

Midwest Helicopter Association, Incorporated, By-laws

Article I

Name

The name of the association is the Midwest Helicopter Association, Inc., hereafter referred to as "The Association".

Article II

Purposes

The purposes of the Association shall be:

To form a professional, commercial, trade, or industrial association;

To foster quality communications between rotary-wing, powered-lift, and gyroplane pilots, operators and those individuals concerned with operation of those aircraft;

To act as a liaison between the rotary wing community and the regulatory commissions and the general public in promoting safety and a positive image and;

To promote and actively strive toward the establishment of public-use rotary wing alighting and operating areas.

The Midwest Helicopter Association is organized solely for not-for-profit purposes. Any and all assets of the association are irrevocably dedicated to exempt purposes.

Article III

Membership

Section 1. Definitions:

Regular Members-

Regular Members shall be any helicopter pilot with ratings and/or currency derived from military, commercial, or private experience and may include persons holding a civilian A&P license or the military equivalent thereof, and FAA certified aviation medical examiners.

Corporate Members-

Corporate Members shall be any corporation that owns or operates helicopters within the Midwest area.

Associate Members-

Associate Members shall be any corporation, company, partnership, executive operator, institution, public agency, or individual engaged in the promotion of helicopter activities or depending on income derived from the helicopter industry.

Honorary Members-

The Association may wish, from time to time, to recognize the accomplishments or efforts of a worthy individual who has made a significant contribution, or who may not be qualified for Association membership. The award of an Honorary Membership shall require a written nomination by an Association member and a

majority vote of members at a General Meeting. In order not to dilute the significance of this award, nominations by the Executive Board shall be limited to one (1) per calendar year and, if carried, the actual presentation shall take place at the most appropriate Association meeting.

Section 2. Resignation:

A member may resign at any time by submitting a letter to the Executive Board. Upon receipt of this notice their name will be withdrawn from the active rolls. There shall be no refund of membership dues.

Section 3. Membership Dues:

The Executive Board shall recommend for membership approval the amount of dues and the manner in which said dues are to be paid.

Section 4. Voting:

Each Regular Member and Corporate Member in good standing shall have the right to one (1) vote at all regular meetings of the Association. For voting purposes any member other than individuals shall designate a single person to cast their vote.

Section 5. Application for Membership:

Application for membership shall be submitted in writing on a form, which sets forth the qualifications of the applicant for membership as a Regular, Corporate, or Associate member. To be accepted applicants must be approved by the Executive Board.

Section 6. Roster of Membership:

A Roster of Membership will be maintained by the Secretary. The Roster will be arranged by type of membership and will contain the name, address, and telephone/telefax number(s) for each member who wishes to comply with the Roster. It will be the responsibility of each member to provide a current mailing address to the Secretary. The information for those members who do not wish to comply with the Roster will be kept entirely confidential. The Roster will be shared with others at the discretion of the Executive Board, but only if such disclosure would, in the opinion of the Executive Board, further the purposes of the Association. The Roster will be explained in full to each new member at the time of joining.

Article IV

Executive Board

Section 1. Authority:

The authority for the operation and management of the Association shall rest ultimately in the Regular Membership. This authority normally shall be exercised by delegation in accordance with the Association by-laws, to the Executive Board.

Section 2. Number:

There shall be nine (9) members of the Executive Board.

Section 3. Term:

Initially the members of the Executive Board will have the following terms:

- a.) Three (3) members for one (1) year;
- b.) Three (3) members for two (2) years;
- c.) Three (3) members for three (3) years;
- d.) Thereafter, each member's term will be for three (3) years.

Section 4. Vacancies:

When a vacancy is declared by the Executive Board that vacancy shall be filled by appointment of the remaining Executive Board members until such a vacancy can be filled by election of the membership at a regularly scheduled meeting.

Section 5. Election:

- a.) Nominations shall be made for the three (3) open positions from the membership at the regular meeting prior to the Annual Meeting.
- b.) Ballots shall be mailed to all members qualified to vote not less than two (2) weeks prior to the Annual Meeting. Members may vote by absentee ballot. The voting procedure will be decided by the Executive Board and approved by the membership.
- c.) Nominees with the three (3) largest numbers of votes will be elected. Any ties will be resolved during the Annual Meeting by a second vote of those present.

Section 6. Election of Officers:

The offices of President, Vice President, Secretary, and Treasurer will be filled from the nine (9) members of the Executive Board, such decision being made by election within the Board at the first Board Meeting after each Annual Meeting.

Section 7. Term of Officers:

Each Officer shall hold office for one (1) year and until his successor is duly elected and qualified.

Section 8. Meetings:

The Executive Board shall meet on a quarterly basis. The date for each of these meetings will be set by the Board at the prior Board meeting. A total of four (4) Board meetings will be held during each fiscal year (from June to June). In order to assure continuity and efficiency of the Board, there must be good attendance from the board members. Therefore, at the discretion of the Board, a third absence during any fiscal year will bring dismissal of that Board member and the search for a substitute Board member to fill the remainder of the term.

Section 9. Compensation and Expenses:

No officer, member at large, or member of a committee of this Association or its Chapters shall receive compensation of any kind for services rendered, from the

Association or its Chapters, funds or assets except, however, for payment of certain legitimate expenses as approved, and at the discretion of the Executive Board.

Section 10. Liabilities of Officers, Members at Large and Committee Members:

No officer, member at large or committee member of the Association or its Chapters shall be personally liable for any indebtedness or liability of the Association or its Chapters and any and all creditors and claimants shall look to the assets of the Association for payment.

Article V

Powers and Duties

Section 1. Officers:

Subject to such limitations as the Executive Board from time to time may prescribe, the officers shall each have such powers and perform such duties as generally pertain to their respective offices as described below and further powers and duties as may be conferred from time to time by the Executive Board or, in the case of all officers other than the President, by the President.

- a.) President- the President shall be the Chief Executive Officer of the Association and preside at General and Executive Board Meetings.
- b.) Vice President- The Vice President, in absence of the President, may perform any and all of the duties of the President and shall have such other duties as the membership shall direct.

statement(s) are made or position(s) taken concerning matters of policy without prior approval of the Executive Board. A committee chairman unable to continue the duties listed above shall submit a resignation in writing to the President.

- c.) Participation- Participation in any standing committee shall be restricted to current members. Committee Chairmen may, at their discretion, invite outside participants necessary to the conduct of a given committee meeting.

Article VI

Meetings of the Members

Section 1. General Meetings:

General Meetings shall be held at a time, date, and place determined by the Executive Board. The Board shall make every attempt to schedule meetings at a time, date and place convenient to the membership and shall rotate the place of said meetings in order to promote maximum participation of the membership. General Meetings shall be scheduled as far in advance as possible.

Section 2. Annual Meeting:

The Annual Meeting shall be held each year for the purpose of elections and regular business. The date of this annual meeting will be the fourth Thursday in the month of April.

Section 3. Committee Meetings:

Committee meetings shall be called by the chairman of each committee as necessary and appropriate to conduct committee business. Committee meetings shall be called for at a time, date, and place convenient to the members of the committee.

Section 4. General Business:

- a.) Voting- Regular business shall be passed by a majority of votes cast at the General and Annual Meetings. Absent members may vote by proxy assignment to a member of the Executive Board.
- b.) Voting by Mail- The Executive Board in its discretion, with respect to any annual or special meeting, may approve an absentee vote by mail with respect to matters which are to be voted or acted upon by the members at any such meeting.
- c.) Quorum- A quorum shall consist of voting members present.

Section 5. Notification of Meetings:

The members shall be notified a minimum of two (2) weeks in advance of all General Meetings of the Association. Notification shall also include an explanation of any point of business which shall require a vote of the membership.

Section 6. Amendments of the By-laws:

By-laws amendments shall be introduced by the Executive Board for approval by the membership at a regular meeting. A written notice of the proposed amendment shall be mailed to members at least 30 days prior to the meeting. Ratification will require a 2/3 majority of votes cast.

Article VII

Parliamentary Authority

The rules contained in the current of *Robert's Rules of Order, Newly Revised* shall govern the Association and its Chapters in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Association may adopt.

Article VIII

Dissolution

In the same manner as provided for amending the By-laws, the Regular Membership may, by affirmative vote, terminate the existence of the Association immediately or at a future time certain. Any remaining assets shall be used to pay all remaining financial obligations. The balance of remaining assets shall then be donated to a not-for-profit organization with similar purposes which qualifies under section 501©(3) or (6) of the Internal Revenue Code of 1986, as amended.

Amendments to the By-laws

July 1, 1993.....	Article III, Section 6.
July 1, 1994.....	Article IV, Section 8
January 29, 1998.....	Article IV, Section 8
January 29, 1998.....	Article VI, Section 2
February 4, 1999.....	Article II, ¶ 3,4, & 5

(end of MHA by-laws)