Bylaws
Of
The American Helicopter Society International, Inc.

ARTICLE I. **Name**

The name of the Corporation shall be: THE AMERICAN HELICOPTER SOCIETY INTERNATIONAL, INC. ("Society").

ARTICLE II. **Purpose and Mission**

As provided more fully in the Corporation's amended and restated Certificate of Incorporation, the purpose of the Society is to engage in educational and scientific activities, consistent with section 501(c)(3) of the Internal Revenue Code ("Code"), that advance the theory and practices of the science of vertical flight aircraft. The mission of the Society is to satisfy the technological, educational, informational, and advocacy needs of the global vertical flight community.

ARTICLE III. **Members**

(1) **Classification of Members**

Members of the Society shall consist of the following classes and such additional classes as the Board of Directors ("Board") may designate from time to time:

a. Individual Members

1. *Regular Membership*

Regular Membership shall be granted to any individual of acceptable moral character who displays an active and constructive interest in the purpose and mission of the Society. Regular members are uniquely eligible and qualified to hold office, serve on the Board, and vote on the affairs of the Society. "Voting Members" refers to individual regular members only.

2. *Student Membership*

Student membership shall be granted to any student registered in an approved academic institution and who displays an active and constructive interest in the purpose and mission of the Society.

"Members," except where otherwise specified, refers to individual members of the Society.

b. Institutional Members

1. Corporate Member

Any duly constituted corporation or business which has an appropriate interest in the purpose and mission of the Society, and which pays the annual fees established by the Board, may be granted membership in the Society as a Corporate Member. Corporate Members shall be approved by the AHS Executive Director.

2. Educational Member

Any approved library or institution of engineering or technical training that has an appropriate interest related to vertical flight aircraft, and which pays the annual fees established by the Board, may be granted membership in the Society as an Educational Member. Educational Members shall be approved by the AHS Director of Membership.

(2) **Division of Membership**

Individual regular members of the Society will be divided into chapters as may be designated by the Board. Each chapter may form such auxiliary organizations to support and promote the purpose and mission of the Society, not inconsistent with the amended and restated Certificate of Incorporation of the Society. Such chapters or auxiliary organizations shall not interfere in any way with the activities or affairs of the Society.

(3) **Fees, Dues Etc.**

The Board may establish fees and dues and augment the classes of and vary the specifications concerning Members, provided the Board does not discriminate within classes or exercise this right in such a way as to vary voting privileges. The Executive Director shall maintain a record of the fees and dues established by the Board for various classes of membership in the Society.

(4) **Expulsion**

The Board shall have the right to expel any Member for conduct which the Board deems, in its sole discretion, is against the best interests of the Society.

ARTICLE IV. **Board of Directors**

(1) **Board Membership**

a. The business and property of the Society shall be managed and controlled by the Board. The Chair of the Board, the President, the Secretary/Treasurer, the Vice Presidents, and the Technical Director shall serve as Directors. In addition to the foregoing, Voting Members shall elect Directors-at-Large, one for each of the then existing Regions of the Society. Additionally, the Chair of the Board is permitted to appoint not more than three additional Directors, to be known as “Appointed Directors.” Only the individuals designated above shall be eligible to serve on the Board and vote as Directors of the Society.

b. If the majority of the Directors shall agree in writing to any actions to be taken by the Society, such action shall be valid as though authorized at a Board Meeting.

(2) **Executive Committee**

The Executive Committee – consisting of the Chair of the Board, the President, the Secretary/Treasurer, and the Technical Director– is responsible for selecting the Executive Director and determining his or her compensation and term of office. The Executive Committee shall perform such other duties and have such other powers and authority as may be delegated by the Board, including the authority to exercise all the powers of the Board while the Board is not in session. In the event of a tie in any matters of voting within the Executive Committee, the Chair of the Board’s vote shall prevail. The Executive Committee shall report to the Board on its activities.

ARTICLE V. **Officers**

(1) **Titles.** The following are the Regular Officers of the Society.

a. Chair of the Board

b. President
c. Secretary/Treasurer
d. Technical Director
e. Executive Director
f. Regional Vice Presidents
g. International Vice Presidents
h. Washington, D.C. Vice President
i. Membership Vice President
j. Directors-at-Large
k. Appointed Directors
l. Special Officers

(2) **Election, Term and Duties**

a. ***Chair of the Board***

Election – The Chair of the Board (or "Chair") shall be elected by a plurality of ballots received from Voting Members in a duly-constituted annual election.

Term - The one-year term shall commence upon adjournment of the annual meeting following election of the Chair.

Duties – The Chair of the Board shall preside at Board meetings; shall serve as Chair of the Awards Committee; and, in the event that the office of the President becomes vacant, shall assume the duties of the President until a replacement is elected.

b. ***President***

Election – The President shall be elected by a plurality of ballots received from Voting Members in a duly-constituted annual election.

Term - The one-year term shall commence upon adjournment of the annual meeting following election of the President.

Duties – The President shall be the chief executive officer of the Society; shall preside at all national meetings of the Board when the Chair of the Board is not present and presiding; shall direct the Executive Director in the performance of his or her duties and shall perform such other duties as are necessary and proper, or which the Board may from time to time direct.

c. ***Secretary/Treasurer***

Election – The Secretary/Treasurer shall be elected by a plurality of the ballots received from the Voting Members in a duly-constituted annual election.

Term - The one-year term shall commence upon adjournment of the annual meeting following election of the Secretary/Treasurer.

Duties – The Secretary/Treasurer shall administer regional activities of the Society and promote membership and interest in and activities of the Society at the regional level at each meeting of the Board; review the audited financial statements by the Society's outside auditor and report on such statements to the Board; and perform such other duties as are necessary and proper to the conduct of the office of Secretary/Treasurer, or which the Board may from time to time direct.

d. ***Technical Director***

Appointment – The Technical Director shall be appointed by the President from among candidates proposed by the Technical Council (described in Article VI below) in accordance with the Society's operating procedures ("The Officers' Guide").

Term – The Technical Director shall serve a two (2) year appointment.

Duties – The Technical Director shall oversee and supervise all technical activities of the Society; chair the Technical Council; appoint the Editor-in-Chief of *The Journal of the American Helicopter Society ("Journal')*; appoint the Technical Council Deputy Directors and the Forum Technical Chair; maintain guidelines for the conduct of the technical activities of the Society; and perform such other duties as are necessary and proper to the conduct of the office, or which the Board may from time to time direct.

e. ***Executive Director***

Appointment – The Executive Committee shall appoint the Executive Director.

Term – The term of the Executive Director shall be indefinite, subject to termination by either party upon written notice to the other, stating when (not less than sixty days thereafter) such termination shall be effective.

Duties – The Executive Director shall manage the day-to-day affairs of the Society in accordance with the job description provided by the Board; attend all meetings of the Board and the Executive Committee, unless specifically instructed by the Board not to attend, but shall not have the right to vote; affirmatively assert, at any meeting of the Board or Executive Committee, any rule or principle set forth in these bylaws to guide any Director, the Board, and other properly constituted agents of the Society; serve as an ex-officio, non-voting member of all committees; record all votes, actions and the minutes of all proceedings of the Board, the Executive Committee, and any other committees when required; give, or cause to be given, notice of all meetings of the Board; maintain custody of the corporate funds and securities of the Society; keep full and accurate accounts of receipts and disbursements of the Society; deposit all monies and other valuables in the name and to the credit of the Society into depositories designated by the Board; disburse the funds of the Society as ordered by the Board or the President; prepare annual financial statements or at such other intervals as the Board or the President shall direct; and perform such other duties as are necessary and proper to the conduct of his or her office, or which the Board may from time to time direct.

f. ***Regional Vice Presidents***

Election – Regional Vice Presidents shall be elected by a plurality of the ballots received from the Voting Members from the appropriate region.

Term – Regional Vice Presidents shall be elected for two (2) year terms commencing upon the adjournment of the annual meeting following their election. There is no limit to the number of consecutive or non-consecutive terms that an elected Regional Vice President may serve. In keeping with the process enacted upon the establishment of the Society, one-half (or one-half plus or minus one, as the case may be) of the Regional Vice Presidents shall be elected annually, with the other half elected the following year.

Duties – Regional Vice Presidents shall administer regional activities of the Society; promote membership and interest in and activities of the Society at the regional level; represent the members of the region at each meeting of the Board; and shall perform such other duties as are necessary and proper to the conduct of the office, or which the Board may from time to time direct. The Regional Vice President shall prepare and submit a written report to the Executive Director prior to all Board Meetings regarding finances, activities and concerns for the Region. Each Regional Vice President shall form a nominating committee for the purpose of selecting the subsequent nominees for Regional Vice President and Director-at-Large from the active voting membership of each Region for which their term expires. These recommended candidates for their respective offices shall be, by virtue of such selection, duly nominated

candidates for their respective offices. The committee shall obtain written permission from each nominee prior to publicizing his or her name for election purposes. All nominations shall be submitted to the President by January of each year.

g. ***International Vice Presidents***

Appointments – Up to three International Vice Presidents may be appointed by the President from individual regular members active in international affairs within the scope and related to the purpose of the Society.

Term - The International Vice Presidents shall serve for one year terms, but may be reappointed indefinitely.

Duties - The International Vice Presidents shall represent regional activities of the Society. They shall promote Society membership, interest in the Society and activities of the Society internationally. They shall also represent the Society at international functions to enhance the Society's purpose and to promote individual membership in the Society as well as support regions or Chapters of the Society outside of the United States of America.

h. ***Washington, D.C. Vice President***

Appointment – Appointed by the Chair.

Term – The Washington, D.C. Vice President shall serve for a one year term, but may be reappointed indefinitely.

Duties – The Washington, D.C. Vice President shall assist and advise the Executive Director in advocating for science and technology research before Congress and U.S. government agencies such as the Department of Defense and the National Aeronautics and Space Administration (NASA). He or she shall also solicit corporate memberships among corporations with a presence within the Washington, D.C. metropolitan area.

i. ***Membership Vice President***

Appointment – Appointed by the Chair.

Term – The Membership Vice President shall serve for a one year term, but may be reappointed indefinitely.

Duties – The Membership Vice President shall lead the Membership Committee and work closely with the Regional Vice Presidents, Chapter officers and the Board in building membership, including Individual Members and Corporate Members.

j. ***Directors-at-Large***

Election – Directors-at-Large shall be elected by a plurality of the ballots received from the Voting Members from the appropriate region.

Term – The Directors-at-Large shall be elected for two (2) year terms commencing upon the adjournment of the annual meeting following their election. There is no limit to the number of consecutive or non-consecutive terms that an elected Director-at-Large may serve. In keeping with the process enacted upon the establishment of the Society, one-half (or one-half plus or minus one, as the case may be) of the Directors-at-Large shall be elected annually, with the other half elected the following year.

Duties – Directors-at-Large shall assist the Regional Vice Presidents in administering regional activities of the Society, promote membership and interest in and activities of the Society at the regional level;

represent the members of the region at each meeting of the Board; and shall perform such other duties as are necessary and proper to the conduct of the office, or which the Board may from time to time direct.

k. ***Appointed Directors***

Appointment – Up to three additional Directors may be appointed by the Chair.

Term – Directors appointed by the Chair shall serve at the pleasure of the Chair for the duration of the appointing Chair's term. Such Appointed Directors may be appointed consecutively for an unlimited number of terms.

Duties – Appointed Directors shall perform such duties as shall be delegated to them by the Chair.

l. ***Special Officers***

Appointment – The Chair may appoint Special Officers as needed.

Term – Special Officers appointed by the Chair shall serve at the pleasure of the Chair for the duration of the appointing Chair's term. Such Special Officers may be appointed consecutively for an unlimited number of terms.

Duties – Special Officers shall perform such duties as shall be delegated to them by the Chair, but shall not also serve as directors and hence have no voting privileges.

(4) **Vacancies**

Any vacancy occurring in any Board position other than a Regional Vice President may be filled by a replacement appointed by the Chair for the unexpired term. In the event of a vacancy occurring in the office of a Regional Vice President an election shall be held among the Voting Members who are residents of the appropriate region to elect a replacement to fill the unexpired portion of the term.

(5) **Bonding**

Persons entrusted with funds will be furnished a fidelity bond as approved by the Board.

ARTICLE VI. **Society Committees**

(1) **Standing Committees**

Membership
Nominating
Annual Forum
Awards
Technical Council

(2) **Special Committees**

Special Committees may be constituted by the Chair of the Board to study specific problems as may be required to perform other duties.

(3) **Responsibilities and Duties of Committees**

a. Committees shall report to the Board. Actions taken by committees shall be subject to ratification by the Board. All committees and their technical staffs shall prepare and keep up-to-date policy guidelines on their method of operation for the conduct of the various activities of the Society.

b. Duties of the standing committees shall be as set forth herein and as further amplified in the Officers' Guide. The Officers' Guide is to be reviewed and updated annually by the AHS staff.

c. The Membership Committee shall be comprised of the membership chairs of the individual Chapters. The Committee shall create membership recruitment campaigns, and shall recommend the expulsion from the Society of Members whose conduct is deemed detrimental to the best interests of the Society. An active membership roster shall be maintained by the AHS Headquarters staff and regularly reported to the Vice President of Membership.

d. The Nominating Committee shall consist of the Executive Committee, chaired by the Chair of the Board and actively supported by the Executive Director. The Nominating Committee, by a plurality of its members, shall select one name each from among the entire roster of then currently active Members as its recommendation for filling the offices of Chair, President, and Secretary-Treasurer. Members of the Nominating Committee are not excluded from running for office. No two of the positions of Chair, President or Secretary-Treasurer may be filled by a representative of the same corporation, institution or government organization.

e. The Annual Forum Committee shall be responsible for Annual Forum of the Society, including the administration, publicity, scheduling and financing within the period and budget prescribed by the Board. The Executive Director shall serve as the Annual Forum Committee Chair. The Forum Technical Chair shall be appointed annually by the Society's Technical Director. The Technical Director may also appoint a Forum Deputy Technical Chair to assist the Forum Technical Chair.

f. The Awards Committee shall recommend to the Board recipients of the Society's awards and annual Honorary Fellows. It shall also consider and suggest additional appropriate honors. The Chair of the Board shall serve as Chair of the Awards Committee. The Technical Director shall be a committee member. The other three members of the committee shall be selected by the Chair of the Board for a three-year term with one member representing each of the following: United States Government; the Society's Corporate Members; and the Academic community. The Board Chair's selection of Awards Committee members shall be ratified by the Board. The three appointed Committee members need not be selected from among the current Board. Each Awards Committee member is expected to serve and not delegate this responsibility unless circumstances occur in which his or her duties must be delegated to another person due to illness, absence from the country, or other extreme circumstances. In such cases, the delegated person will assume the member's Awards Committee responsibilities. The list of Society awards will be specified in the Officer's Guide.

g. The Technical Council shall consist of the following positions and committees, as specified in the Officers' Guide, reporting to the Technical Director (chairperson of the Technical Council): Deputy Technical Directors, Editor-in-Chief of the *Journal*; the Technical Committees, and other positions and committees created in support of the purpose of the Technical Council. The Technical Council shall maintain the standards of the Society's technical publications and meetings; organize such meetings; furnish technical advice and guidance to the Board, Officers and other Committees; and shall solicit materials and assistance to this end, in addition to editing the *Journal* and other technical publications. Other activities in keeping with the Society's purpose and mission may be undertaken by direction of the Board or a committee established for this purpose.

ARTICLE VII. **Regions and Chapters**

(1) The area served by the Society shall be divided into no fewer than five (5) nor more than fifteen (15) geographical regions in accordance with the geographic distribution of the membership and the activity of the areas. By majority vote of the Board, Regions may be redefined, divided or combined.

(2) The Regional Vice Presidents may, upon request of the members of particular regions, establish local Chapters when the distribution of the membership or other factor makes such action desirable. The Chapters will be administered by Chapter Presidents elected by the Voting Members participating therein

and will report to the Regional Vice Presidents. Each U.S.-based Chapter will present to their respective Regional Vice President and the Executive Director, not later than March 31 of each year, an accounting of revenues and expenditures in order that the Executive Director may file an IRS Form 990 and any other Federal or State tax return for the Society.

(3) The function of the Regions and Chapters shall be to hold local meetings, discussions, lectures and demonstrations consistent with the purpose of the Society as set forth in Article II of these Bylaws.

(4) The Regions and Chapters of the Society shall not assess local dues upon members for participation in the activities of the Regions or Chapters.

(5) Records of the activities of approved Regions and Chapters and their operating rules shall be provided to and shall be maintained by the Executive Director.

ARTICLE VIII. **Meetings of Members and Directors**

(1) There shall be an annual meeting of the Members of the Society (the "Annual Forum") in the Spring of each year, at a location designated by the Board.

(2) In addition to the Annual Forum, the Society may sponsor or co-sponsor additional International Technical Meetings. Such meetings must be endorsed by the Technical Director and approved by the Board in accordance with procedures outlined in the Officers' Guide. For purposes of this paragraph, "International Technical Meetings" are defined as meetings for which a general call for papers is issued or a significant number of papers invited from outside of the sponsoring region.

(3) Special meetings of the Voting Members of the Society may be called by the Board, the Chair or the President, or shall be called by the President upon the written request of ten percent (10%) of the Voting Members. Such meetings shall be pursuant to written notice which shall state the business for which they are called, and any other business to be transacted at any such special meeting. Voting Members shall be given no less than thirty (30) days advance written notice.

(4) The Board shall conduct a regular meeting at the time and place of the Annual Forum and at least one other meeting during the year. The Board shall also meet upon the call of the Chair at such times and places as he or she may designate, and shall also be called to meet upon demand of a majority of its members. Notices of all meetings of the Board shall be sent to each member of the Board at least thirty (30) days in advance of such meetings.

ARTICLE IX. **Elections**

(1) Elections by Voting Members shall be by ballot cast not later than the 15th of April in each year.

(2) In addition to nominees selected by the Nominating Committee, there shall be placed on the annual ballot any candidate(s) named in written petition(s) signed by at least fifty (50) Members and endorsed by a Regional Vice President and received by the Society before the 15th day of February.

(3) Voting Members shall at all times in respect to the election for any office, possess the right to write on the ballot the name of a candidate, and to this end no ballot shall be valid unless provided thereon spaces appropriately placed in which to write as many names as there are positions to be filled.

(4) Of the nominated and write-in candidates for each respective office, those receiving the plurality of votes shall be deemed elected.

ARTICLE X. **Voting and Quorums**

(1) Every question which shall come before a meeting of the Society's Voting Members or the Board shall be decided by a majority of the votes cast, unless otherwise provided.

(2) The Board may order the submission of any question to the Voting Members by letter ballot, or the Voting Members may so order at any meeting of the Society.

(3) The presence of at least one-half (50%) of the Directors in office shall be necessary to constitute a quorum of the Board. The acts of a majority of the Directors present at a meeting at which a quorum is present shall constitute the acts of the Board. The majority of those directors present at any meeting of the Board, at which a quorum of Directors is present, may adjourn any meeting of the Board from time to time and place to place without sending notice of such adjourned meeting to the Directors.

ARTICLE XI. **Notices**

(1) Written notice may be given to Members by mail, fax, electronic mail, posted on the Society's website, or publication in the Society's periodicals and publications, and to the Society at its principal office designated by the Board.

ARTICLE XII. **Dues**

(1) Members shall pay dues as determined by the Board.

(2) There shall be no return of fees or dues when a Member severs connections with the Society.

ARTICLE XIII. **Conflict of Interest and Compensation Policy**

(1) **Prevention of Conflicts of Interest**

Any officer, director or employee of the Society who has a direct or indirect financial interest in a transaction or arrangement which might benefit the private interest of such officer, director or employee of the Society ("Interested Person") shall disclose the existence of such financial interest and all material facts related thereto to the Board considering the proposed transaction or arrangement. A person has a financial interest if the person has, directly or indirectly, through business, investment or family, any of the following: a) an ownership or investment interest in any entity with which the Society has a transaction or arrangement; b) a compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement; or c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement. Following disclosure of the financial interest and all material facts related thereto to the Board, and any discussion with the Interested Person, the Interested Person shall leave the board meeting while the Board of Directors discuss and vote on whether a conflict of interest exists. If the Directors determine that a conflict of interest exists, they shall follow procedures addressing such conflict of interest pursuant to written Conflict of Interest and Compensation Guidelines adopted to avoid "excess benefit transactions" subject to intermediate sanctions and excise taxes under Section 4958 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

(2) **Compensation Policy**.

No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether said compensation is received directly or indirectly, from the Society. The Society shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively fair, ordinary and reasonable.

ARTICLE XIV. **Amendments**

a. Amendments to the Articles of Incorporation or these Bylaws may be initiated by any Director or by five percent (5%) of the Voting Members by submitting the proposed amendment to the Board in writing for Board consideration, approval and recommendation to the Voting Members that the amendment be approved and adopted as required under applicable law. The Board shall consider such proposed amendment(s) within thirty (30) days of its presentation to the Board.

b. Amendments shall be adopted when they have been approved by a majority of the votes cast by the Board and the Voting Members, as provided in Article X, either who are present at a meeting or who vote *via* written or electronic ballot, and the Board shall immediately cause such amendment to be appropriately implemented as provided under applicable law.

ARTICLE XV. **Tax-Exempt Status and Public Support Status**

(1) **Tax-Exempt Status**

The affairs of the Corporation at all times shall be conducted in such a manner as to assure its status as an organization defined in Internal Revenue Code Section 501(c)(3) which is qualified for exemption from tax pursuant to Section 501(c)(3) of the Internal Revenue Code.

(2) **Public Support Status**

The Society at all times shall be conducted in such manner as to assure its status as a publicly supported organization defined in Internal Revenue Code Sections 509(a)(1) or 509(a)(2).

ARTICLE XVI. **Dissolution**

Upon dissolution of the Corporation, any assets remaining after paying or making provision for the payment of all the liabilities of the Corporation shall be disposed of in accordance with applicable state laws and section 501(c)(3) of the Code.

CERTIFICATION

I hereby certify that the foregoing bylaws of The American Helicopter Society International, Inc. are the current rules of operation.

Date: December 27, 2011

By: Michael Hindley

Title: Executive Director