

The Executive Committee

I. AUTHORIZATION:

Article IV, Board of Directors, Section (2), Executive Committee, of the Bylaws of the American Helicopter Society (AHS) International, Incorporated, dated December 2011, states "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, Section (2), Election, Term and Duties, states "The Executive Committee shall appoint the Executive Director."

Article VI, Society Committees, Section (3) Responsibilities and Duties of Committees states: "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."

II. RESPONSIBILITIES & DUTIES:

Beyond the authority cited in the Bylaws, the normal operating procedures and duties of the Executive Committee are summarized as follows:

1. The membership of the Executive Committee consists of the Chair of the Board, the President, the Secretary/Treasurer and the Technical Director. The Executive Director serves as an ex-officio, non-voting member of the Executive Committee.
2. The Chair of the Board serves as the Chair of the Executive Committee.
3. Any Executive Committee member may call a meeting of the Executive Committee.
4. The Technical Director is the expert authority on matters pertaining to the technical aspects of the Society, including its publications, meetings, Forum, etc.
5. In the event a conflict arises with established operating procedures, the Executive Committee normally discusses the issue with the full Board before implementation.
6. A majority vote of the Executive Committee is necessary to implement decisions of the Executive Committee. In the event of a tie, the Chairman's vote carries.
7. The Executive Committee has the specific responsibility of assessing the overall performance of the Executive Director in determination of any bonus for the year, and annual salary for the following year. This performance evaluation shall be made prior to the closing of the fiscal year at December 31. Following review of the Society's financial status, the Executive Committee has the specific responsibility of recommending an amount, not exceeding 1% of the Society's annual revenue, to be used for bonus payments.
8. The Executive Committee shall ratify the selection of awardees as presented by the Awards Committee.
9. The members of the Executive Committee have the specific responsibility at the end of their terms to review the job description for the Executive Committee and submit recommendations for changes, if any, to the Executive Director, by the beginning of the next Society's next fiscal year.

The Chair of the Board

I. AUTHORIZATION FROM THE BYLAWS:

Article V, Officers, Section (2), Election, Term and Duties, states the following:

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.

Article V continues to state that the Chair of the Board appoints the following members of the Board:

- Washington, D.C. Vice President
- Membership Vice President
- Up to three additional “Appointed Directors”
- Special Officers without voting privileges
- 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.

Article VI, Society Committees, Section (2) Special Committees notes that “Special Committees may be constituted by the Chair of the Board to study specific problems as may be required to perform other duties.”

Article VI, Society Committees, Section (3), Responsibilities and Duties of Committees, states that the Chair of the Board is the Chair of the Awards Committee, and the Chair of the Executive Committee’s Nominating Committee. The Chair also selects the members of the Awards Committee, ratified by the full Board of Directors.

Article VIII, Meetings of Members and Directors, Section (3) notes that “Special meetings of the Voting Members of the Society may be called by the Board, the Chair or the President.”

II. RESPONSIBILITIES AND DUTIES:

Beyond the authority cited in the Bylaws, the duties of the Chair of the Board are summarized as follows:

1. Approves the location and date of all Board of Directors meetings.
2. Approves the agenda for all Board of Directors meetings.
3. Normally serves as Chair of the Executive Committee and presides over Executive Committee meetings.
4. Delivers the Executive Committee Report at the Board of Directors meetings.
5. Serves as the Chairman of the Awards Committee, presents the Awards Committee’s selections to the Executive Committee for ratification and notifies the full Board of Directors of the results.
6. Conducts the awards presentations at the Annual Awards Banquet.
7. The Chair of the Executive Committee normally conducts the annual performance evaluation of the Executive Director in determination of any raise or bonus.

8. The Chair is responsible at the end of his or her term for reviewing the job description of the Chair of the Board and submitting any recommendations for changes to the Executive Director by the beginning of the next fiscal (currently calendar) year of the Society.
9. The Chair is responsible for addressing the membership at the Annual Forum at the commencement of his term of office, outlining Society goals and objectives for the coming year, and again at the conclusion of his term of office outlining the accomplishments during his term as Chair.
10. The Chair also serves as an ombudsman for the AHS staff, specifically in any cases relating to alleged misconduct of the AHS Executive Director or Deputy Director, or any cases where a staff member does not believe that the Executive Director or Deputy Director are addressing potential issues appropriately. Employees shall be protected as "Whistleblowers."

The President of the Board

I. AUTHORIZATION FROM THE BYLAWS:

Article V, Officers, Section (2), Election, Term and Duties, states the following:

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.

II. RESPONSIBILITIES AND DUTIES: Beyond the authority cited in the Bylaws, the duties of the President are summarized as follows:

1. The President is responsible for appointing up to three International Vice Presidents appointments as soon as possible after his election, and the appointment of the Technical Director, as recommended according to the Technical Council's procedures..
2. The President is responsible at the end of his term for reviewing the job description for President and submitting any recommendations for changes to the Executive Director by the beginning of the next fiscal year.

The Secretary/Treasurer of the Board

I. AUTHORIZATION FROM THE BYLAWS:

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.

II. RESPONSIBILITIES AND DUTIES:

Beyond the authority cited in the Bylaws, the duties of the Secretary/Treasurer are summarized as follows:

1. The Secretary/Treasurer normally delegates recording and formal preparation of the minutes of Board meetings to the AHS office staff. Copies of these minutes are circulated to the full Board for comments and corrections. The comments and/or corrections are incorporated into the minutes, if appropriate, and the final minutes are presented at the next meeting of the Board for approval.
2. To assist the Secretary/Treasurer in the conduct of his financial obligations, a Finance Committee (and its Chair) is appointed by the Secretary/Treasurer drawing on the financial talents of the Corporate Members, with no more than one member from each company. The Finance Committee normally consists of three members, with the Chair selected from the Secretary/Treasurer's organization, although the Secretary/Treasurer may select the Chair from any of the Corporate Members. The functions of the Finance Committee are broadly defined to advise the Secretary/Treasurer, and the Executive Director, on financial matters pertaining to investments (including for the Vertical Flight Foundation), taxes, and internal control systems. In actuality, the Committee may not physically meet, but rather performs discrete functions as directed by the Secretary/Treasurer or Executive Director in support of the Board. Recommendations for any requirements to borrow or invest funds to accommodate the annual cash flow situation may be developed by the Finance Committee.
3. The Secretary/Treasurer authorizes annual audits of the funds of the Society. The Secretary/Treasurer reviews the auditor's report each year and submits it to the full Board for approval.
4. The Secretary/Treasurer presents a financial status report, prepared by the Executive Director, at each Board Meeting and requests Board approval of any revisions.
5. The Secretary/Treasurer insures that a checking account in the name of the Society is maintained at a reputable national bank. Authorized signatories include the Executive Director and one member of the AHS staff. There are no co-signing requirements.
6. The Secretary/Treasurer insures that Society officers (Chair of the Board, President, Secretary/Treasurer, Technical Director) and AHS office staff are bonded.
7. As a safeguard, the Executive Director shall periodically open the mail and screen receipts for unrecorded payments.
8. The Secretary/Treasurer insures that Regions and Chapters operate under the established guidelines for Regional/Chapter treasuries. Each Region/Chapter is required to maintain a simple set of books

on the Society's fiscal year of January 1 to December 31, perform a simple self-audit (by a panel of Chapter/Regional members), and report Chapter/Regional financial positions to AHS headquarters, including a statement of revenues, expenses, and net positions, as early as possible after the close of the fiscal year.

9. The Secretary/Treasurer is responsible at the end of his term for reviewing the job description for the Secretary/Treasurer and submitting any recommendations to the Executive Director by the close of the fiscal year.

The Technical Director

I. AUTHORIZATION FROM THE BYLAWS:

Appointment – The Technical Director shall be appointed by the President from among candidates proposed by the Technical Council (described in VI [of the bylaws] in accordance with the Society’s operating procedures (“The [Members] 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.

II. RESPONSIBILITIES AND DUTIES: Beyond the authority cited by the Bylaws, the duties of the Technical Director are summarized as follows:

1. The Technical Director acts as the expert authority of the Executive Committee on matters pertaining to the technical aspects of the Society, including its publications, meetings, forum, etc..
2. The Technical Director coordinates with the Executive Director in the planning, advertising, and execution of the AHS Annual Forum technical sessions, specialist meetings and the *Journal*.
3. The Technical Director plans any new ad-hoc technical assignments.
4. The Technical Director advises Regional Vice Presidents of Lichten Award procedures and submits candidates for the Lichten Award to the Awards Committee.
5. The Technical Director prepares reports to the Board and makes recommendations on revising this Members Guide.
6. The Technical Director chairs semi-annual Technical Council meetings (typically held in conjunction with the Board meetings) and co-chairs joint meetings of Committee Chairs and Technical Council.
7. The Technical Director serves as the Chair of the Vertical Flight Foundation Scholarship Committee for two years following his or her tenure as AHS Technical Director.

The Executive Director

I. AUTHORIZATION FROM THE BYLAWS:

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.

II. RESPONSIBILITIES AND DUTIES:

Beyond the authority cited in the Bylaws, the duties of the Executive Director are summarized as follows:

1. Maintain and increase membership
2. Maintain solvency of the Society, while pursuing the Purpose, Mission and Vision of AHS.
3. Represent AHS before industry, operators, government, other organizations, and media to: a) Maintain awareness of the industry status concerning employment, fiscal regulatory, and technical advancements; b) Maintain awareness and serve as a catalyst for technological advancements in helicopters for safety, cost savings, new missions, improved reliability, and matters relating to legislation affecting the helicopter -- FAA, national, state, and local as well as with foreign governments, companies, and operators.
4. New Programs: Assist the elected AHS officers by providing leadership in conceiving, coordinating, and executing (in cooperation with HAI and AIAA) new programs to enhance the state of the helicopter industry, to promote technical advancements, regulatory improvements, and industry image enhancement.
5. Communications: Improve Society communications and publications, including *Vertiflite*, *The Journal of the American Helicopter Society*, Annual Forum Proceedings, Specialists' Meetings Proceedings, sale of technical papers, and the announcement of special events and activities to the membership.
6. Annual Forum and Technology Display: Serve as General Chair of the Forum, including program coordination, sale of exhibit space and meeting arrangements.
7. Office Management: Manage the headquarters and supervise the staff.
8. Support technical activities, background and interest necessary to: a) Provide continuity between Society administration in advising the Board on matters of previous experience and policy, keep prior recommendations and starts before the Board; maintain, update, disseminate guidelines for officers and committee Chairs; maintain and disseminate publication standards. b) Coordinate staff support of the technical activities of the Society including assistance to the technical

committees, the editor-in-chief of *The Journal*, and the Technical Director, in the planning, advertising, and execution of the Society's program of Forum technical sessions, specialists' meetings, and *The Journal*. c) Provide assistance to the Regional Vice Presidents and local chapters with mailings, *Vertiflite* announcements, local news, and checklists for local planning. d) Maintain an accurate Society roster and record of activities, including award recipients. e) Provide student activity and affiliated activities with other technical societies with a common interest; and f) Maintain a reference library service for the AHS.

The Regional Vice Presidents

I. AUTHORIZATION FROM THE BYLAWS:

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.

II. RESPONSIBILITIES AND DUTIES:

Beyond the authority cited in the Bylaws, the duties of the Regional Vice President are summarized as follows:

1. Presents a written report on regional/chapter activities at meetings of the Board of Directors, the report to include chapter elections and any revisions in regional/chapter Bylaws.
2. Insures that the chapters in his respective region are operating in accordance with the Bylaws of the American Helicopter Society (AHS) International, Inc.
3. Monitors the business aspects of activities and meetings held in his region.
4. Insures that all chapters in his or her region execute indemnity agreements on behalf of the Society for all those functions for which such agreements are required.
5. Insures that the chapters in his region are operating in accordance with established guidelines for regional/chapter treasuries.
6. Is responsible for evaluating the financial needs and programs of his chapters.
7. Is responsible for reviewing his job description at the end of his term and submitting changes, if any, to the Executive Director.

The International Vice Presidents

I. AUTHORIZATION FROM THE BYLAWS:

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.

Washington D.C. Vice President

I. AUTHORIZATION FROM THE BYLAWS:

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.

The Directors-At-Large

I. AUTHORIZATION FROM THE BYLAWS:

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.

The Membership Vice President

I. AUTHORIZATION FROM THE BYLAWS:

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.

II. RESPONSIBILITIES AND DUTIES: Beyond the authority cited in the By-laws, the duties of the Membership Vice President and Committee are summarized as follows:

1. The Membership VP is appointed by the President for a one year term. His term may be extended for additional terms at the pleasure of the incoming President.
2. The Membership VP is the Chair of the Membership Committee. The Membership Committee consists of the Membership Chair of all active chapters, the Regional and International Vice Presidents, and the Directors-at-Large.
3. The Membership VP is responsible for developing ways and means for increasing membership in the Society and for developing ideas/markets for acquiring new members.
4. The Membership VP assists the Executive Director, Membership Director and other staff members in efforts to increase membership and develop membership drives and other related activities.
5. The Membership VP attends all meetings of the Board of Directors and provides a written report on membership activities for each meeting.
6. The Membership VP communicates with Regional and Chapter officers on membership activities.

Appointed Directors

I. AUTHORIZATION FROM THE BYLAWS:

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.

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.