is always debatable and amendable.
 - c. A majority vote is necessary.
 - d. It may be reconsidered.

- C) Previous Questions. (Subsidiary Motion)
 - 1) Purpose is to terminate discussion on the motion or motions before the Association and to secure an immediate vote.
 - 2) If the previous question is called for without qualifications, only the immediately pending question is affected. If it is desired to close debate and vote on all pending questions, such as to refer to a committee and its amendment, then it is necessary to state, "I move the previous question on the motion to refer to its amendment."
 - 3) Pertinent Facts.
 - a. A second is required.
 - b. It is always debatable and amendable.
 - c. A two-thirds vote is necessary.
 - d. It may be reconsidered before the affirmative vote is taken on the pending question, or questions.

- D) Refer to a Committee. (Subsidiary Motion)
 - 1) Purpose is to place the question temporarily in a committee.
 - 2) This action may be desired to:
 - a. Secure more detailed information.
 - b. Secure a recommendation from a smaller group.
 - c. Ensure privacy when dealing with a delicate matter.
 - d. Allow a more informal discussion of the item of business.
 - e. Give a committee power to act.
 - 3) The member offering the motion to refer to a committee may specify whether it is to go to a standing or special committee. If he specifies a special committee, he may also indicate the number to serve on the committee, how selected, who is to be chairman and special instructions for their operation. Amendments may also be used to bring about these events.
 - 4) An item of business referred to a committee may be withdrawn:
 - a. By reconsidering the vote referring it to a committee, provided the question has not been taken up by the committee.

- b. If the question has been taken up, by discharging the committee. A motion should be offered to discharge the committee. This motion requires a second and is debatable.
 - 4) To discharge the committee requires a two-thirds vote. A motion is then necessary to get the business back before the Association after a committee has been discharged.
 - 6) Pertinent Facts.
 - a. A second is required.
 - b. It is always debatable and amendable.
 - c. A majority vote is required.
 - d. It may be reconsidered before the committee takes up the question.
- E) Amend. (Subsidiary Motion)
- 1) Purpose is to modify the motion that is under consideration.
 - 2) Amendments are of two kinds, first rank and second rank. An amendment applying to an original motion is of the first rank and an amendment to an amendment is of the second rank. There can be only one amendment of each rank under consideration at a time but as soon as one is voted upon, another of the same rank may be proposed.
 - 3) An amendment, either first or second rank, may be made by striking out, inserting or adding, or by striking out and inserting words.
 - 4) Pertinent Facts.
 - a. A second is required.
 - b. It is debatable when the motion to which it applies is debatable.
 - c. It may be amended by an amendment of the second rank.
 - d. An amendment to an amendment (one of the second rank) cannot be amended.
 - e. A majority vote is required.
 - f. It may be reconsidered.
- F) Point of Order. (Incidental Motion)
- 1) Purpose is to enforce the rules by calling attention to a violation of the rules or a mistake in procedure.

- 2) The President is duty bound to enforce correct rules of procedure. He should, therefore, call members out of order when they are in error. Members may also insist upon correct procedure of business by rising to a point of order when the need arises. The point of order must be made at that time the breach of order occurs. Exceptions to this would be in situations where the motion was in violation of the constitution, standing rules, or of fundamental parliamentary procedure, so that, if adopted, it would be null and void. In these situations it is never too late to rise to a point of order.
 - 3) If a member rises to a point of order and does not agree with the decision rendered, he may appeal from the decision.
 - 4) Pertinent Facts.
 - a. It does not require a second.
 - b. It is debatable and un-amendable.
 - c. Recognition is not necessary.
 - d. A vote is not required unless referred to the Association for their decision, at which time a majority vote is necessary.
 - e. It may not be reconsidered.
 - f. It may interrupt a speaker.
- G) Appeal from the Decision of the Chair. (Incidental Motion)
- 1) Purpose is to obtain a decision from the Association to a question on which the President has made a decision.
 - 2) A decision is usually made in connection with terms of business concerning the welfare of the entire Association, such as the President "deciding" the Association will sponsor a banquet, or "deciding" on a point of order.
 - 3) An announcement of a vote and an answer to a parliamentary inquiry are not decisions of the chair, and therefore cannot be appealed from.
 - 4) An appeal must be made at the time the ruling is made and before any debate or business has intervened, otherwise it is too late.
 - 5) Pertinent Facts.
 - a. A second is required.
 - b. It is debatable except in cases where it relates to indecorum (improper conduct) priority of business, or deviation from the rules of speaking.

- c. It cannot be amended.
- d. A majority vote or tie vote sustains the chair.
- e. It can be reconsidered.

H) Suspend Standing Rules. (Incidental Motion)

- 1) Purpose is to permit the Association to do something that cannot be done without violating its standing rules.
- 2) Standing rules are those rules that are adopted in a meeting without the need of giving previous notice. A majority vote is required.
- 3) The motion to suspend standing rules may be offered prior to the item of business to which it pertains or it may be offered while the question is pending. For example, if it is desired to introduce an item of business which would be in violation of a standing rule, the rule may first be suspended, then the item of business introduced. It is also proper to first introduce the item of business and when it is opened for discussion, one may then move to suspend the rule involved and when this is passed, proceed with the disposal of the main motion.
- 4) The suspension of a rule is in effect only for the reason for which it was suspended. Following the action taken under suspension, the original rule is again in effect.
- 5) General consent is frequently used in situations where standing rules need to be suspended.
- 6) It is not in order to suspend rules relating to a constitution and bylaws. Neither is it in order to suspend rules dealing with fundamental principles of parliamentary law.
- 7) Pertinent Facts.
 - a. A second is required.
 - b. It is un-debatable and un-amendable.
 - c. A majority vote is required. (A two-thirds vote is required to suspend an order of business that has been adopted.)
 - d. It cannot be reconsidered.

I) Division of the Assembly. (Incidental Motion)

- 1) Purpose is to determine the accuracy of a vote, especially when taken by voice or by show of hands.

- 2) If a member feels that a voice vote, or one taken by a show of hands, is not accurate, he may request verification of the vote by calling for a division of the assembly. This must be done before another motion has been stated and may be requested even if another member has the floor.
 - 3) Pertinent Facts.
 - a. A second is not required.
 - b. It is un-debatable and un-amendable.
 - c. A vote is not required to order a standing vote.
 - d. Recognition is not necessary.
 - e. It can interrupt a speaker.
 - f. It cannot be reconsidered.
- J) Nominations and Elections. (Incidental Motion)
- 1) Purpose is to present to the Association the name of a candidate for a certain office or position.
 - 2) Nominations may be made by a committee or from the floor by a member. Even when a nominating committee is used, nominations may be made by members when the floor is open for further nominations.
 - 3) To offer a nomination, after the floor is open for such, a member obtains the floor and states, "I nominate... for..." The President then asks for further nominations. If there are none, nominations are closed and the vote taken. Candidates are voted upon in order in when they were nominated.
 - 4) Closing Nominations - Nominations may be closed by a two-thirds vote or by general consent. The motion to close nominations requires a second, and is not debatable, and can be amended as to time only.
 - 5) Pertinent Facts.
 - a. A second is not required to nominate.
 - b. A majority vote is required to elect.
- K) Parliamentary Inquiry. (Incidental Motion)
- 1) Purpose is to permit a member to gain parliamentary information. Information desired may pertain to the procedure for introducing

business, rules governing a motion, action to take concerning a pending question, what motion to use, or effect of a motion.

- 2) Pertinent Facts.
 - a. A second is not required.
 - b. It is un-debatable and un-amendable.
 - c. A vote is not required.
 - d. It cannot be reconsidered.
 - e. Recognition is not necessary.
 - f. It may interrupt a speaker.

L) Leave to Withdraw a Motion. (Incidental Motion)

- 1) Purpose is to permit the withdrawal of a motion from consideration by the Association.
- 2) The proposer of a motion may withdraw or modify his motion without the consent of anyone before it is stated by the chair. If he modifies it, the person whose seconded the motion may withdraw their second if he/she so desires.
- 3) After a motion has been stated by the President, it belongs to the Association and cannot be withdrawn without its consent. This may be granted by general consent. If there is an objection, however, a vote must be taken.
- 4) Pertinent Facts. (After having been stated by the President)
 - a. A second is not required.
 - b. It is un-debatable and un-amendable.
 - c. A majority vote is required.
 - d. It cannot be withdrawn after voting has commenced.
 - e. The affirmative vote cannot be reconsidered but the negative vote may.

M) Adjourn. (Privileged Motion)

- 1) Purpose is to terminate (close) the meeting.
- 2) The motion to adjourn is a privileged motion when unqualified but if it is qualified, it loses its privilege and becomes a main motion.
- 3) A motion to adjourn is unqualified when the proposer merely states, "I move that we adjourn." It becomes qualified when he adds something such as, "I move that we adjourn in fifteen minutes."

- 4) Pertinent Facts. (When unqualified)
 - a. A second is not required.
 - b. It is un-debatable and un-amendable.
 - c. A majority vote is required.
 - d. It cannot be reconsidered.
 - e. It cannot be made while the Association is voting or verifying the vote unless the vote is by ballot.

- N) Call for Orders of the Day. (Privileged Motion)
 - 1) Purpose is to demand that the Association conform to its order of business or program.

 - 2) A call for orders of the day can be made only when the order of business is being varied from and when no other privileged motion is pending. It is out of order to call for orders of the day when there is no variation from the order of business. No subsidiary motion may be applied to a call for orders of the day.

 - 3) Pertinent Facts.
 - a. A second is not required.
 - b. It is un-debatable and un-amendable.
 - c. A two-thirds negative vote is required to not return to the regular orders.
 - d. It cannot be reconsidered.

- O) Take from the Table. (Unclassified Motion)
 - 1) Purpose is to again bring a question before the Association for further consideration.

 - 2) A motion cannot be taken from the table until some business has been transacted since it was tabled. When taken from the table, the motion is in exactly the same condition as when tabled.

 - 3) Pertinent Facts.
 - a. A second is not required.
 - b. It is un-debatable and un-amendable.
 - c. A majority vote is required.
 - d. It cannot be reconsidered.

- P) Reconsider. (Unclassified Motion)

- 1) Purpose is to permit the reconsidering of a vote previously taken on a motion and to again reconsider the question.
 - 2) A motion to reconsider must be made by a member who voted on the prevailing side, unless the vote was by ballot. It is also necessary to offer the motion on the day the vote was taken or on the next calendar day.
 - 3) Pertinent Facts.
 - a. A second is not required.
 - b. It is debatable if the question to be reconsidered is debatable.
 - c. It is un-amendable.
 - d. A majority vote is required.
 - e. It cannot be reconsidered.
- Q) Rescind. (Unclassified Motion)
- 1) Purpose is to cancel action taken by the Association.
 - 2) Any action, except action that cannot be reversed, may be rescinded by the Association. The motion to rescind is a main motion and can be made by any member when no motion is pending. It is debatable and opens the main question to debate if the main question is debatable.
 - 3) Pertinent Facts.
 - a. A second is not required.
 - b. It is debatable and amendable.
 - c. A majority vote is required if previous notice of the proposed action was given, otherwise a two-thirds vote is required.
 - d. It cannot be applied to action that cannot be reversed.
 - e. Only the negative vote can be reconsidered.

15.6 Miscellaneous

- A) Adopting an Order of Business.
- 1) An order of business will be established and the following items will be included in an inclusive order of business:
 - a. Opening ceremony.

- b. Secretary's Report.
 - c. Chief Financial Officer's Report.
 - d. Director's Reports.
 - e. Committee Reports.
 - f. Old Business.
 - g. New Business.
 - h. Closing ceremony.
- 2) If it is desired to transact business out of its order, when an order of business has been adopted, it is necessary to suspend the rules, which requires a two-thirds vote.
- B) Committees.
- 1) Committees are usually either classed as "standing" or "special."
 - 2) The chairman of a committee is usually responsible for calling committee meetings but such may be called by any two of its members.
 - 3) The rules for conducting business in committees differ somewhat from those of conducting business in an association meeting, unless the committee is a very large one. For example, it is not necessary for one to rise and address the chair before making a motion or speaking. The chairman does not rise to put the question or leave the chair to speak or make motions. In committee meetings, it is not necessary to second motions.
- C) Committee Reports.
- 1) When committees have been charged with the responsibility of investigating or reporting upon a matter, their report should close with a formal resolution pertaining to all their recommendations. The Association may then adopt or reject their recommendation.
 - 2) If a report contains only information for the Association members, there is no necessity for adopting the report. If the report contains a recommendation or action to be taken, then a motion to "accept the report" should be offered. If this passes, the Association has then assumed responsibility for the committee report.
 - 3) A copy of each committee report should be filed with the Secretary.
- D) Chief Financial Officer's Report.

- 1) A financial report from the Chief Financial Officer is not acted upon by the Association. Such a report is for information only since it will later be checked by an audit committee, which will make a report upon which the Association must act. For this reason, the Chief Financial Officer's report should never be accepted by the Association.
 - 2) Following a report from the Chief Financial Officer, the President should remark that it is for the information of members and will be referred to the auditing committee. A copy of the report should be filed with the auditing committee and with the Secretary for his information.
- E) Minutes of Meetings.
- 1) The reading of the minutes is usually requested by the President stated: "We will now have the minutes of the previous meeting."
 - 2) After the Secretary has read the minutes, the President may remark: "Are there any corrections or additions to the minutes? (Pause) If not, they stand approved as read." (One tap of the gavel follows.)
 - 3) Following the approval of the minutes, they should be signed by the President. It is proper for the Secretary to take the minutes to the President's station for this signing.
 - 4) Minutes may be corrected at any time without reconsidering the vote approving them. They may also be corrected whenever the error is noticed regardless of the time, which has elapsed.
 - 5) Corrections are usually made informally by the chair directing the correction to be made. If an objection is made, a formal motion in the form of an amendment may be offered and voted upon by the Association.
 - 5) Minutes of the meeting shall be reviewed by legal counsel and approved as to form and sufficiency before becoming final.

16.0 MAINTENANCE, REVIEW & AMENDMENTS OF THE MANUAL

This Manual should serve as a tool for conducting the Association's business in a professional, efficient and orderly manner. Its purpose is to facilitate operations in a fair, equitable way for the benefit of all Association members. It should not be ignored. If it is a hindrance or becomes outdated, it should be amended.

16.1 Responsibility for Manual Maintenance

The maintenance of the Manual shall rest with the Publications Committee of the Association. All officers and board members shall have a current copy. Other copies may be distributed at the discretion of the Board of Directors. All changes made during the year shall be published and distributed to current users as the changes are approved by the Board.

16.2 Annual Review by IAHP Publications Committee

The IAHP Publications Committee shall be responsible for an annual review of the manual. The Committee may designate some other body within the Association to review and report its recommendations for changes to the Board.

16.3 Amendment Procedures

Recommended changes to the manual shall be made in writing to the Chair of the IAHP Publications Committee for review and submission to the Board of Directors.

Approved by the Board of Directors of International Association of Helicopter Maintenance Professionals, Inc. as amended on this XX day of XX, 2015.

Secretary

APPENDIX "A"

ARTICLES OF INCORPORATION

OF THE

INTERNATIONAL ASSOCIATION OF

HELICOPTER MAINTENANCE PROFESSIONALS INCORPORATED

I. NAME

The name of the corporation is INTERNATIONAL ASSOCIATION of HELICOPTER MAINTENANCE PROFESSIONALS INCORPORATED.

II. PURPOSES AND POWERS

The purposes for which this corporation is formed are:

(a) The specific and primary purpose is to promote the future of the helicopter maintenance professional as a career, providing a forum for the exchange of thoughts, ideas and information between members, and always acting in support of public safety through training, networking, advocacy and educational programs. To also develop, prepare, disseminate and evaluate information with respect to safe maintenance practices and procedures applicable to helicopter operations.

(b) The general purposes and powers are:

(i) To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including, without limitation, shares of stock, bonds, and securities of other corporations.

(ii) To sell, convey, exchange, lease, mortgage, encumber, transfer on trust, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

(iii) To make and perform contracts in furtherance of the purposes of this corporation.

(iv) To act as trustee under any trust incidental to the principal objects of the corporation, and receive, hold, administer and expend funds and property subject to such trust.

(v) To borrow money, contract debts and, from time to time, issue bonds, notes, and debentures, and to secure the payment or performance of its obligations.

(vi) To sue and be sued.

(vii) To qualify to carry on its nonprofit activities in any other state, territory, dependency, or foreign country, and to conduct its nonprofit activities within or without the State of Arizona.

(viii) To adopt, use, and at will alter a corporate seal, but failure to affix a seal shall not affect the validity of any corporate instrument.

(ix) To do all other acts necessary or expedient for the administration of its affairs and the attainment of its purposes.

(x) To have and exercise all the rights and powers conferred on nonprofit corporations under the General Nonprofit Corporation Law of Arizona, as such law is now in effect or may at any time hereafter be amended.

(xi) To act as principal, agent, joint venture, partner or in any other capacity which may be authorized or approved by the Board of Directors of the corporation which the Board may deem proper or convenient in connection with any of the foregoing purposes, or which may be calculated directly or indirectly to promote the interests of this Corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by a reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

(c) Notwithstanding, any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

III. ORGANIZATION

This corporation is a nonprofit public benefit corporation and is not for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

IV. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business and the retention of its official books and records shall be such place as is designated by a majority of the Board of Directors, and may be located either within or without the State of Arizona.

V. DIRECTORS

The names and addresses of the persons who are to act in the capacity of Corporation Officers until the selection of their successors are:

Name/Address - TBS

VI. ACTION BY CONSENT OF BOARD 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 the unanimous written consent of the board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

VII. BYLAW PROVISIONS

(a) Directors. The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors shall be as stated in the Bylaws.

(b) Members. The authorized number, if any, and qualifications of members of the corporation, the filling of vacancies, the different classes of membership, if any, the property, voting and other rights and privileges of members, their liability for dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated by the Bylaws.

VIII. DEDICATION AND DISSOLUTION

(a) The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of a private person.

(b) On the dissolution or winding up of the corporation its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

(c) If this corporation holds any assets on trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, on petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

IX. LIMITATION ON CORPORATE ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

X. DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES

Notwithstanding any other provision in these Articles of Incorporation, 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 4942 of the Internal Revenue Code of 1954.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954.

XI. NAME OF EXISTING ASSOCIATION

The name of the unincorporated association which is being incorporated is International Association of Helicopter Maintenance Professionals.

IN WITNESS WHEREOF, the undersigned, being the President and the Secretary, respectively, of the International Association of Helicopter Maintenance Professionals, the unincorporated association which is being incorporated hereby has executed these Articles of Incorporation on Month/Day/Year.

President/CEO

Association Secretary

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 nontransferable and no 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**

APPENDIX “C”

AUDIT COMMITTEE

I. PURPOSE

Applying the principle that good governance leads to greater organizational effectiveness, and recognizing that good governance includes compliance with laws and adherence to recommended best practices applicable to nonprofit corporations, the IAHMP aspires to subscribe to good governance practices in all areas of operations. Further, recognizing that the Board of Directors of a nonprofit corporation must engage in active, independent, and informed oversight of the activities of the corporation, particularly in the area of finances, the Audit Committee is constituted in accordance with recommended best practices to oversee the accounting and internal control practices of the Association.

I. AUTHORITY

In accordance with the IAHMP Bylaws and Policies & Procedures Manual, limited authority is granted to the Audit Committee. That authority includes:

- A) Ensuring that an annual audit of the Association’s finances and accounting and internal control practices is conducted by an independent auditing firm.
- B) Selecting, hiring, and setting the compensation of the auditor.
- C) Overseeing the auditor’s activities.
- D) Setting rules and processes for complaints concerning accounting and internal control practices.
- E) Overseeing implementation and enforcement of the Board’s Conflict of Interest Policy.
- F) Engaging independent counsel and other advisors as required.
- F) Also known as “taking the power of the Board”, conducting ALEA business to the extent necessary and prudent in the performance of Committee activities.

III. COMPOSITION OF COMMITTEE

- A) All members of the committee should be independent (not part of the management team and not receiving compensation for services rendered to the Association) members of the Board.

- B) At least one member of the committee should be a financial expert and have adequate financial literacy to understand, analyze, and reasonably assess the financial statements of the Association and the competency of the auditors.
- C) No members of the staff shall serve on the committee.

II. GENERAL DUTIES AND RESPONSIBILITIES

The Audit Committee shall:

- A) Ensure that an annual audit of the Association's finances and accounting and internal control practices is conducted by an independent auditing firm.
- B) Select, hire, and set the compensation of the auditor.
- C) Ensure that the auditor has the requisite skills and experience to carry out the auditing function.
- D) Conduct a planning meeting with the auditor prior to the annual audit.
- E) Pre-approve all auditing and non-auditing services.
- F) Oversee the auditor's activities.
- G) Meet with the auditor following the audit and prior to its release to the Board to review the audit and recommend its approval or modification to the Board. Items to be discussed include: critical accounting policies and practices used by the Association; alternative treatments; and discussions with management on management's views of internal control policies and practices.
- H) Ensure that the auditor or auditing firm, or at least the lead and reviewing partners, are rotated at least every five years.
- I) Ensure that the auditing firm is not used for non-auditing services (bookkeeping, financial information services, appraisal services, actuarial services, management or human resource services, investment advice, legal services, and other expert services unrelated to the audit). The committee may, however, pre-approve certain services, such as tax preparation and the preparation of Required Form(s), which can be carried out by the auditing firm. This pre-approval is waived for non-auditing services if the value of the non-auditing services is less than five percent of the total paid by the Association to the auditing firm for auditing services.

- J) Ensure its independence from the Budget management Committee.
- K) Set rules and processes for complaints concerning accounting and internal control practices.
- L) Oversee implementation and enforcement of the Board's Conflict of Interest Policy.
- M) Engage independent counsel and other advisors as required.
- N) Encourage financial literacy training for all Board members.
- O) Report, in the required format, all actions (including expenditures of Association funds) performed by the committee.
- P) Hold a meeting at least twice each calendar year, to include a meeting prior to each regularly scheduled IAHP Board of Directors meeting.
- Q) Prepare a report of activities to be distributed at the General Business Meeting.

V. CHAIN OF COMMAND

The IAHP Audit Committee has a higher level of independence than all other committees of the Association, reporting to and receiving direction from the Board of Directors as a whole.

PUBLICATIONS COMMITTEE

I. PURPOSE

The production of regularly scheduled publications by an association is widely recognized as an excellent tool for the dissemination of association business to its members, a medium for the exchange of information to the membership, and an invaluable asset in the recruiting of new members and the retention of current members. In the furtherance of the mission of the IAHP, the Publications Committee is constituted to oversee the production of IAHP publications including the association's magazine, the Annual Conference Program Guide, the IAHP Membership Directory, and the IAHP E-Newsletter.

II. AUTHORITY

In accordance with the IAHP Bylaws and General Manual, limited authority is granted to the Committee. That authority includes:

- A) Negotiating with all agencies, companies, or persons in regards to providing services pertaining to the production and distribution of IAHMP publications.
- B) Coordinating with appropriate agencies, companies, or persons the production and distribution of IAHMP Publications in accordance with contracts and the pre-set issue schedule.
- C) Approving a draft copy of IAHMP publications prior to final production.
- D) Approving deviations from published advertising rates.
- E) Approving expenditures of IAHMP funds in accordance with contracted and/or budgeted dollar amounts.
- G) Also known as “taking the power of the Board”, conducting IAHMP business to the extent necessary and prudent in the performance of Committee activities.

III. GENERAL DUTIES AND RESPONSIBILITIES

- A) The IAHMP Publications Committee shall:
 - 1. Working with the COO and CFO, prepare a proposed budget for the production and distribution of IAHMP Publications on an annual basis.
 - 2. Negotiate with all agencies, companies, or persons in regards to providing services pertaining to the production and distribution of IAHMP publications and make recommendations to the Board of Directors.
 - 3. Coordinate with appropriate agencies, companies, or persons the production and distribution of IAHMP publications in accordance with contracts and the pre-set issue schedule.
 - 4. Approve a draft copy of IAHMP publications prior to final production.
 - 5. Approve deviations from published advertising rates.
 - 6. Review invoices pertaining to the production and distribution of IAHMP publications to ensure compliance with contracted and/or budgeted dollar amounts and approve for payment.

7. Periodically review established advertising rates and recommend adjustments to the Board of Directors.
8. Periodically review the contracts of agencies, companies, or persons providing services pertaining to the production and distribution of IAHP publications to ensure the IAHP is paying fair market value for the services rendered.
9. Maintain liaison with advertisers and the ad sales representative to ensure the IAHP is properly represented.
10. Correspond with all appropriate agencies, companies, or persons to the furtherance of the professionalism of the IAHP publications.
11. Assist the Editorial Director, when necessary, in the solicitation and acquisition of editorial.
12. Periodically review and revise the static publications distribution lists for up to date distribution.
12. Periodically review and revise the static publications distribution lists for up to date distribution.

B) Additionally, the Publications Committee is responsible for:

1. Auditing each issue publication to ensure compliance with insertion orders and established advertising rates.
2. Auditing the income and expenses generated by ALEA publications to ensure compliance with budgeted amounts and notifying the CFO when audits indicate that expenses will exceed or income will fall short of these amounts.
3. Reporting, in the required format, all actions (including expenditures of Association funds) performed by the Committee.
4. Holding a meeting at least twice each calendar year, to include a meeting prior to each regularly scheduled IAHP Board of Directors meeting.
5. Preparing and delivering a report of activities at the General Business Meeting.
6. Exercising oversight on all matters pertaining to ALEA publications.

IV. CHAIN OF COMMAND

Except for the reporting requirements identified elsewhere, the IAHPM Publications Committee exercises the Chain of Command from the Committee Chair to the Chief Operating Officer. Direction may also be received from the President.

AWARDS AND SCHOLARSHIPS COMMITTEE CHARTER

I. PURPOSE

- A) It is the purpose of the IAHPM Awards and Scholarships Committee, in conjunction with the IAHPM Board of Directors, to provide a total of twelve (12) academic scholarships to selected children of IAHPM members in good standing.
- B) Additionally, it is the purpose of the IAHPM Awards and Scholarships Committee, in conjunction with the IAHPM Board of Directors, to provide a total of six (6) awards which recognize an individual or individuals whose personal efforts or actions have perpetuated the professionalism and advancement of helicopter maintenance professionals.

II. AUTHORITY

- A) Limited authority is granted to the Committee in accordance with the IAHPM Bylaws, Articles of Incorporation and the IAHPM Policies & Procedures Manual. That authority includes.
 - 1. Performing all acts necessary in the fulfillment of all duties and responsibilities of the Awards and Scholarships Committee.
 - 2. Preparing written correspondence as directed in the General Duties and Responsibilities..
 - 3. Meeting at such time and place as necessary in the performance of Committee activities.
 - 4. Also known as “taking the power of the Board” conducting IAHPM business to the extent necessary and prudent in the performance of committee activities.

NOTE: IAHPM letterhead is permitted for correspondence required herein.

III. GENERAL DUTIES AND RESPONSIBILITIES

- A) The ALEA Awards and Scholarships Committee shall:
1. Develop awards and Scholarships criteria and distribute nomination forms and scholarship applications.
 2. Advertise the IAHMP Awards and Scholarships process in the association's official magazine.
 3. In conjunction with the IAHMP Home Office, the committee will analyze incoming award nominations and scholarship applications and select the annual award winners and scholarship recipients.
 4. Prepare a list of award winners and scholarships recipients for the IAHMP President. This list will be used by the President for the notification process.
 5. Prepare letters of notification to both nominators and applicants informing them of the results of the committee's selection process.
 6. Report in the required format, all actions (including expenditures of Association funds) performed by the Committee.
 7. Hold a meeting at least twice each calendar year, to include a meeting prior to each regularly scheduled IAHMP Board of Directors meeting, and distribute the agenda in required format to each committee member before each scheduled meeting of the committee.
 8. Prepare and deliver a report of activities at the annual General Membership Meeting.

B). Additional Duties & Responsibilities

In an effort to promote helicopter maintenance professionalism and bring additional recognition to IAHMP award winners and the Association, the committee shall keep abreast of other, aviation, and association management awards for which IAHMP award winners, the Association and/or its employees, contractors, volunteers, or other members may be eligible, and nominate them accordingly.

C) Chain of Command

Except for the reporting requirements identified elsewhere, the IAHMP Awards and Scholarships Committee exercises the Chain of Command from the Committee Chair to the Chief Operating Officer. Direction may also be from the President.

MEMBERSHIP COMMITTEE

I. PURPOSE

It is acknowledged that a strong membership is viable to the future growth of the International Association of Helicopter Maintenance Professionals. The IAHMP Membership Committee is constituted to provide oversight to insure continued growth within all classes of IAHMP Membership.

II. AUTHORITY

A) Limited Authority is granted to the Committee in accordance with the IAHMP Bylaws, Articles of Incorporation or the IAHMP General Manual. That authority includes:

- 1) To do all acts necessary in the performance of all duties imposed on the Membership Committee collectively or individually.
- 2) Written correspondence is limited to Interoffice Memos signed by the Committee Chair of the entire Committee, whichever is deemed appropriate by the Chair of the Association.
- 3) To meet at such time and place as necessary in the performance of Committee activities.

NOTE: Unless specifically authorized by the IAHMP President, correspondence on IAHMP letterhead is prohibited.

II. GENERAL DUTIES AND RESPONSIBILITIES

A) The IAHMP Membership Committee shall:

- 1) Periodically review the membership dues structure and evaluate the cost of membership service.
- 2) Determine the need, if necessary, to create new incentive programs and/or materials to aid in the recruitment and retention of IAHMP members.

- 3) Report to the President and Board of Directors as required.
- 4) Reporting, in the required format, all actions (including expenditures of Association funds) performed by the Committee.
- 5) Hold a meeting at least twice each calendar year and report the agenda in required format for distribution to each committee member before every scheduled meeting of the Committee.

IV. CHAIN OF COMMAND

Except for the reporting requirements identified elsewhere, the IAHP Membership Committee exercises the Chain of Command from the Committee Chair to the President. Direction may also be from the Chief Operating Officer if the President is not available.

A) Membership Recruiting Awards Program:

It is acknowledged that membership recruiting has considerable value to our association and further that extraordinary individual effort in this regard should be recognized. As such, the IAHP Membership Recruiting Awards Program, known as the "Refer-a-Member Program" shall consist of the following:

- 1) Each member who brings in 3 new members will receive one year of free membership.
- 2) Each member who brings in 9 new members will receive one free conference registration.
 - a. Each member who brings in 12 new members will receive one free preconference course. The person who brings in the most new members is also the recipient of the Recruiter of the Year Award (name on plaque and presentation of the trophy at the general business meeting).

B) The Membership Manager, in conjunction with the Membership Committee, shall administer this program. Records of the individual recruiting efforts of IAHP members shall be maintained for each annual period beginning July 1st through June 30th of the following year. The names of member(s) qualifying for the awards will be forwarded to the Chairman of both the Awards and Scholarships Committee and the Membership Committee. The Chairman of the Awards and Scholarships Committee shall acknowledge these names at the Annual Awards Banquet. At the IAHP General Membership Meeting, the President, or his designee, will announce and/or present the awards.

These award recipients will be notified of their award status and invited to the appropriate event.

SAFETY COMMITTEE

I. PURPOSE

The specific and primary purpose is to develop, promote and disseminate a safety program with respect to the safe utilization of public safety aviation units. It is a function of the International Association of Helicopter Maintenance Professionals Association to provide an effective safety program that can be utilized by its members to provide safe and professional service to their agencies and the public.

II. AUTHORITY

- A) In accordance with the IAHMP Bylaws and Policies & Procedures Manual limited authority is granted to the Committee. That authority includes:
 - 1) Evaluate subject matter that should be provided to IAHMP members.
 - 2) Assist the Safety Program Manager in selecting instructional material and qualified instructors to present material if necessary.
 - 3) Develop, with input from the Safety Program Manager, a budget for the Safety Program.
 - 4) Work with the Education Program Manager, IAHMP staff and the Safety Program Manager to disseminate relevant information to the membership.
 - 5) "Taking the power of the board" when so directed when conducting IAHMP business to the extent necessary in the performance of Committee activities.
- B) Written correspondence is limited to Interoffice Memo signed by the Committee Chair or the entire committee, whichever is deemed appropriate by the Chair. Unless authorized by the President, correspondence on IAHMP letterhead is prohibited.

III. GENERAL DUTIES AND RESPONSIBILITIES

- A) The IAHMP Safety Committee shall:
- 1) Work with the Safety Program Manager to develop material relevant to the Safety Program to be presented to the membership and the public.
 - 2) Provide assistance to the Regional/Country Directors for the presentation of the Safety Program at Regional/Country Safety Seminars.
 - 3) Work with the Safety Program Manager to disseminate information to the membership through articles in the Association's official magazine, the IAHMP website and conference and seminar classes and courses.

IV. CHAIN OF COMMAND

Except for reporting requirements identified elsewhere, the Safety Committee exercises the Chain of Command from the Committee Chair to the President. Direction may also be received from the Board.

UNMANNED AIRCRAFT SYSTEMS COMMITTEE

I. PURPOSE

Whereas the emergence of unmanned aircraft systems (UAS) as a resource for a wide variety of public safety applications represents one of the most significant advancements since the beginning of flight; and whereas the relatively low cost of small unmanned aircraft systems (UAS) provides an opportunity for the proliferation of these systems in public safety operations as agencies operating conventional aircraft supplement their capabilities, and those which heretofore could not afford aviation assets enter into public safety aviation to benefit from the situational awareness provided by an aerial perspective; and recognizing that the rapid advancement of this technology creates unique operational challenges for public safety operators, the IAHMP Board of Directors has constituted the formation as deemed necessary of the Unmanned Aircraft Systems Committee.

The committee shall monitor the UAS industry and legislation that may affect public safety aviation's use of these systems, and report significant events to the membership; advocate for the lawful, responsible, and safe use of UAS; provide guidance to the public safety community on the use of UAS; and actively promote UAS as an essential and effective public safety tool.

II. AUTHORITY

In accordance with the IAHMP Bylaws and Policies & Procedures Manual, limited authority is granted to the Committee. That authority includes:

1. Evaluating subject matter that should be disseminated to ALEA members.
2. Developing programs to educate public safety operators on the benefits and operations of UAS for Board consideration.
3. Representing the Association at UAS related meetings and events in accordance with the Board-approved budget.
4. Written correspondence limited to Interoffice Memos signed by the Committee Chair or the entire Committee.
5. Meeting at such time and place as necessary in the performance of Committee activities.
6. Also known as “taking the power of the Board”, conducting IAHMP business to the extent necessary and prudent in the performance of Committee activities.

III. GENERAL DUTIES AND RESPONSIBILITIES

- A. The Unmanned Aircraft Systems Committee shall:
 1. Monitor the UAS industry and disseminate significant information to the Board and membership through accepted IAHMP communication vehicles.
 2. Monitor legislation that may affect public safety aviation’s use of UAS and disseminate significant information to the Board and membership through accepted IAHMP communication vehicles.
 3. Have a committee member act as a representative of the Association and participate in public safety UAS-related meetings and events sponsored by other associations in accordance with the budget approved by the Board.
 4. Advocate for the lawful, responsible, and safe use of UAS when representing the Association and through accepted IAHMP communication vehicles.

5. Provide guidance to the public safety community on the use of UAS through the proposal of educational concepts to be considered by the Board for development into training programs.
6. Actively promote UAS as an essential and effective public safety tool when representing the Association and through accepted IAHMP communication media.
7. Report, in the required format, all actions (including expenditures of Association funds) performed by the Committee.
8. Hold a meeting at least twice each calendar year, to include a meeting prior to each regularly scheduled IAHMP Board of Directors meeting.
9. Prepare and deliver a report of Committee activities at the General Membership Meeting.

IV. CHAIN OF COMMAND

Except for the reporting requirements identified elsewhere, the IAHMP UAS Committee exercises the Chain of Command from the Committee Chair to the Chief Operating Officer. Direction may also be received from the President.

BUDGET MANAGEMENT COMMITTEE

I. PURPOSE

Understanding that an organization can be effective only if it has sufficient finances to meet its purpose, and recognizing that one of its primary fiduciary responsibilities to the Association and its members is to ensure adequate financial resources, the IAHMP Board of Directors has constituted the Budget Management Committee to provide conscientious oversight of the management of the Association's resources.

II. AUTHORITY

In accordance with the IAHMP Bylaws and Policies & Procedures Manual, limited authority is granted to the Budget Management Committee. That authority includes:

1. Preparation of an annual budget for review and adoption by the Board.

2. Monitoring income and expenses against the approved budget and making adjustments where necessary to ensure availability of adequate resources.
3. Overseeing investment performance and approving investments from those suggested by the Association's professional investment advisor(s).

III. GENERAL DUTIES AND RESPONSIBILITIES

The Budget Management Committee shall:

1. Prepare an annual budget for review and adoption by the Board.
2. Monitor income and expenses against the approved budget and make adjustments where necessary to ensure availability of adequate resources.
3. Review the Investment Policy, ensuring it meets the Association's short - and long-term goals, and suggest changes to the Board as needed.
4. Review monetary policies, ensuring that they balance the Association's short- and long term needs.
5. Work closely with the Association's professional investment advisor(s) to ensure adequate asset allocation and diversification in managed accounts, ensuring compliance with the Association's investment and monetary policies.
6. Oversee investment performance and approve investments from those suggested by the Association's professional investment advisor(s).
7. Ensure that there are adequate reliable and diverse revenue sources to meet the Association's income needs.
8. Ensure adequate cash management controls.
9. Monitor the Association's reserve funds.
10. Ensure that the Association's financial systems and practices meet accepted standards.
11. Ensure that the Association is not subject to unnecessary financial risk.
12. Prepare, or cause to be prepared, financial reports as required to the Board of Directors.

13. Hold a meeting at least twice each calendar year, to include a meeting prior to each regularly scheduled IAHMP Board of Directors meeting.
14. Report, in the required format, all actions (including expenditures of Association funds) performed by the committee.
15. Prepare a report of activities to be distributed at the General Business Meeting.
16. Report on the financial condition of the Association annually to the general membership.
17. Encourage financial literacy training for all Board members.

V. CHAIN OF COMMAND

The IAHMP Budget Management Committee, being chaired by the Chief Financial Officer, exercises the Chain of Command from the Committee Chair to the President. Direction may be received from the President and /or the Board of Directors as a whole.

APPENDIX “D”

INTERNATIONAL ASSOCIATION OF HELICOPTER MAINTENANCE PROFESSIONALS

Statement of Investment Policy

Introduction

This statement of investment policy provides guidelines for investing the funds held by the International Association of Helicopter Maintenance Professionals (IAHMP). IAHMP is a (federally recognized tax code number) tax exempt educational corporation founded in 201X to provide the membership with a global self-sustaining association committed to promoting and advancing the Airframe & Powerplant/Aircraft Maintenance Engineer helicopter maintenance community at the individual level. Be an advocate and voice for helicopter maintenance professionals to the regulatory communities, helicopter industries and other related associations worldwide.

Its vision is to:

Promote the future of the helicopter maintenance professional as a career.

Promote safety and professionalism according to the applicable regulatory rules in effect.

Work with the global regulatory community to:

Create more uniform training/qualifications for obtaining an Airframe & Power Plant/Aircraft Maintenance Engineer license that is universally recognized across multiple geographic borders.

Provide a forum for the exchange of thoughts and information between members.

Work with the helicopter industry to create more Airframe & Powerplant/Aircraft Maintenance Engineer apprentice programs.

Support continuing education and work to provide educational opportunities for the association’s membership.

The following fund categories have been identified for the purposes of this policy statement: the

General Operating Fund

Purpose: To provide sufficient cash to meet the financial obligations of the Association in a timely manner.

Investment Objective: Preservation of capital and liquidity.

Allowable Investments: Banking industry recognized insured accounts, money market funds, and other obligations maturing in less than one year.

Goal: It is anticipated that a reserve of one month's operating expenses (currently and conservatively estimated at \$xxx,xxx.xx) is sufficient to match incoming cash flows with expenses on a day-to-day basis. This reserve will be maintained in a least one bank checking account and one bank savings/money market account. The amount of reserves necessary to meet the cash flow demands will be reviewed at least annually. Income generated from this portfolio will be reinvested in this Fund in an amount which is necessary to maintain one month's estimated operating expenses. Excess income earned may be added to the Long Term Reserve Fund, Building Repair/Capital Improvement Fund, and/or Building Fund on an ad hoc basis and as determined by the Chief Financial Officer and President.

Short to Medium Term Reserve Fund

Purpose: To meet unanticipated and unbudgeted expenses, cover any shortfall due to a reduction in income from association activities, and for non-building related capital expenditures over the next one to five years.

Investment Objective: Income, preservation of capital, and liquidity with a time frame of one to five years.

Allowable Investments: Money market funds, certificates of deposit, Government and agency obligations, and AA corporate bonds, with no more than intermediate durations. Mutual funds consisting of bonds listed above and with short or intermediate durations are also permitted.

Goal: Maintain a minimum of 12 month's operating expenses (currently estimated at \$xxx,xxx,xxx.xx), plus two month's operating expenses (currently estimated at \$xxx,xxx.xx) to cover any unanticipated or unbudgeted expenditures, for a total of \$x.x million within this Fund. Income generated from this portfolio will be reinvested in this Fund in an amount which is necessary to maintain 14 month's operating expenses. Excess income earned may be added to the Long Term Reserve Fund, Building Repair/Capital Improvement Fund, and/or Building Fund on an ad hoc basis and as determined by the Chief Financial Officer and President.

Long Term Reserve Fund

Purpose: To invest money expected to be held longer than five years in such a manner as to enhance the purchasing power of the money and to provide financial stability to the Association.

Investment Objective: To achieve a real rate of return of five percent above inflation over a three- to five-year time frame. Funds should be invested to minimize volatility over trailing twelve-month periods.

Allowable Investments: Stocks, bonds, and mutual funds. Exposure to stocks should be limited to 80 percent. The remainder of the portfolio will be invested in bonds, bond funds, and cash.

Goal: A stock and bond, and/or mutual funds portfolio with no more than 80 percent in stocks and the remaining monies in bonds and cash. All income and dividends earned from this portfolio will be reinvested in this Fund. There are no dollar limits in this fund.

General Note: It is intended for this Fund to represent a balanced and diversified portfolio(s) that contains appropriate allocations of assets and representation of sectors.

Purpose: To provide sufficient cash to meet the building repair and capital improvement needs of the Association.

Investment Objective: Preservation of capital and liquidity.

Allowable Investments: Traditional banking insured accounts, money market funds, and Government or agency obligations maturing in less than one year.

Goal: TBD.