

ARIZONA BUSINESS AVIATION ASSOCIATION

AZBAA[®]

(Organizational By-laws)

ARTICLE I.

NAME AND OFFICE

SECTION 1. The name of the Association is the "**Arizona Business Aviation Association**", (AZBAA[®])

SECTION 2. The location of the office of the Association shall be designated by a majority of the membership.

ARTICLE II.

PURPOSE AND AIMS

SECTION 1. The **Arizona Business Aviation Association** is an organization formed to enhance communication among those involved in Business Aviation within the **State of Arizona**; to provide its members the opportunity to meet and share their experiences, knowledge and friendship; to educate and enhance professionalism, safety and efficiency through programs and guest speakers that provide information and stimulate discussion on current topics of interest and importance; to facilitate communication between those involved locally in Business Aviation to provide a unified voice representing the vote of the majority on subjects of importance that may come before the membership.

ARTICLE III.

MEMBERS

SECTION 1. Membership: The membership of the association shall consist of REGULAR, ASSOCIATE, CORPORATE, and HONORARY members.

Membership shall be held on an individual basis and shall be non-transferable.

Each REGULAR, ASSOCIATE, or CORPORATE Member Shall have the right to one (1) vote at all meetings of the Association.

SECTION 2. Regular Member: Anyone who derives 50% or greater of his/her income from Business Aviation. They may be employed by a company owning, selling, leasing, operating, chartering or maintaining a business aircraft used in the conduct of business or it is a company which sells equipment or services associated with a business aircraft used in the conduct of business.

SECTION 3. Associate Member: An Associate Member shall be any person who derives less than 50% of his/her income from business aviation, but who represents companies or interests, which are associated with the business aviation industry. An Associate Member may be a member of the Board or any committee, but cannot hold the position of an Officer on the Board of Directors.

SECTION 4. Corporate Member: Any business who derives 50% or greater of their income from Business Aviation, or owns or operates an aircraft registered in the USA for business purposes. A designated representative will be considered a REGULAR member and shall have vote privileges.

SECTION 5. Guest: A person who is not a member may attend a meeting or function of the ASSOCIATION as an invited guest, if accompanied by a member.

SECTION 6. Application for Membership: Application for membership shall be submitted in writing on a form approved by the board of directors and shall set forth the qualifications of the applicant for membership. The application, when accepted, shall be an agreement on the part of the applicant to be bound by the by-laws.

SECTION 7. Membership Dues: The Board of Directors shall recommend for Membership approval the amount of dues for the fiscal year, which will run from January 1st to December 31st. New Member applications received prior to July 1st will be expected to pay the full amount of yearly dues. Applications received after July 1st will be expected to pay half the

full amount of yearly dues, except on applications received during the month of December, dues will be credited to the next year. RETIRED MEMBERS will be expected to pay at a level half of what REGULAR MEMBERS pay. HONORARY members are exempt from the payment of dues. Membership shall expire with non-payment of dues after March 31st.

SECTION 8. Assessments: No regular or special assessments shall be levied except by a majority affirmative vote of the Members.

SECTION 9. Resignation: A member may resign at any time upon first discharging any indebtedness due the Association but shall not be entitled to a refund of any portion of unused membership due.

SECTION 10 Termination: A member may be terminated by the board of directors for conduct prejudicial to the welfare of the Corporation or its members, and may be terminated for failure to pay dues within ninety (90) days after the renewal date, after notice of, and opportunity for hearing.

SECTION 11 Membership Lists: Without consent of the Board, a membership list, or any part thereof, may not be obtained or used by any person for any purpose unrelated to a Member's interest as a Member.

ARTICLE IV.

OFFICERS, ELECTIONS AND DUTIES

SECTION 1. Principal Officers: The Principal Officers of the ASSOCIATION shall be the President, Co-Vice Presidents, a Secretary and a Treasurer. The principal Officers shall be REGULAR Members of the ASSOCIATION.

The President: The President shall be the chief officer of the Association and shall normally preside at all Membership meetings and at all board meetings. The President shall serve for two years.

The Co-Vice Presidents: In the absence of the President, the Co-Vice President designated by the President shall perform any and all of the duties of the President and shall have such other powers and perform such other duties, as the membership shall direct. Further, it shall be the duty of the Co-Vice Presidents to monitor all business throughout the year to ensure that it is conducted in accordance with AZBAA By-laws. The Co-Vice Presidents shall serve for two years.

The Secretary: The Secretary shall record all votes and minutes of all meeting proceedings: shall attend to the giving and serving of notices of

all meetings and shall keep such books and records as deemed necessary by the membership.

The Treasurer: The Treasurer shall be responsible for and have supervisory custody of all the funds and securities of the Association and shall make such payments as may be necessary or proper on behalf of the Association and shall endorse or sign all checks, notes, receipts, and vouchers for deposit in the name of the Association at a bank known to the Principal Officers and convenient to the business of the Association. Further a complete and accurate accounting of the Association's business transactions will be kept in the books of the Association and these will be open to the membership for their inspection. The Treasurer will provide a financial report of the Association to all members.

SECTION 2. Board of Directors: A Board of Directors comprised of eleven (11) members shall oversee the operation of the ASSOCIATION, define objectives and establish policy. The Board members will be:

- The Principal Officers of the ASSOCIATION
- Six (6) elected member directors

The **AZBAA** President shall preside as Chairman of the Board.

REGULAR, ASSOCIATE, and CORPORATE Members entitled to vote may elect (6) Member Directors. Terms of the elected shall be two (2) years. Elections shall be such that only three (3) elected Director position are eligible to be voted on each year. This will require an exception be made for the year, in which an additional Director position of one (1) year term will be voted on. Each Director shall hold office for the term for which he or she is elected or until there successor shall have been elected and qualified. No individual may hold more than one position.

REGULAR, ASSOCIATE, and CORPORATE Members in good standing are eligible for nomination for election to the Board.

The Principal Officers shall be REGULAR Members.

SECTION 3. Election of Principal Officers and Board Members: The terms of the President, Co-Vice Presidents, Secretary, Treasurer and Board Members shall run from January 1st of the year elected, until December 31st of the second year. Upon the end of each President's term, the President shall nominate one of the Vice Presidents to serve as the next President. Such nomination shall only have effect upon approval by the majority of the Board, except the Board shall have the option of selecting the Vice President not nominated by the President by majority vote. The Vice President not selected to be President shall continue to serve his or her full

term. The Vice President selected to be President shall have his or her position filled as provided below. The Co-Vice Presidents, Secretary, Treasurer and Board Member shall be elected as follows. On even years, one Vice-President, the Secretary and three (3) Board members shall be elected by the Association membership body. On odd years, one Vice President, the Secretary and three (3) Board Members shall be elected by the Association membership body.

Insurance: Director and Officer (D&O) insurance shall be a function of the association to protect against any litigation activity.

SECTION 4. Absence of Officers at Membership Meetings: Principal Officers shall assume the duties of those officers not in attendance. Should no Principal Officer be present, a Board Member shall preside. A member may be appointed to record the meeting's proceedings.

SECTION 5. Removal & Resignation: A director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective. One or more directors may be removed, with or without cause. No director may be removed, except as follows: (a) a two-thirds (2/3) affirmative vote of all ballots cast by a quorum, either in person or proxy; and (b) the membership eligible to vote must be given prior written notice of a meeting called for the purpose of removing one or more Directors. Such notice shall state that a purpose of the meeting is to vote on the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting. In this case twenty (20) REGULAR, ASSOCIATE, CORPORATE Members shall constitute a quorum. The presiding officer shall determine by sign-in roster or roll call that a quorum is present.

SECTION 6. Failure to Attend: In any case where a director fails to attend three (3) regular meetings of the Board of Directors, the board may, at the third consecutive meeting, declare such director's position vacant and fill such vacancy in accordance with Article IV, Section 7 hereof.

SECTION 7. Vacancies: Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the current members of the board of directors. Each director, so elected, shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

ARTICLE V

COMMITTEES AND DUTIES

SECTION 1. Nominations and Membership Committee: The Nominations and Membership Committee will be chaired by a member of the Board of Directors as appointed by the President and shall consist of at least two (2) additional Association members.

The Committee shall prepare a printed ballot of nominees for the office of Vice President, Secretary and Treasurer (every other year) and Member Director(s). This ballot shall be submitted to the membership for their vote during the month of November of each calendar year. In addition, the committee shall establish procedures and process applications for membership and shall actively endeavor to sustain and expand ASSOCIATION membership.

SECTION 2. Operations and Technical Committee: The Operations and Technical Committee will be chaired by a member of the Board of Directors as appointed by the President and shall consist of at least two (2) additional members. This committee shall address itself to technical and operational matters of concern to the membership.

SECTION 3. Program Committee: The Program Committee will be chaired by a member of the Board of Directors as appointed by the President and shall consist of at least two (2) additional members. This committee shall coordinate with the Board of Directors to plan and provide the business meeting programs and to plan and arrange the social events for the year.

ARTICLE VI

MEETINGS

SECTION 1. Membership Meetings: Membership meetings shall be held **monthly** or as designated by the Board of Directors or President for the transaction of such business as may properly come before the membership. Members will be given adequate notice of the time, date and place of all monthly, quarterly and special meetings. Special meetings of the members may be called upon the written request of 20% of the members entitled to vote. Such written request shall state the purpose and reasons for a special meeting and shall be delivered to an officer of the association.

SECTION 2. Board Meetings: The Board of Directors shall meet in December to establish plans and objectives for the coming year. Meetings thereafter shall be held on an “as required” basis.

SECTION 3. Committee Meetings: ASSOCIATION Committees shall meet in January to establish plans and objectives for the coming year. Meetings thereafter shall be held on an “as required” basis.

SECTION 4. Annual Meeting of the Membership: Shall meet in March to elect the vacancies available on the board for the following term.

ARTICLE VII

VOTING

SECTION 1. Voting of Membership: Only REGULAR, ASSOCIATE, CORPORATE Members shall have the right to vote. Each member having voting rights shall be entitled to one (1) vote upon each matter submitted to a vote at any meeting of the Members.

HONORARY members do not have voting rights

Quorum: Unless otherwise provided in the By-laws, twenty percent (20%) of the votes entitled to be cast on a matter represented in person or by proxy shall constitute a quorum at a meeting of Members. Provided, that in no event shall a quorum consist of less than twenty percent (20%) of the votes entitled to be cast on a matter. However, less than a quorum shall have the right to successively adjourn the meeting to a specified date not longer than 45 days after such adjournment.

Election Vote: A simple majority of the total Regular, Retired and Associate membership ballots cast will be required to elect an ASSOCIATION officer or Member Director.

Proxy: A member eligible to vote who anticipates being absent during a vote may submit a written or electronic proxy to the ASSOCIATION Secretary, to be counted, on any matter which may come before the membership.

Membership Poll: In matters of extremely important or unusual ASSOCIATION business, the Board of Directors may deem it necessary to poll the membership. In this event a mailing, either physical or electronic, will be directed to the members presenting the issues along with a ballot or means for reply. Members shall be notified that each reply will be duly recorded as specified, or if no reply is received, a vote in the

affirmative or in accordance with the recommendation of the Board of Directors will be recorded.

ARTICLE VIII

LOANS, CHECKS, DEPOSITS AND CONTRACTS

SECTION 1. Loans: No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors.

SECTION 2. Checks, Drafts, etc.: All checks, drafts or other orders for the payment of money issued in the name of the Association, shall require dual signatures and shall be signed by the designated officers, agent or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. Deposits: All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks or other depositories as the Board of Directors may select.

SECTION 4. Contracts: The Board of Directors may authorize by resolution any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association.

ARTICLE IX

AMENDMENTS

SECTION 1. By-laws of the Association: A Two-thirds (2/3) affirmative vote of all ballots cast by a quorum will be required to change ASSOCIATION By-laws. The membership must be given written prior notice of proposed By-law changes and the nature of such changes. In this case, twenty (20) Regular or Associate members shall constitute a quorum. The presiding officer shall determine from the sign-in roster or by roll call that a quorum is present.

ARIZONA BUSINESS AVIATION ASSOCIATION

AZBAA®

MISSION STATEMENT:

The “Arizona Business Aviation Association” (AZBAA®) is an association that works to promote the Business Aviation interests in the State of Arizona. The organization works to enhance communications and represent the safety and professional livelihood of its members.

AZBAA as an organization provides local lobby, education and support activities to advance the interests of Business Aviation growth and well being within the State of Arizona.

AZBAA can provide coordinated consensus and communication services from among its membership of flight crews, aviation technicians, schedulers, life support and service providers to best assure that Business Aviation’s interests are properly represented and reviewed when changes are being considered by the regional FAA offices, local airport management, city council, state legislature groups and US Congressional Committees.

AZBAA is an organization that will strive to improve communications and educate its members regarding changes in regulations, safety and technological issues.

AZBAA will help in the promotion of Business Aviation within the public sector so that citizens can learn to understand the community benefits and the significant role that Business Aviation plays within the local and America’s air transportation system.