

BYLAWS OF THE AVIATION SUPPLIERS ASSOCIATION

AVIATION SUPPLIERS ASSOCIATION

BYLAWS

ARTICLE 1

NAME, PURPOSE AND OFFICES

SECTION 1. Name. This corporation shall be known as the Aviation Suppliers Association [hereinafter called the Association]. The Association is incorporated in the state of Delaware.

SECTION 2. Purpose. The purposes of this organization shall be to support and promote the common business interests of aviation parts and equipment suppliers; and to strive to meet the Goals described in these Bylaws. Within the legal confines of its not-for-profit status, the Association may do anything necessary, suitable, or proper for the accomplishment, attainment or furtherance of any of this purpose.

SECTION 3. Office. The office of the Association shall be in the greater Washington, DC area.

SECTION 4. Other Offices. The Association may also have an office or offices at any such place or places, either within or outside of the District of Columbia, as the Board of Directors may from time to time determine.

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ARTICLE II GOALS AND DURATION

SECTION 1. The goals of this Association are:

- Support industry initiatives which address the integrity of all aircraft parts;
- Support in cooperation with government agencies and/or industry groups, an industry accreditation program for distributors;
- To advocate the enactment of just and proper laws governing the aviation industry;
- To promote closer relations with and cordial cooperation among the members and other industry associations and government entities globally;
- To promote aviation safety in general;
- To provide education and training to the industry.

SECTION 2. The period of duration of this Association is perpetual.

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ARTICLE III MEMBERSHIP

SECTION 1. **Classes of Membership.** There shall be three classes of Association membership: Regular, Associate and Individual.

SECTION 2. **Regular Membership: Qualifications.** Any person, firm, or corporation engaged in the business of maintaining an inventory of aircraft parts and selling said parts, including a distributor who may or may not maintain a fixed inventory, is eligible for regular membership in the Association, provided that the applicant adheres to such membership requirements as may be established by the Association, including but not limited to the payment of dues.

SECTION 3. **Regular Membership: Privileges.** Regular members in good standing shall have the right to participate in the activities of the Association. A member in good standing is eligible to be nominated for the Board of Directors, and if elected, to serve on the Board of Directors. The members shall nominate and elect a Board of Directors. Each member in good standing shall be entitled to one vote for each vacant Board of Directors position and one vote for each issue put forth to the membership for a vote.

SECTION 4. **Associate Membership: Qualifications.** Any person (other than a natural person), firm, or corporation that is not eligible for regular membership but that is engaged in any business or activity that relates to or interacts with persons or businesses eligible for regular membership is eligible for associate membership in the Association, provided that the applicant adheres to such membership requirements as may be established by the Association, including but not limited to the payment of dues. A company that is eligible for Regular membership may not join as an Associate member.

SECTION 5. **Associate Membership: Privileges.** Associate members in good standing shall have the right to participate in the activities of the Association, but shall have no right to nominate, to elect, nor to serve as a member of the Board of Directors. Associate Members shall not be entitled to cast a vote for an issue put forth to the membership for a vote. Exception: An employee of an air carrier holding membership under Section Nine of

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this Article may be appointed to the Board of Directors in accordance with these Bylaws, and may serve if so-appointed.

SECTION 6. Individual Membership: Qualifications. Any natural person that is not eligible for regular membership (and that is not an employee, owner, officer or director of an entity that could qualify for regular membership) but that is engaged in any business or activity that relates to or interacts with persons or businesses eligible for regular membership is eligible for Individual membership in the Association, provided that the applicant adheres to such membership requirements as may be established by the Association, including but not limited to the payment of dues. A person that is eligible for Regular membership may not join as an Individual member.

SECTION 7. Individual Membership: Privileges. Individual members in good standing shall have the right to participate in the activities of the Association, but may not extend the benefits of membership to any other person or entity and shall have no right to nominate, to elect, nor to serve as a member of the Board of Directors. Individual Members shall not be entitled to cast a vote for an issue put forth to the membership for a vote.

SECTION 8. Membership in Good Standing. A "member in good standing," as of any date, means that the member has paid all dues invoices issued more than 30 days prior to the date. Dues invoices issued less than 31 days prior that remain unpaid shall not have an adverse effect on a member's good standing.

SECTION 9. Associate Membership for Air Carriers: Qualifications. Notwithstanding eligibility for regular membership in the Association, any air carrier that is certificated under FAA Part 121, FAA Part 129, FAA Part 135 or a non-US equivalent of FAA Part 121 is eligible for an associate membership in the Association, provided that the applicant adheres to such membership requirements as may be established by the Association. Such Air Carrier Associate Members shall enjoy the following additional privileges, in addition to the those normally enjoyed by Associate Members:

- (A) an employee of such an Air Carrier Associate Member shall be eligible to be nominated for the Board of Directors,

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(B) if elected, an employee of such an Air Carrier Associate Member shall be eligible to serve on the Board of Directors

The Association may offer such memberships at a reduced price or for no fee.

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ARTICLE IV

DUES

SECTION 1. Dues are payable annually.

SECTION 2. Dues shall be set by the Board of Directors.

SECTION 3. The Board of Directors may adjust dues. Such changes may be accomplished by a Board resolution and do not require a change to these bylaws. Changes in dues shall go into effect after 30 days notice to the Members.

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ARTICLE V ANNUAL OPERATING BUDGET

SECTION 1. The President shall submit, no later than the end of the first fiscal quarter of the year being budgeted, an annual operating budget to the Board of Directors for approval.

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ARTICLE VI OFFICERS

SECTION 1. The officers of the Association shall include a President, a Secretary, a Treasurer and such other officers as the Board of Directors may elect. Any Officer, other than the President, may be either an employee of the Association, an elected member of the Board, or any other person chosen by the Board. The President shall be an employee of the Association.

SECTION 2. The officers of the Association shall be elected by the Board of Directors. Elections shall take place annually at the first meeting of the Board of Directors to occur in the calendar year. Subject to election by the Board, any number of offices may be held by the same person.

SECTION 3. The President shall preside at all meetings of the Board or of the membership. The President shall be the chief executive officer of the Association, shall have general supervision of its business and affairs, shall have the authority to hire and fire employees and fix their compensation, shall serve as an ex officio regular member of the Association, and shall serve as an ex officio member of the Board of Directors.

The President shall be responsible for depositing all moneys and other funds to the Association's credit in such depository as may be designated by the President, as approved by the Corporate Treasurer, or Board of Directors. The President shall disburse the funds of the Association in such manner as may be required to conduct the business of the Association.

SECTION 4. The Secretary shall maintain minutes of each meeting of the Board and of the Association, and shall keep custody of the minutes and other corporate documents.

SECTION 5. The Treasurer shall cause to be kept, full and accurate accounts of the receipts and disbursements of the Association, and shall render to the Board of Directors at any regular meeting whenever so requested to do so, an account of the transactions and of the financial condition of the Association.

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ARTICLE VII MEETINGS OF THE MEMBERS

SECTION 1. An open meeting for all members shall be held at least once a year at a time and place determined by the Board of Directors.

SECTION 2. Notice of the membership meeting shall be published in a form calculated to reach the members. It shall be acceptable to publish notice of the membership meeting in the Association's periodic newsletter, which is sent to all members.

SECTION 3. Election of Directors may take place at a time other than the membership meeting, at the discretion of the Board of Directors, so long as the election is conducted in a manner permitted by these Bylaws.

SECTION 4. Ten percent of the members in good standing shall constitute a quorum at any membership meeting.

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ARTICLE VIII THE BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall be comprised of the President, nine Directors who shall be elected by the Regular Members, and any Directors appointed by the Association in a manner consistent with these Bylaws. Under no circumstances shall the number of Directors (including the President) exceed 14. The Regular Members may vote by remote proxy ballot, which must be transmitted, to the Association so as to arrive before the close of the polls. The President shall determine what transmission method is appropriate for an election, and the transmission method may be by mail, facsimile transmission, or any other mechanism considered reasonable based on current technologies.

SECTION 2. Directors shall be elected for two-year terms.

SECTION 3.

a) At the time of election, each candidate for election to Director must be (1) an employee, officer, director, or owner of a company that is a regular member in good standing of the Association, or (2) an employee of an air carrier that holds membership under Article III, Section Nine of these Bylaws. Also, no person may be a candidate for election to the Board of Directors if that person is indicted for any felony charge, or is subject to administrative enforcement action for fraud or misrepresentation.

b) In the event a Director resigns or otherwise leaves employment or affiliation with the member company after being elected, the Director's term shall be immediately truncated and shall end upon the earlier of (1) the next scheduled election for one or more Directors (not a special membership election), or (2) the expected end of the Director's term, unless the Director obtains new employment with a member company (such that the Director would then be qualified to run for election under subsection (a) of this section) at least one month before the next scheduled election ("Qualifying Employment") in which case the Director's term shall not be truncated.

c) In the event a Director is indicted for any felony charge, or is subject to administrative enforcement action for fraud or misrepresentation, then the Director shall be suspended until such time as the indictment or administrative enforcement action is dismissed. While suspended, a

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Director shall not attend Board meetings, may not represent himself or herself as an agent of the Association, and shall not be listed as a Director of the Association. If the Director's term expires before the indictment or administrative enforcement action is dismissed, then the Director's term shall end and shall not be tolled.

d) In the event that a Director fails to attend two consecutive regular meetings of the Board of Directors, the Director shall forfeit his or her position; however, in the event that a Director is absent from a regular meeting of the Board of Directors because of compulsory service for military duty, such absence shall not be considered a failure to attend the meeting.

SECTION 4. In the event of a vacancy on the Board of Director, the Board may, at their discretion, choose to fill the vacancy in any of the following ways: appoint an interim Director to complete the unexpired remainder of the term, schedule a special membership election to fill the unexpired remainder of the term, or wait until the next scheduled membership election to fill the vacancy.

SECTION 5. The Board of Directors shall meet four times a year. The meetings shall occur once in each fiscal quarter. These meetings shall be considered regular meetings of the Board of Directors.

SECTION 6. The President may call a special meeting of the Board of Directors, subject to the discretion of the President.

SECTION 7. Notice for any meeting shall conform to the requirements of the governing law, and may be waived by written consent of all Directors.

SECTION 8. A majority of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board. The Board shall act by the decision of a majority of the Directors present and voting.

SECTION 9. Directors shall serve without compensation.

SECTION 10. The Board may establish such committees of the Board as it may deem appropriate. Committees shall have the power to make recommendations but shall not have the power to pass resolutions on behalf

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of the Association. Committees shall meet as required and shall report on all committee activities to the President, who shall serve as the Board's liaison to each Committee.

SECTION 11. The Board positions shall be split into two classes. The only difference between the two classes is that terms shall be staggered, so that each class is elected in alternate years.

SECTION 12. The Association may appoint non-elected Members of the Board of Directors. Appointed Directors may be appointed in place of missing Board Members or in addition to existing Board Members. Unless otherwise stated by the Board at the time of appointment, such Appointed Directors shall serve for a two-year term, unless appointed to fill a vacancy caused by a missing Board Member in which case the Appointed Director serves for the unexpired remainder of the term associated with the vacancy being filled. The term of an Appointed Director may be extended for one additional term of two years length by the nomination and resolution process. No person may serve as an Appointed Director for more than four consecutive years. Under no circumstances shall the number of Appointed Directors serving on the Board increase the number of total Board positions to a number greater than the maximum set by Section 1 of this Article VIII. The process for appointment shall be:

- 1) The President shall nominate a person who is otherwise eligible to serve on the Board of Directors.
- 2) The existing Board of Directors may approve this nomination by resolution, or disapprove it by vote. The nominee shall recuse himself or herself from the voting if the nominee is a current Member of the Board of Directors.

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ARTICLE IX SUSPENSION OR EXPULSION OF MEMBERS

SECTION 1. The President shall have the authority to suspend or expel any member for non-payment of dues or other failure to meet Association membership requirements. Association membership requirements may be found in Article III of these bylaws.

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ARTICLE X INTERPRETATION AND AMENDMENT OF ARTICLES

SECTION 1. The decision of the Board of Directors shall be final upon all questions of construction and interpretation of these Bylaws.

SECTION 2. These Bylaws may be amended by a majority vote of the Directors present at a regular or special meeting of the Board of Directors.