

BY-LAWS

of the

Helicopter Association International, Inc.



Preface

This booklet contains the approved By-Laws of the Helicopter Association International, a Delaware not-for-profit corporation. The By-Laws were approved by the elected leadership and ratified by the Membership on January 15, 1989.

The By-Laws were amended by the Membership on January 27, 1991, again amended by the Membership on September 1, 1997, and again amended by the Membership on February 24, 2008.

Also included are the Statement of Purposes of the organization and the Code of Ethics.

By-Laws of Helicopter Association International, Inc.

ARTICLE I Offices

*Section 1.01. **Registered Office in Delaware.*** The registered office shall be in Wilmington, Delaware. The name of the registered agent of the Corporation at such location is Corporation Service Company.

*Section 1.02. **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 Corporation to any location within the United States.

*Section 1.03. **Other Offices.*** The Corporation may have such other offices either within or without the State of Delaware as the Board of Directors may from time to time determine.

ARTICLE II Meetings of Members

*Section 2.01. **Time and Place of Meeting.*** Annual meetings of members for the purpose of electing directors, making reports of the affairs of the Corporation and transacting such other business as may properly come before the meeting shall be held in January, February or March of each year at such place, within or without the State of Delaware, on such date, and at such time as the Chairman of the Board shall each year fix. Meetings of members for any other purpose may be held at such time and place, within or without the State of Delaware, as shall be fixed by the Board of Directors and stated in the notice of meeting. If no other place is fixed by the Board of Directors, meetings of members shall be held at the principal executive office of the Corporation. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.

*Section 2.02. **Notice of Meeting.*** Written notice of meetings of members, stating the place, date and hour thereof, and, in the case of a special meeting, the purpose or purposes for which the meeting is being called, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member.

By-Laws of Helicopter Association International, Inc.

*Section 2.03. **Qualified Voters.*** The officer who has charge of the membership ledger of the Corporation shall prepare, at least ten (10) days before every meeting of members, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order showing their address. Such list shall be open to the examination of any member for any purpose germane to the meeting during ordinary business hours for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held. The list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any member who is present and entitled to vote.

*Section 2.04. **Special Meetings.*** Special meetings of the members may be called by the Board of Directors or by the Chairman of the Board or a majority of the members entitled to vote at such meeting. Such call shall state the purpose or purposes of the proposed meeting. The Secretary shall give notice of such meeting to the members entitled to vote thereat in accordance with such call.

*Section 2.05. **Business at Special Meetings.*** Business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

*Section 2.06. **Quorum.*** A quorum for the transaction of business at any annual or special meeting shall consist of those Regular Members in good standing who are present in person or represented by proxy, provided that a minimum of at least thirty-five (35) such Regular Members are present or represented by proxy. If, however, such quorum shall not be present or represented at any meeting of members, the members entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting (if the adjournment is not for more than thirty (30) days), until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

*Section 2.07. **Vote Required.*** When a quorum is present at any meeting, the vote of two-thirds (2/3) of the members having voting power voting, in person or by proxy, on a question shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes, the Certificate of Incorporation or these By-laws a different vote is required, in which case such express provision shall govern and control the decision of such question.

By-Laws of Helicopter Association International, Inc.

*Section 2.08. **Proxies.*** No proxy shall be voted on after three (3) years from its date, unless the proxy provides for a longer period. No proxy or power of attorney to vote shall be used to vote at a meeting of members unless it shall have been filed with the Secretary of the meeting when required by the inspectors of election. All questions regarding the qualification of voters, the validity of proxies and the acceptance or rejection of votes shall be decided by two (2) inspectors of election who shall be appointed by the Board of Directors, or if not so appointed, then by the presiding officer of the meeting.

*Section 2.09. **Presiding Officer.*** The Chairman of the Board or, in his absence, the Vice Chairman shall preside over all meetings of members.

*Section 2.10. **Consent.*** Whenever the vote of members at a meeting thereof is required or permitted to be taken in connection with any corporate action by any provisions of the statutes, the Certificate of Incorporation or these By-laws, the meeting, the required notice, if any, and the vote may be dispensed with if the number of members who would have been entitled to vote upon the action if such meeting were held, having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting, shall consent in writing to such corporate action being taken. Prompt notice shall be given by the Secretary to all members of the taking of corporate action without a meeting by less than unanimous written consent.

*Section 2.11. **Regular Members.*** At any annual or special meeting of members, those members present and entitled to vote thereat may, by majority vote, close any such meeting, or part thereof, to all but Regular Members.

ARTICLE III **Membership**

*Section 3.01. **Classes of Members.*** There shall be seven (7) classes of members whose property, voting and other rights and privileges, duties and liabilities are more fully designated herein. Such classes are hereinafter referred to as Regular, Honorary, Associate, Sustaining, Affiliate and Pilot/Mechanic Members, and Students.

*Section 3.02. **Regular Members.*** Regular Membership in the Corporation shall be limited to:

- (a) Any operator of helicopters principally for commercial purposes, but not including government entities, or those whose principal business is the

By-Laws of Helicopter Association International, Inc.

leasing of helicopters to others. Operators who are Regular Members under this subparagraph (a) shall be sub-classified as Regular Members–Commercial.

- (b) Any operator of helicopters principally for private use or as a business aid. Operators who are Regular Members under this subparagraph (b) shall be sub-classified as Regular Members–Corporate Private.
- (c) Any federal, state or municipal governmental agency or entity operating helicopters. Operators who are Regular Members under this subparagraph (c) shall be sub-classified as Regular Members–Government Service.

The term “Regular Member” as used in these By-laws shall be construed as reference to operators who are Members in the Corporation pursuant to subparagraph (a), (b) or (c) of this *Section 3.02*. “Operator” refers to any entity which has control over, is responsible for, and operates one or more helicopters.

*Section 3.03. **Honorary Members.*** Honorary membership in the Corporation shall be available only to an individual who has distinguished himself to a significant degree through efforts directed toward the advancement or improvement of the helicopter industry. Nominations for Honorary Membership shall be presented to the Chairman of the Board, who shall then submit the nominations to the Board of Directors for approval. Such approval must be given unanimously to permit the award of Honorary Membership to any nominee. The Board of Directors shall exercise the greatest discretion in granting such approval and shall not approve any nominee without insuring that substantial justification exists for the award of this honor. No more than two (2) Honorary Memberships may be awarded per year. Notwithstanding the foregoing provisions of this *Section 3.03*, all past Chairmen of the Corporation shall become Honorary Members of the Corporation upon expiration of their terms of office.

*Section 3.04. **Associate Members.*** Associate Membership in the Corporation shall be limited to any person, partnership, corporation, or other business entity, or government agency, which is:

- (a) A prime airframe, rotor or engine manufacturer directly engaged in the manufacture or development of helicopters, rotors, helicopter equipment or engines for helicopters, and offering a certified product to the industry; or,
- (b) A supplier or service group providing supplies or services for helicopter operators; or,

By-Laws of Helicopter Association International, Inc.

- (c) A manufacturer of equipment integral to non-helicopter flight operations, including airframes, engines and parts; or,
- (d) Otherwise active or involved in support of the helicopter industry.

*Section 3.05. **Sustaining Members.*** Sustaining Membership in the Corporation shall be available to any individual interested in following the events of the helicopter industry, provided such individual is not an officer, director or majority owner of an entity that would qualify for Regular or Associate Member classification. A Sustaining Membership shall not entitle the holder to any Corporation services nor to the privileges of Regular or Associate Membership.

*Section 3.06. **Affiliate Members.*** Affiliate Membership in the Corporation shall be available to any organization which may be determined by the Board of Directors to have interests similar to those of the Corporation and which conducts its activities in a manner consistent with the Corporation's Code of Ethics and Purpose. An Affiliate Membership shall not entitle the holder to any Corporation services nor to the privileges of Regular or Associate Membership.

*Section 3.07. **Pilot/Mechanic Members.*** Pilot Membership and Mechanic Technician Membership in the Corporation shall be available to any licensed pilot or mechanic whose interests are consistent with the Corporation's Code of Ethics and Purpose, provided such individual is not an officer, director or majority owner of an entity that would qualify for Regular or Associate member Classification. This membership shall not entitle the holder to the privileges of Regular, Associate or Affiliate Membership.

*Section 3.08. **Student Members.*** Student Membership in the Corporation shall be available to any individual currently enrolled as a full or part-time student in a flight training or A&P school, or a college or university, and whose interests are consistent with the Corporation's Code of Ethics and Purpose. This membership shall not entitle the holder to the privileges of Regular, Associate or Affiliate Membership.

*Section 3.09. **Application for Membership.*** Application for any class of Membership shall be made to the President on the form provided by the Corporation. Such application shall not be deemed received until it has been completed in all material respects and the remittance required has been paid to the Corporation. The President may accept or reject such application based on the facts submitted. In the event of rejection, such application shall be considered by the Board of Directors. Upon consideration, a vote by the majority of the Board of Directors shall finally determine whether such application shall be accepted or rejected.

By-Laws of Helicopter Association International, Inc.

*Section 3.10. **Designation of Official Representative.*** Each member not an individual member, shall designate one person to act as official representative for the purpose of receiving correspondence, voting (if eligible) and acting as an official contact between the member and the Corporation. Such official representative shall be designated in writing and shall be employed by the member as his principal occupation. In the event a dispute arises concerning the proper official representative of a member, the Board of Directors shall make the final determination. Changes in designation of official representative of a member shall be made in writing to the Secretary.

*Section 3.11. **Evidence of Membership.*** To evidence membership, plaques, in such form and design as the Chairman may direct, shall be issued to members by the Corporation on acceptance of membership. A membership plaque is non-transferable. If a membership plaque is lost or destroyed, it may be replaced for a member in good standing.

*Section 3.12. **Termination of Membership.***

- (a) Any member may withdraw from the Corporation by giving notice to the Secretary of the Corporation, and any membership may be terminated by a majority vote of those in attendance at any annual meeting of members or at any special meeting of members called for that purpose, at which a quorum is present, or by a two-thirds (2/3) vote of the whole Board of Directors.
- (b) Any member who shall do any act which, in the judgment of the Board of Directors, is a willful violation or breach of the provisions of the Corporation's Certificate of Incorporation, or its By-laws and regulations made thereunder, or its Code of Ethics or which may be unethical or prejudicial to the purposes of the Corporation may be warned, suspended or expelled from membership by a two-thirds (2/3) vote of the whole Board of Directors.
- (c) Membership may be terminated upon nonpayment of dues within ninety (90) days of due date.
- (d) Affiliate Membership may be terminated by the Board of Directors with or without cause.

*Section 3.13. **Forfeiture of Interest.*** Any member who withdraws from the Corporation or any member whose membership is terminated as provided in *Section 3.12* herein, or any member whose membership for any other reason ceases, shall

By-Laws of Helicopter Association International, Inc.

forfeit any interest which the member may have in the Corporation, and any amount which may have been paid to the date of such withdrawal shall be forfeited to the Corporation.

*Section 3.14. **Rights of Members.*** Regular Members in good standing shall be entitled to cast one vote at any annual or special meeting. No person, partnership, corporation, association, business entity or government agency, shall be entitled to more than one membership vote in the Corporation. Other classes of members shall not be entitled to attend any closed business meeting, whether annual or special, or to vote in the affairs of the Corporation. Honorary, Associate, Sustaining, Affiliate and Pilot/Mechanic Members shall have all other privileges of their respective classes of membership.

*Section 3.15. **Membership Dues.***

- (a) Membership dues for each class of membership shall be in an amount set from time to time by the Board of Directors. Membership dues shall be for one year and shall be paid in American dollars to the Corporation annually on or before the first day of the Corporation's fiscal year. Each applicant for membership, upon tender of the application, shall also tender membership dues for one year. If an applicant is accepted for membership, the dues tendered will be prorated and appropriate credit applied to the dues payable on or before the first day of the subsequent fiscal year.
- (b) Honorary Members are not required to pay any membership dues or registration fees, and subject to *Section 3.12* herein, shall hold membership for life.
- (c) Affiliate Members are not required to pay membership dues.

ARTICLE IV Directors

*Section 4.01. **Number and Election.*** The number of Directors of the Corporation shall be nine (9) unless by operation of this *Section 4.01* a greater number is necessary to permit completion of a term of office. The Board of Directors shall be composed of Directors elected from the membership sub-classifications Regular Member–Commercial, Regular Member–Corporate Private and Regular Member–Government Service. Each sub-classification of Regular Members shall have a number of Directors on the Board of Directors in the same proportion as the

By-Laws of Helicopter Association International, Inc.

number of members in that sub-classification bears to the total number of Regular Members. Proportions will be rounded off to the nearest whole person. However, no sub-classification of Regular Members shall have less than one Director on the Board of Directors. On July 1 of each year, the Corporation's President shall determine the number of Directors for each sub-classification of Regular Members and report the results to the Regular Members and to the Nominating Committee. The allocations of number of Directors will apply at the next election of Directors after such allocation is determined. No decrease in the number of Directors shall change the term of any director in office at the time thereof. The Directors shall be elected at the annual meeting of members, except as provided in *Section 4.06* herein, and each Director shall hold office until his successor is elected and accepts office unless he earlier resigns or is removed. A Director may resign at any time upon written notice to the Corporation or orally at any meeting of the directors or members.

*Section 4.02. **Eligibility.*** Only a principal owner, an officer or an employee of a Regular Member shall be eligible to serve as a director. Only one person from a Regular member company may serve on the Board of Directors as a Director. Once elected, if a sitting Director becomes ineligible to continue to serve, he shall, from the date of ineligibility, have one (1) year to re-establish eligibility in the same Member Classification from which he was originally elected or appointed. If eligibility in the same Member Classification is not established by the ineligible Director within one (1) year, then the ineligible Director will serve out his normal term or a maximum period of one (1) year from the date of ineligibility, whichever comes first.

*Section 4.03. **Term of Office.*** The term of office as an elected Director shall commence the first day of the fiscal year following his election and expire on the last day of the third full fiscal year following his election to the Board, provided that no term of any Director shall extend longer than thirty-six (36) consecutive calendar months.

*Section 4.04. **Nominations by Nominating Committee.*** The Corporation shall have a standing Nominating Committee comprised of the Chairman of the Board, who shall be Chairman of the Nominating Committee, all past Chairmen of the Corporation and the incumbent Executive Committee. The Nominating Committee shall nominate candidates for election to the Board of Directors. Nominees shall be selected by the Nominating Committee to assure maintenance of the composition of the Board as provided in *Section 4.01* herein and consideration shall be given to type of operation and geographic location in selection of nominees from each Regular Membership sub-classification. Such nominees shall comply with Section 4.05 (c). At least forty-five (45) days prior to the beginning of the annual meeting, the Nominating Committee shall submit to the President the names of all nominees

By-Laws of Helicopter Association International, Inc.

chosen by the Nominating Committee. At least thirty (30) days prior to the date of the annual meeting, the President shall submit to all Regular Members in good standing the names of all nominees chosen by the Nominating Committee, and names of Nominees at-large submitted by the Membership.

*Section 4.05. **Nominations at Large.*** At least ninety (90) days prior to the date of the annual meeting, the Secretary shall forward to all Regular Members in good standing, a request for nominations at-large for candidates for election to the Board of Directors to fill the vacancies in each appropriate Regular Member classification. At-large nominations may be submitted by representatives of any three (3) Regular Members. Names of at-large nominees must be submitted to the Secretary subject to the following conditions:

- (a) The submission must be in writing and signed by the representatives of three (3) Regular Members.
- (b) The submission must be made not later than forty-five (45) days prior to the beginning of the annual meeting.
- (c) The submission must be accompanied by a letter from an executive of the Regular Member employing said nominee stating that such Regular Member is willing to have the nominee serve, if elected, and will permit him to attend meetings when called.

*Section 4.06. **Removal and Vacancies.*** A Director may be removed from the Board of Directors with or without cause by a majority vote of the Regular Members. Vacancies on the Board of Directors shall be filled by a majority of the Directors then in office, though less than a quorum. Any Director appointed to fill a vacancy on the Board of Directors shall hold office for the unexpired term of his predecessor. Eligibility requirements for a Director appointed to fill a vacancy under this *Section 4.06* shall be identical to those required of the Director whose unexpired term is to be filled. A Director may be removed by majority vote of the remaining Directors if he fails to attend two consecutive meetings of the Board or three out of any five consecutive meetings of the Board of Directors.

*Section 4.07. **Management.*** The business of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-laws directed or required to be exercised or done by the members.

By-Laws of Helicopter Association International, Inc.

*Section 4.08. **Place of Meetings.*** The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Delaware. Meetings may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

*Section 4.09. **Annual Meeting.*** The first meeting of each newly elected Board of Directors shall be held after the beginning of the Corporation's fiscal year following the election. Such first meeting shall be held at a place designated by the Chairman of the Board of Directors. No notice of such meeting shall be necessary to the Directors in order legally to constitute the meeting, provided a quorum is present. In the event such meeting is not so held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors.

*Section 4.10. **Notice for Regular Meetings.*** Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors.

*Section 4.11. **Special Meetings.*** Special meetings of the Board of Directors may be called by a majority of the Board of Directors or by the Chairman of the Board and shall be held on notice by letter mailed or delivered for transmission not later than on the third day immediately preceding the day of such meeting, or by written notice delivered or received not later than the day immediately preceding the day of such meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice, or waiver of notice, of such meeting.

*Section 4.12. **Quorum.*** At meetings of the Board of Directors, a majority of the full number of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

*Section 4.13. **Chairman of the Board.*** At its first meeting after each annual meeting of members, the Board of Directors shall elect a Chairman from among the Directors. The Board of Directors shall also choose from among the directors a Vice Chairman. The Chairman of the Board shall be the Chief Executive Officer of the

By-Laws of Helicopter Association International, Inc.

Corporation, shall preside at all meetings of the Board of Directors and shall perform such other duties as the Board may prescribe. The Chairman and Vice Chairman may participate and act in any meeting of the Board of Directors as Directors. The Vice Chairman shall act under the direction of the Chairman and in the absence or disability of the Chairman shall perform the duties and exercise the powers of the Chairman. The Vice Chairman shall have such other powers and perform such other duties as the Board of Directors or the Chairman may from time to time prescribe. The Chairman and the Vice Chairman (i) shall hold their respective offices at the pleasure of the Board of Directors, and (ii) may be removed with or without cause at any time by the Board of Directors. Any vacancy occurring in the office of Vice Chairman by death, resignation, removal or otherwise shall be filled by the Board of Directors.

*Section 4.14. **Succession of Vice Chairman.*** The Vice Chairman shall automatically succeed to the office of Chairman of the Board upon election and qualification of a new Vice Chairman or in the event of a vacancy occurring in the office of Chairman of the Board.

*Section 4.15. **Committees.*** In addition to the provisions of *Section 4.04* herein, the Board of Directors may, by resolution adopted by a majority of the whole Board, designate one or more committees of the Board of Directors, including an Executive Committee. Each committee shall consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, may have and exercise any or all the powers of the Board of Directors in the management of the business and affairs of the Corporation including, but not limited to, the power and authority of the Board of Directors: (i) to authorize the seal of the Corporation to be affixed to all papers; and (ii) to adopt a certificate of ownership and merger pursuant to *Section 253*, of Title 8, Delaware Code. Such committee or committees shall have such name or names as may be determined from time to time by the Board of Directors. The Director or Directors composing any such committee present at any meeting and not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint another Director to act at the meeting in the place of any absent or disqualified Director. At meetings of such committees, the act of a majority of the Directors or their alternates composing such committees at any meeting at which there is a quorum shall be the act of the committee.

*Section 4.16. **Committee Minutes.*** The committees shall keep regular minutes of their proceedings and forward such minutes to the President, who shall report the same to the Board of Directors.

By-Laws of Helicopter Association International, Inc.

*Section 4.17. **Consent.*** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent thereto is signed by the whole Board or all the Directors composing such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

*Section 4.18. **Compensation.*** The Directors may be paid their expenses of attendance at each meeting of the Board of Directors. Directors who sit on committees of the Board of Directors may be allowed like reimbursement for attending committee meetings.

*Section 4.19. **Advisors to the Board of Directors.***

- (a) The Board of Directors may appoint special advisors to the Board for such terms and under such conditions as the Board may decide. Such special advisors shall not have a vote at any Board meeting.
- (b) Past Chairmen of the Corporation shall be considered to be special advisors to the Board of Directors and shall be entitled to attend all Directors' meetings but shall not have a vote.
- (c) The Board of Directors may, under such terms and conditions as they decide, request certain categories of Associate Members to select one of their members to serve as an ex-officio Director, and such member shall be approved by the Board of Directors. The method of selection shall be determined by that particular category of Associate Member.

*Section 4.20. **Special or Ad Hoc Committees.*** The Board of Directors may from time to time form such special or ad hoc committees as it deems necessary to promote the interests of the helicopter industry, or to address specific issues facing the industry. These committees shall be structured and governed by Terms of Reference as approved by the Board of Directors. These committees shall serve at the discretion of the Board of Directors.

ARTICLE V **Notices**

*Section 5.01. **Notice.*** Notices to directors and members mailed to them at their addresses appearing on the books of the Corporation shall be deemed to be given at the time when deposited in the United States mail, postage prepaid. An affidavit of

By-Laws of Helicopter Association International, Inc.

the Secretary or an Assistant Secretary or of the transfer agent of the Corporation that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

*Section 5.02. **Waiver.*** Whenever any notice is required to be given under the provisions of any applicable statute, the Certificate of Incorporation or these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Neither the business to be transacted at, nor the purposes of, any meeting need be specified in such waiver. Attendance at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened; provided, however, that if after stating his objection the objecting person continues to attend and by his attendance participates in any matters other than those objected to, he shall be considered to have waived notice of the meeting and withdrawn his objections.

ARTICLE VI **Officers**

*Section 6.01. **Election and Appointment.*** There shall be two classes of officers: elected and appointed. The elected officers of the Corporation shall be chosen by the Board of Directors at its first meeting after each annual meeting of members and shall be a Chairman of the Board, a Vice Chairman, a Treasurer and an Assistant Treasurer. Officers appointed by the Board of Directors shall be the President and the Secretary, who shall be full-time salaried employees of the Corporation. The Board of Directors also may choose one or more Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers. Two or more offices may be held by the same person.

*Section 6.02. **Other Officers.*** The Board of Directors may elect or appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

*Section 6.03. **Salaries.*** The salary of all officers of the Corporation shall be fixed by or under the direction of the Board of Directors.

*Section 6.04. **Term and Vacancies.*** The officers of the Corporation shall hold office at the pleasure of the Board of Directors. Any elected officer may be removed with

By-Laws of Helicopter Association International, Inc.

or without cause at any time by the Board of Directors. Appointed officers may be removed by the Board with good cause subject to the terms of any applicable employment contract. Each officer shall hold his office until his successor is elected and qualified or until his earlier resignation or removal. The Board of Directors may fill any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise.

*Section 6.05. **President.*** The President shall serve as Chief Operating Officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute on behalf of the Corporation, and may affix or cause the seal to be affixed to, all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. He shall perform such additional duties and have such additional powers as the Board of Directors may from time to time prescribe.

*Section 6.06. **Vice Presidents.*** The Vice Presidents, if any, shall act under the direction of the President and in the absence or disability of the President shall perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe. The Board of Directors may designate one or more Executive Vice Presidents or may otherwise specify the order of seniority of the Vice Presidents. The duties and powers of the President shall descend to the Vice Presidents in such specified order of seniority.

*Section 6.07. **Secretary.*** The Secretary shall act under the direction of the President. Subject to the direction of the President, he shall attend all meetings of the Board of Directors and all meetings of members and record the proceedings in a book to be kept for that purpose. He shall perform like duties for committees when required. He shall give, or cause to be given, notice of all meetings of members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the President or the Board of Directors. He shall keep in safe custody the seal of the Corporation and, when authorized by the President or the Board of Directors, cause it to be affixed to any instrument requiring it.

*Section 6.08. **Assistant Secretaries.*** The Assistant Secretaries, if any, shall act under the direction of the President. In the order of their seniority, unless otherwise determined by the President or the Board of Directors, they shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the

By-Laws of Helicopter Association International, Inc.

Secretary. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

*Section 6.09. **Treasurer.*** The Treasurer shall act under the direction of the Board of Directors. Subject to the direction of the Board of Directors, he shall prepare the budget for the Corporation, monitor the Corporation's expenditures and make such reports as required by law and the Board of Directors.

*Section 6.10. **Assistant Treasurers.*** The Assistant Treasurers, if any, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE VII **Miscellaneous**

*Section 7.01. **Reserves.*** There may be set aside out of any funds of the Corporation such sum or sums as the Board of Directors may from time to time, in its absolute discretion, think proper, as a reserve or reserves to meet contingencies, or for repairing or maintaining any property of the Corporation, or for the purchase of additional property, or for such other purpose as the directors shall think conducive to the interests of the Corporation, and the Board of Directors may modify or abolish any such reserve.

*Section 7.02. **Checks, Demands and Notes.*** All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

*Section 7.03. **Fiscal Year.*** The fiscal year of the Corporation shall begin on July 1 and end on June 30.

*Section 7.04. **Seal.*** The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE VIII
Indemnification

Section 8.01. **Indemnification of Directors and Officers for Actions, Suits or Proceedings Other Than By or In the Right of the Corporation.** To the full extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was or has agreed to become a Director or Officer of the Corporation or is or was serving or has agreed to serve at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise (including employee benefit plans) or by reason of any action alleged to have been taken or omitted in such capacity against costs, charges, expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with any threatened, pending or completed action, suit or proceeding and any appeal therefrom, if and only if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; the termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 8.02. **Indemnification of Directors and Officers for Actions or Suits By or In the Right of the Corporation.** To the full extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was or has agreed to become a Director or Officer of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise (including employee benefit plans) or by reason of any action alleged to have been taken or omitted in such capacity against costs, charges and expenses (including attorneys' fees) actually and reasonably incurred by him or on his behalf in connection with the defense or settlement of any threatened, pending or completed action or suit and any appeal there from, or the defense or settlement of any claim, issue or matter, if and only if he acted in good faith and in a manner he reasonably believed to be in or not

By-Laws of Helicopter Association International, Inc.

opposed to the best interests of the Corporation except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of such liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such costs, charges and expenses which the Court of Chancery or such other court shall deem proper.

Section 8.03. Indemnification of Others for Actions, Suits or Proceedings Other Than By or In the Right of the Corporation. To the full extent permitted by law, the Corporation, in the sole discretion of the Board of Directors of the Corporation, may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was or has agreed to become an employee, agent or contractor of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation as a director, officer, employee, agent or contractor of another corporation, partnership, joint venture, trust or other enterprise (including employee benefit plans), or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges, expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with any threatened, pending or completed action, suit or proceeding and any appeal there from, if and only if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; the termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 8.04. Indemnification of Others for Actions or Suits By or In the Right of the Corporation. To the full extent permitted by law, the Corporation, in the sole discretion of the Board of Directors of the Corporation, may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was or has agreed to become an employee, agent or contractor of the Corporation, or is or was serving or has

By-Laws of Helicopter Association International, Inc.

agreed to serve at the request of the Corporation as a director, officer, employee, agent or contractor of another corporation, partnership, joint venture, trust or other enterprise (including employee benefit plans), or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges and expenses (including attorneys' fees) actually and reasonably incurred by him or on his behalf in connection with the defense or settlement of any threatened, pending or completed action or suit and any appeal there from, or the defense or settlement of any claim, issue or matter, if and only if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of such liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such costs, charges and expenses which the Court of Chancery or such other court shall deem proper.

*Section 8.05. **Indemnification for Costs, Charges and Expenses of Successful Party.*** Notwithstanding the other provisions of these By-laws, to the extent that a Director or Officer of the Corporation or other person indemnified under *Sections 8.01 through 8.04*, herein, has been successful on the merits or otherwise, including, without limitation, the dismissal of an action without prejudice, in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he shall be indemnified against all costs, charges and expenses (including attorneys' fees) actually and reasonably incurred by him or on his behalf in connection therewith.

*Section 8.06. **Determination of Right to Indemnification.*** Unless otherwise ordered by a court, any indemnification under *Sections 8.01 through 8.04* herein, shall be paid by the Corporation unless a determination is made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the members, that indemnification of an individual entitled to indemnification under *Sections 8.01 through 8.04* herein, is not proper in the circumstances because he has not met the applicable standard of conduct set forth in *Sections 8.01 through 8.04* herein.

*Section 8.07. **Advance Payment of Costs, Charges and Expenses.*** To the full extent permitted by law, the Corporation shall, upon request, pay costs, charges and expenses (including attorneys' fees) incurred by a person entitled to indemnification pursuant

By-Laws of Helicopter Association International, Inc.

to *Sections 8.01* and *8.02*, herein, and, if applicable, pursuant to *Sections 8.03* and *8.04*, herein, in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding; provided, however, that the payment of such costs, charges and expenses incurred by a Director or Officer in his capacity as a Director or Officer (and not in any other capacity in which service was or is rendered by such person while a Director or Officer) in advance of the final disposition of such action, suit or proceeding shall be made only upon receipt of an undertaking by or on behalf of the Director or Officer to repay all amounts so advanced in the event that it shall ultimately be determined that such Director or Officer is not entitled to be indemnified by the Corporation as authorized in these By-laws; such costs, charges and expenses incurred by other employees, agents and contractors may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

*Section 8.08. **Procedure for Indemnification.*** Any indemnification or advance of costs, charges and expenses provided for in *Sections 8.01* through *8.07*, herein, shall be made promptly, and in any event within sixty (60) days, upon the written request of the person entitled to indemnification; the right to indemnification or advances as granted by these By-laws shall be enforceable by a Director or Officer or other person indemnified hereunder in any court of competent jurisdiction. If the Corporation denies such request, in whole or in part, or if no disposition thereof is made within sixty (60) days, such person's costs, charges and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any such action shall also be indemnified by the Corporation; it shall be a defense to any such action (other than an action brought to enforce a claim for the advance of costs, charges and expenses pursuant to *Section 8.07* herein, where the required undertaking, if any, has been received by the Corporation) that the claimant has not met the standard of conduct set forth in *Sections 8.01* through *8.04*, herein, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, its independent legal counsel, and its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in *Sections 8.01* through *8.04*, herein, nor the fact that there has been an actual determination by the Corporation (including its Board of Directors, its independent legal counsel, and its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

*Section 8.09. **Authorization of Corporation Officers.*** The proper officers of the Corporation are, and each of them acting without the other is, authorized to take

By-Laws of Helicopter Association International, Inc.

any action, for and in the name of the Corporation, which he deems necessary or appropriate (as conclusively presumed from the taking of such action) to carry out and effect the foregoing *Sections 8.01 through 8.08*.

*Section 8.10. **Other Rights; Continuation of Right to Indemnification.*** The indemnification and advancement of expenses provided by these By-laws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (present or future, common or statutory), bylaw, agreement, vote of members or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and shall continue as to a person who has ceased to serve in the capacity making him eligible for indemnification, and shall inure to the benefit of the estate, heirs, executors and administrators of such person; all rights to indemnification under these By-laws shall be deemed to be a contract between the Corporation and each Director and Officer of the Corporation and, as applicable, any other person indemnified hereunder who serves or served in such capacity at any time while these By-laws as well as the relevant provisions of the General Corporation Law of the State of Delaware or any other applicable laws are or were in effect; any repeal or modification hereof or of such provisions of such law shall not in any way diminish any rights to indemnification of such Director or Officer or other person entitled to indemnification or the obligations of the Corporation arising hereunder.

*Section 8.11. **Savings Clause.*** If *Sections 8.01 through 8.10* of these By-laws or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director and Officer and may indemnify any other person entitled to indemnification, as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, to the full extent permitted by any applicable portion of these By-laws that shall not have been invalidated and to the full extent permitted by applicable law. To the full extent permitted by law, the Corporation may enter into and perform agreements with persons, including, without limitation, present and former Officers, Directors and employees of the Corporation and of companies acquired by or merged with the Corporation, obligating the Corporation, among other things, to provide indemnification and advancement of costs, charges and expenses to such persons in addition to any indemnification or advancement which may be available to such person under *Sections 8.01 through 8.10* of these By-laws.

By-Laws of Helicopter Association International, Inc.

*Section 8.12. **Insurance.*** The Board of Directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was or has agreed to become a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise (including employee benefit plans) against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

*Section 8.13. **Amendment of ByLaws for Indemnification.*** The Board of Directors may from time to time adopt further By-laws with respect to indemnification and may amend these and such By-laws to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Delaware.

ARTICLE IX **Dissolution**

Upon the dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, all assets of this Corporation shall go and be distributed to an organization, association, fund or foundation organized and operated exclusively for exempt purposes and which is recognized as tax-exempt, not-for-profit corporation by the United States Internal Revenue Service. If the Corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of as may be ordered by a court of competent jurisdiction.

ARTICLE X **Amendments to ByLaws**

Upon proper notice, these ByLaws may be amended by vote of two-thirds of the Regular Members present in person or by proxy at any annual or special meeting of the members or by written consent of a majority of Regular Members entitled to vote.

Amended by the Membership: February 24, 2008.

Statement Of Purposes

Purposes. The purposes of the Corporation are:

- (a) to gather, correlate, analyze and distribute facts, data and information relative to the use and operation of helicopters and to the business of renting, leasing, hiring and contracting for the use and operation of helicopters; to support, encourage and maintain high standards of ethical business practices and fair dealings among helicopter dealers, operators and owners; to disseminate advice and data of an educational and instructive nature concerning the techniques of dealing in and with helicopters and in connection with the safe use and operation of the same by dealers, operators and owners; to better the conditions of those engaged in the sale of, use of, leasing, hiring, contracting for and otherwise dealing with helicopters, all for the safe use and benefit of the owners, dealers and operators of helicopters and the general public; to provide an office and meeting place and other facilities necessary or desirable for carrying out the above purposes;
- (b) to purchase, sell, lease, trade, hold, license, grant rights in or with respect to, and manage property (both real and personal, tangible and intangible), assets and rights; and
- (c) to engage in any lawful act or activities for which non-stock corporations may be organized under the General Corporation Law of the State of Delaware; and
- (d) to foster and promote a regulatory environment favorable to the membership.

Code of Ethics for Members

ARTICLE I

Purpose

It is the purpose of this Code of Ethics to establish certain minimum standards in order to foster public confidence in the safety of helicopter operations and the integrity of HAI Members and to protect the reputation and good name of the helicopter industry. The Association does not deal with prices, territories or in any manner attempt to restrain trade or free enterprise.

In order to promote these objectives, each Member subscribes to the following code:

ARTICLE II

Technical Standards

- a. **Flight:** Flights will be made in accordance with appropriate government regulations. In addition, Members and their employees will exercise their best judgment to ensure a maximum safety factor at all times.

- b. **Flight Personnel:** A Member will employ and assign only individuals who hold current and appropriate certificates of qualification where applicable.

In addition, the Member shall be satisfied, either through training provided by his organization or by review of the pilot's experience, that flight personnel are familiar with the type of work to which they are assigned and are capable of completing it satisfactorily.

- c. **Maintenance:** Maintenance on a Member's aircraft shall be performed in a manner that conforms to appropriate regulations, so as to ensure the airworthiness of the aircraft.

ARTICLE III
Conduct and Business Standard

While recognizing that it is impossible to enumerate all the attitudes and factors which compromise good business ethics, Members shall make every effort to promote and maintain the highest business standards possible.

Members shall not perform any act which is willful violation or breach of the provisions of the Corporation's Certificate of Incorporation, or its By-Laws and regulations made thereunder, or its Code of Ethics or which may be unethical or prejudicial to the purposes of the Corporation.

Members who do perform such acts, subject themselves to Termination of Membership in accordance with Section 3.12(b) of the By-Laws.

Implementation: (Note: The Board has the authority set out in Section 3.12(b) of the By-Laws to implement sanctions as reasonable and necessary)

ARTICLE IV
Modification

The Code of Ethics outlined herein shall be subject to modification or elaboration as the needs of the industry shall require.



1635 Prince Street
Alexandria, Virginia 22314-2818
Tel: (703) 683-4646
Fax: (703) 683-4745
www.rotor.com