

**THE
BYLAWS
OF
AERONAUTICAL REPAIR STATION ASSOCIATION**

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**AERONAUTICAL REPAIR STATION ASSOCIATION
BYLAWS**

ARTICLE I: Name and Location

The name of the Association shall be the Aeronautical Repair Station Association. The Association shall maintain its Registered Office in the Commonwealth of Virginia and in other such necessary or appropriate locations in which the Board of Directors may establish offices.

ARTICLE II: Organization and Dissolution

Section 1: Not for Profit

The Association is not organized for profit and shall use funds only to accomplish the Objectives and Purposes specified in these Bylaws.

The Association may accumulate reserves to ensure stability and continuity of operations.

Section 2: Dissolution

Upon dissolution of the Association, no part of its funds shall inure or be distributed to the members of the Association. After the Board of Directors pays or makes arrangement for payment of Association liabilities, the Board shall distribute the remaining amounts, if any, to qualified charitable or philanthropic organizations.

ARTICLE III: Objectives and Purposes

The Articles of Incorporation shall set forth the Objectives and Purposes of the Association.

ARTICLE IV: Membership

Section 1: Regular Membership

An entity that is a holder of, or applicant for, a maintenance organization approval issued by a civil aviation authority (CAA) or by a CAA's technical agent is eligible for Regular Membership.

Membership is assigned to the principal fixed location and certificate number listed on the member company's approval. Each additional location listed on the member company's approval or other agency-issued documentation (e.g., operations specifications) may be registered. Dues shall be based on the total number of employees at all member company registered locations.

A Regular Member in good standing represented at a Membership Meeting of the Association shall be entitled to one vote on each issue the Board of Directors may open to a vote, in accordance with the Bylaws, at such Meeting.

Section 2: Associate Membership

An entity that provides products, articles or services other than maintenance, preventive maintenance or alteration of civil aviation articles is eligible for Associate Membership.

An Associate Member shall have the privilege of the floor at a Membership Meeting of the Association, but shall not be entitled to vote.

Section 3: Affiliate Membership

An individual person engaged in aviation and not employed by an entity otherwise eligible for Regular Membership is eligible for Affiliate Membership.

An Affiliate Member in good standing shall have the privilege of the floor at a Membership Meeting of the Association, but shall not be entitled to vote.

Section 4: Corporate Membership

A Corporate Membership entitles an entity to join any and all of its constituent parts, divisions or wholly-owned subsidiaries under a single membership.

An entity that derives a majority of its income from maintenance, preventive maintenance or alteration of civil aviation articles shall be eligible for a Regular Corporate Membership.

A Regular Corporate Member in good standing represented at a Membership Meeting of the Association shall be entitled to one vote on each issue the Board of Directors may open to a vote, in accordance with the Bylaws, at such Meeting.

An entity that would qualify for an Associate Membership in the Association shall be eligible for an Associate Corporate Membership.

An Associate Corporate Member shall have the privilege of the floor at a Membership Meeting of the Association, but shall not be entitled to vote.

Section 5: Educational or Military Service Membership

An institution of learning or an individual employed by or enrolled at an institution of learning or employed by a branch of a nation's military is eligible for an Educational or Military Service Membership.

An Educational or Military Service Member in good standing shall not have the privilege of the floor at a Membership Meeting of the Association, nor be entitled to vote.

Section 6: Enrollment Procedures

Application for membership is made by indicating to the Association that the applicant meets the qualifications for the appropriate category of membership as set forth in the Bylaws. If the Executive Director of the Association finds the Applicant qualified, the

Association shall admit the Applicant to membership in the category for which it is qualified.

The Association will then publish the name of the Applicant to the Membership. Each member shall have the opportunity to show that the Applicant does not meet the qualifications of the membership category for which it is approved. The Executive Director shall refer to the Board for final action a membership application to which a Member has filed objection. The Board of Directors shall have the final authority to determine the category, if any, for which the Applicant for membership meets the qualifications.

Section 7: Appeals

An Applicant whose membership has been denied by the Executive Director may appeal this decision to the Board of Directors. The Applicant may personally appear before the Board to demonstrate membership qualifications and rebut allegations of non-qualification. The Board, by a majority vote of the Directors present and voting, shall determine whether the applicant is qualified for membership.

Section 8: Waiver of Membership Requirements

Whenever the Executive Director determines that the admission to membership of an Applicant not qualified for membership under the Bylaws furthers the Purposes and Objectives of the Association, or after receiving advice from legal counsel that applicable law requires the admission of an Applicant, the Executive Director may waive the membership requirement that disqualifies the Applicant and admit the Applicant in the most appropriate membership category.

Section 9: Annual Meeting

The Association shall hold an annual Meeting of the Members of the Association at such time and place as the Board of Directors may set. Representation, in person or by proxy, of ten percent (10%) of the Association members entitled to vote at such a meeting shall constitute a quorum for the purpose of doing business at the meeting.

The Board of Directors or the President may schedule additional Regular or Special Meetings of the Members of the Association.

Section 10: Notice of the Membership Meeting

The Executive Director shall give written notice of a Meeting of the Members of the Association to each member of the Association. Notice stating the time, date, place and purpose(s) of the meeting shall be delivered by mail, facsimile, electronic mail, telegram or personal service to each Association member. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the business address of the Association member, with postage thereon prepaid.

Notice shall be given not less than 10 days and not more than 60 days before the annual meeting. The Board shall choose a date for giving notice and this notice date shall be the record date.

Section 11: Waiver of Notice Requirement

Whenever notice is required to be given to a member, officer or director of the Association under the provisions of these Bylaws or laws of the Commonwealth of Virginia, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

Section 12: Membership Voting Rights

The Board of Directors, by majority vote of Directors present and voting, may allow a vote by the eligible Members at a Meeting, on an issue concerning the Association, its policies and practices.

If an issue is subject to a Member vote during an Annual or Special Meeting of the Association, the Executive Director must notify Members of such a vote at least fifteen (15) days prior to the date of such Meeting.

Resolution of an issue subject to membership vote shall be determined by a majority vote of the Members present and voting.

ARTICLE V: Separations

Section 1: Resignations

The Executive Director shall accept the resignation of a Member in good standing thirty (30) days after receiving written notice. The resigning Member remains liable for all dues and other obligations to the Association that have not been paid in full through the date of resignation. Such Member, after acceptance of its resignation, shall forfeit all rights, privileges and interests of membership in or to the Association, and shall cease to use Association insignia and emblems.

Section 2: Termination for Non-Payment

Except as provided in this section, the Executive Director shall terminate the membership of a member who fails to pay dues, assessments, fees or other obligations to the Association by the Annual Due Date.

All rights, privileges and interest of membership in or to the Association shall cease on the due date, unless the Executive Director, for good cause shown, extends the time period for such payment.

Section 3: Suspension or Termination for Cause

The Board of Directors may suspend or terminate a Membership in the Association for cause, by a two-thirds vote of the entire Board of Directors, provided that the Executive Director shall send to the member subject to the vote, by certified mail at least thirty (30) days prior to the vote, a statement of the charges. The statement shall include a notice of the time and place when the vote is scheduled, and shall notify the member that there is a right to appear in person or by Counsel to present a defense to such charges.

Sufficient cause for such suspension or termination includes, but is not limited to, failure to meet one or more membership requirement set forth in these Bylaws; failure to meet one or more requirements set forth in the Articles of Incorporation; the violation of a lawful rule, practice or policy the Board of Directors duly adopts; conviction of a serious crime; or other conduct the Board of Directors deems to be prejudicial to the best interests of the Association.

In the event that a member, or one of its principal owners, is convicted of or admits guilt to charges of corrupt practices which have or could result in criminal penalties in a Court of Law, the continuation of membership in the Association by such company shall require a two-thirds affirmative vote of the entire Board of Directors.

In the event that the company fails to make an appearance without a justifying excuse or the Board does not vote affirmatively to continue the membership, the Association shall terminate the company’s membership effective as of the date of the Board’s vote.

Section 4: Reinstatement

The Executive Director may reinstate a former Member whose membership the Association terminated as a result of voluntary resignation or for nonpayment of dues at the recommendation of a member of the Board of Directors, upon showing proof of qualification under these Bylaws and payment of current year’s dues and obligations which may have been owed to the Association at the time of termination. The Association may provide a continuous membership record to a former member that meets the preceding requirements and makes payment of all intervening and current dues.

ARTICLE VI: Membership Dues

Section 1: Changes in Dues Schedule

The Board of Directors may authorize a change in the annual rate of dues for membership categories; the membership shall be notified of such change at least forty-five (45) days prior to the effective date.

The Executive Director may authorize CPI adjustments, rounded to the nearest dollar, without Board of Directors approval and shall notify the membership of such adjustment no later than Oct. 1 of each calendar year.

Section 2: Payment of Dues

An Applicant for membership in the Association shall pay dues in full with the submission of the membership application. A Member shall pay Annual Dues upon the anniversary month of the Member's initial application for membership and acceptance thereof.

ARTICLE VII: Officers, Their Powers and Duties

Section 1: The Officers

The Officers of the Association shall be (1) the President; (2) the Senior Vice President; (3) the Executive Director; (4) the Managing Director; and (5) the Treasurer.

Each Officer that is not already a duly elected member of the Board shall also serve as an ex-officio Director, but no Officer shall, in any case, have more than one vote on a matter coming before the Board of Directors.

Section 2: Selection of Officers

Except as otherwise provided in the Bylaws, the Board of Directors shall annually select, by majority vote of Directors present and voting, those individuals who serve as the President, the Senior Vice President and the Treasurer of the Association. Each Officer of the Association, except the Executive and Managing Directors, shall be an officer, senior manager or director or serve in a management capacity in a Regular or Regular Corporate member of the Association.

No Officer of the Association shall be from a member under the financial control of a manufacturer. For purposes of these Bylaws, financial control means more than half of the entity's revenues are derived from the production and sale of aviation articles.

The Board of Directors shall select and employ, by a majority vote of Directors present and voting, the Executive Director and the Managing Director, who need not be members of the Association. The terms of service on the Board, employment and compensation of the Executive Director and the Managing Director shall be established by contract, signed by the President with the approval of the Board of Directors and may encompass multiple terms.

The Association shall remove an Officer from office for failure to participate in four consecutive Board of Director Meetings, absent an affirmative vote by a majority of the Directors present and voting to retain the Officer. The Board of Directors, by a majority vote of Directors present and voting, may remove an Officer from office, with or without cause.

Section 3: The President

The President shall be the Chief Executive Officer of the Association. The President shall be an ex-officio member of the Board of Directors, unless already a duly elected Director,

shall serve as a member of the Executive Committee, and shall attend the meetings of both bodies.

The President shall enforce the rules, regulations and the Bylaws of the Association and may sign checks on behalf of the Association. The President shall administer the Association's programs and activities and shall execute the decisions of the Board of Directors and the Executive Committee.

The President shall preside at meetings of the Board of Directors and the Executive Committee. Except where the Senior Vice President assumes the office of President as provided in these Bylaws, the Board shall elect the President by a majority vote of Directors present and voting.

The President shall serve a term of one year and may not serve more than two consecutive terms.

Section 4: Senior Vice President

The Senior Vice President, during the absence or disability of the President, shall exercise all of the duties of the President until the latter shall return or a successor duly qualified. The Senior Vice President shall be an ex-officio member of the Board of Directors, unless already a duly elected Director, and shall serve as a member of the Executive Committee and shall attend the meetings of both bodies.

The Senior Vice President shall also perform such duties relating to the financial affairs of the Association as the Executive Committee may direct, including the signing of checks. The Senior Vice President shall assume the office of the President at the expiration of the President's term of office, unless the Board determines by a two-thirds vote of the entire Board that the Senior Vice President shall not assume the Presidency.

Except where the Treasurer assumes the office of Senior Vice President as provided in these Bylaws, the Board shall elect the Senior Vice President by a majority vote of Directors present and voting.

The Senior Vice President shall serve a term of one year and shall not serve more than two consecutive terms.

Section 5: Executive Director

The Executive Director shall be the Chief Operating Officer of the Association and under the direction of the Board of Directors shall be responsible for and have authority over all management functions. The Executive Director shall be an ex-officio member of the Board of Directors and a member of the Executive Committee.

The Association shall compensate the Executive Director for his or her services. With the approval of the Executive Committee, the Executive Director may hire staff, establish their functions and define their duties. The Executive Director may delegate such functions as shall, in the Executive director's judgment, be in the best interests of the Association.

The Executive Director shall also serve as the Secretary of the Association and, in that capacity, shall act as the business manager of the Association, shall accurately maintain all accounts, records, receipts and expenditures and shall maintain an accurate list of all members. The Executive Director may sign checks and other instruments of the Association, subject to limitations the Board of Directors or Executive Committee imposes. The Executive Director, with the consent of the Managing Director, may delegate these functions.

Section 6: Managing Director

The Managing Director shall represent the Board and Association and shall monitor all the affairs of the Association on behalf of the Board and the Executive Committee. The Managing Director shall be an ex-officio member of the Board of Directors and a member of the Executive Committee.

The Association shall compensate the Managing Director for his or her services. The Executive Director and all Association staff shall respond to all requests made or given by the Managing Director. The Managing Director may sign checks and other instruments of the Association, subject to limitations the Board of Directors or Executive Committee imposes.

The Managing Director shall report to the Board on the affairs and conditions of the Association and may call emergency meetings of the Board to be conducted by telephone, upon 24 hours' notice to other Directors, if the Managing Director determines such meeting is necessary for the orderly administration of the affairs of the Association.

Section 7: Treasurer

The Treasurer shall exercise all powers and duties relating to the general supervision of the finances of the Association. The Treasurer shall be an ex-officio member of the Board of Directors, unless already a duly elected Director, shall serve as a member of the Executive Committee and shall attend the meetings of both bodies.

The Treasurer shall perform such duties relating to the Association's finances as the President or the Board of Directors may direct, including signing checks in the absence or unavailability of the President or Senior Vice President.

The Treasurer shall assume the office of the Senior Vice President at the expiration of the Senior Vice President's term of office, unless the Board determines by a two-thirds vote of the entire Board that the Treasurer shall not assume the Senior Vice Presidency.

The Board shall elect the Treasurer by a majority vote of Directors present and voting.

The Treasurer shall serve for a term of one year and shall not serve more than two consecutive terms.

ARTICLE VIII: Executive Committee

Section 1: Composition

The Executive Committee shall consist of the President, Senior Vice President, Executive Director, Managing Director, and Treasurer.

Section 2: Authority

Between Regular or Special Meetings of the Board of Directors, the Executive Committee may exercise the powers of the Board, as defined in these Bylaws. In exercising these powers, the Executive Committee shall act consistent with the directions and policies of the Board.

ARTICLE IX: Board of Directors

Section 1: Governing Body

The Board of Directors shall supervise, control and direct the affairs of the Association; shall determine its policies within the limits of the Bylaws and the laws of the Commonwealth of Virginia; shall actively prosecute its purposes; shall adopt an annual budget based upon a conservative estimate of anticipated receipts; and, shall have discretion in the disbursement of its funds.

By a majority vote of the Directors present and voting, the Board may adopt such rules, regulations and policies for the conduct of its business as it shall deem necessary or appropriate, and may, in its discretion, establish foundations or other entities to be affiliated with the Association.

Section 2: Composition of the Board

The Board shall consist of at least six and no more than nine (9) elected directors and no more than five (5) ex-officio directors. The current Board of Directors shall elected directors at its [Annual Meeting](#), unless the Board of Directors determines it necessary to elect a director at another meeting.

Elected directors shall be representatives of companies holding Regular or Regular Corporate Membership in the Association and not under the financial control of a manufacturer (as defined by [Article VII](#) of these Bylaws); however, at any one time there may be one Director who does not meet these qualifications.

Each Officer not duly elected to the Board of Directors shall serve as an ex-officio Director, but no Officer shall, in any case, have more than one vote on a matter coming before the Board of Directors.

The Association shall remove a Director from office for failure to participate in four consecutive Board of Director Meetings, absent an affirmative vote by a majority of

Directors present and voting to retain the Director. The Board of Directors, by a majority of Directors present and voting, may remove a Director from office, with or without cause.

Newly elected directors shall serve a term of one year, except that a Director elected to fill a mid-term vacancy shall serve the remainder of the vacating Director's term. Re-elected directors shall serve a term of three years.

Section 3: Oversight Duties of the Board

The Board, in addition to its duties as the governing body of the Association, shall limit the activities of the Association and its Officers to the Purposes authorized in the Articles of Incorporation and these Bylaws, and shall cause such of these activities and functions as the Association undertakes to be carried out in an appropriate and lawful manner. In furtherance of these duties, the Board shall cause the books and accounts of the Association to be reviewed at least annually, and shall examine and approve this review.

Section 4: Annual Board Meeting

The Board of Directors shall meet annually, for the purpose of electing new Directors and Officers, establishing a date, time and place for the Annual Membership Meeting, and transacting such business as may come before the Board.

Section 5: Conduct of Board or Executive Committee Meetings

At its sole discretion, the Board of Directors or the Executive Committee may conduct meetings by electronic means. The Executive Director shall notify the members of the Board of Directors or Executive Committee, verbally or in writing, of the date and time of meetings within a reasonable time, but not less than twenty-four (24) hours prior to the time established for its commencement, or in the case of a meeting at which the Board will vote on a change to the Bylaws, not less than fifteen (15) days prior to its date.

ARTICLE X: Ad Hoc Committees

The Executive Director shall have the authority, subject to the oversight of the Board, to establish ad hoc committees and appoint chairs beneficial to the operation of the Association.

ARTICLE XI: Reimbursement of Expenses

The Executive Director, subject to the approval of the Board of Directors, shall reimburse for all reasonable expenses incurred on behalf of the Association.

Member representatives attending Association meetings shall do so at their own expense.

ARTICLE XII: Bylaw Amendments

Section 1: Amendments by the Board

The Board of Directors, by a majority vote of the entire Board, may alter, amend or repeal the Articles of Incorporation and the Bylaws of the Association.

The Executive Director shall send a proposed amendment to the members of the Board no later than fifteen (15) days prior to the meeting at which a vote shall take place. The Board may waive the fifteen (15) day requirement by a two-thirds vote of the members of the Board present and voting at a meeting.

Section 2: Consultation with the Membership

In its discretion, the Board may submit amendments to the Articles of Incorporation and the Bylaws to the membership. If the membership is to consider such amendments during an Annual or Special Meeting of the Association, the Executive Director shall transmit the proposed amendments to the membership at least fifteen (15) days prior to the date of such meeting. Approval of such amendments shall be by a majority vote of the members present and voting.

If the membership is to consider such amendments by other than a meeting, then no less than twenty-five percent (25%) of all active members shall cast a ballot to constitute a valid action and a majority of those voting shall determine the action.

Section 3: Record of Bylaw Changes

The Executive Director shall maintain a record of alterations, amendments to or repeals of the Bylaws, as [Appendix A](#) to the Bylaws. The record of changes to the Bylaws shall include the original language of the provision or section prior to adoption of the change, the language of the provision or section as amended or altered and the date on which the Board of Directors or Membership adopted the change.

The Executive Director may include a statement, approved by a majority vote of Directors present and voting, explaining the purpose or effect of or need for the adopted changes. The statement may take any form, including, but not limited to, relevant portions of Board-approved minutes for the meeting at which the Directors or Members adopted the changes.

Correction of typographical or grammatical errors will not be deemed alterations or amendments or repeals of the Bylaws; recording of such corrections will be noted in [Appendix A](#) with a description and date.

**AERONAUTICAL REPAIR STATION ASSOCIATION
BYLAWS**

APPENDIX A: Adoptions and Changes

| | Old | New | Adoption Date |
|---|---|---|---------------|
| | N/A | Adoption of VA Bylaws | 10/18/2005 |
| 1 | <p>ARTICLE VI: Membership Dues <i>Section 1. Changes in Dues Schedule.</i></p> <p>The Board of Directors may authorize a change in the annual rate of dues for a classification of membership, provided that written notice of the change shall have been sent to members at least forty-five (45) days in advance of the effective date of such a change. The current dues schedule shall be attached to these Bylaws as Appendix A.</p> | <p>ARTICLE VI: Membership Dues <i>Section 1. Changes in Dues Schedule.</i></p> <p>The Board of Directors may authorize a change in the annual rate of dues for a classification of membership, provided that written notice of the change shall have been sent to members at least forty-five (45) days in advance of the effective date of such a change. The changed Dues Schedule shall be attached to the Board Minutes approving it.</p> | 1/12/2007 |
| 1 | Appendix A – Dues Schedule | Removed Dues Schedule – per above change | 1/12/2007 |
| 1 | Appendix B – Adoption/Changes | Changed to Appendix A and named – Adoption/Change Record | 1/12/2007 |
| 2 | <p>ARTICLE IV: Membership <i>Section 1. Regular Membership.</i></p> <p>A business entity, a substantial portion of whose business involves the maintenance, preventative maintenance or alteration of Civil Aviation products, assemblies or parts, and which holds a Federal Aviation Administration Repair Station Certificate issued under 14 C.F.R. part 145 of the Federal Aviation Regulations, or a comparable certification from a non-U.S. Civil Aviation Authority, shall be eligible for Regular Membership in the Association. A Regular Member in good standing represented at a Membership Meeting of the Association shall be entitled to one vote on each issue the Board of Directors may open to a vote, in accordance with the Bylaws, at such Meeting.</p> <p><i>Section 2. Associate Membership.</i></p> <p>A business entity, a substantial portion of whose business is the manufacture or distribution of parts or components used in Civil Aviation products, or a business entity, a substantial portion of whose business is the manufacture, sale or distribution of parts or machinery for use in systems and parts of Civil Aviation products, shall be eligible for Associate Membership in the Association. An Associate Member shall have the privilege of the floor at a</p> | <p>ARTICLE IV: Membership <i>Section 1. Regular Membership</i></p> <p>A business entity that derives a substantial portion of its revenue from the maintenance, preventive maintenance or alteration of civil aviation articles, and which holds a Federal Aviation Administration Air Agency certificate issued under 14 CFR part 145, or a comparable certificate issued by a non-U.S. Civil Aviation Authority or its Technical Agent, is eligible for Regular Membership.</p> <p>Membership is assigned to the physical address and certificate number listed on the member company's certificate.</p> <p>Each additional location (e.g., fixed locations) listed on the member company's certificate or other agency-issued documentation (e.g., operations specifications) may be registered as a member for an additional fee.</p> <p>Association dues shall be based on the total number of employees at all member company registered locations.</p> <p>A Regular Member in good standing represented at a Membership Meeting of the Association shall be entitled to one vote on each issue the Board of Directors may open to a vote, in accordance with the Bylaws, at such Meeting.</p> | 11/12/2013 |

| | Old | New | Adoption Date |
|--|---|--|---------------|
| | <p>Membership Meeting of the Association, but shall not be entitled to vote, nor shall its representatives be entitled to hold an office in the Association, except as provided in these Bylaws.</p> <p><i>Section 3. Corporate Membership.</i></p> <p>A business entity that would qualify for a Regular Membership in the Association shall be eligible for a Regular Corporate Membership in the Association. A business entity that would qualify for an Associate Membership in the Association shall be eligible for an Associate Corporate Membership. A Regular or Associate Corporate Membership entitles a company with one or more constituent parts, divisions or subsidiaries to join and bring all of the constituent parts, divisions or subsidiaries under a single membership. A Regular Corporate Member in good standing represented at a Membership Meeting of the Association shall be entitled to one vote on each issue the Board of Directors may open to a vote, in accordance with the Bylaws, at such Meeting. An Associate Corporate Member shall have the privilege of the floor at a Membership Meeting of the Association, but shall not be entitled to vote, nor shall its representatives be entitled to hold an office in the Association, except as provided for in these Bylaws.</p> <p><i>Section 4. Individual Membership.</i></p> <p>An individual person who is substantially engaged in an aspect of the aviation industry and is not otherwise eligible for another membership category is eligible for Individual Membership in the Association. An Individual Member in good standing shall have the privilege of the floor at a Membership Meeting of the Association, but the Individual Member is not entitled to vote, nor entitled to hold an office in the Association.</p> | <p><i>Section 2. Associate Membership</i></p> <p>A business entity that derives a substantial portion of its revenue from services other than maintenance, preventive maintenance or alteration of civil aviation articles is eligible for Associate Membership.</p> <p>An Associate Member shall have the privilege of the floor at a Membership Meeting of the Association, but shall not be entitled to vote, nor shall its representatives be entitled to hold an office in the Association, except as otherwise provided in these Bylaws.</p> <p><i>Section 3. Affiliate Membership</i></p> <p>An individual person who is substantially engaged in an aspect of the aviation industry and is not otherwise eligible for membership is eligible for Affiliate Membership.</p> <p>An Affiliate Member in good standing shall have the privilege of the floor at a Membership Meeting of the Association, but the representative of the Affiliate Member shall not be entitled to vote or to hold an office in the Association.</p> <p><i>Section 4. Corporate Membership</i></p> <p>A Corporate Membership entitles a business entity with one or more constituent parts, divisions or wholly owned subsidiaries to join and bring all of the constituent parts, divisions or wholly owned subsidiaries under a single membership.</p> <p>A business entity that would qualify for a Regular Membership in the Association shall be eligible for a Regular Corporate Membership. A business entity that would qualify for an Associate Membership in the Association shall be eligible for an Associate Corporate Membership.</p> <p>A Regular Corporate Member in good standing represented at a Membership Meeting of the Association shall be entitled to one vote on each issue the Board of Directors may open to a vote, in accordance with the Bylaws, at such Meeting.</p> <p>An Associate Corporate Member shall have the privilege of the floor at a Membership Meeting of the Association, but shall not be entitled to vote, nor shall its representatives be entitled to hold an office in the Association, except as provided for in these Bylaws.</p> | |

| | Old | New | Adoption Date |
|---|---|--|---------------|
| | | <p><i>Section 5. Educational Membership</i></p> <p>An institution of learning or an individual enrolled at an institution of learning and not otherwise eligible for membership under another category, is eligible for an Educational Membership in the Association.</p> <p>An Educational Member in good standing will not have the privilege on the floor at a Membership Meeting of the Association, nor shall the individual be entitled to vote or hold an office in the Association.</p> | |
| 2 | <p>ARTICLE VII: Membership Dues</p> <p><i>Section 1. Changes in Dues Schedule.</i></p> <p>The Board of Directors may authorize a change in the annual rate of dues for a classification of membership, provided that written notice of the change shall have been sent to members at least forty-five (45) days in advance of the effective date of such a change.</p> | <p>ARTICLE VII: Membership Dues</p> <p><i>Section 1. Changes in Dues Schedule.</i></p> <p>The Board of Directors may authorize a change in the annual rate of dues for a membership category, provided that written notice of the change shall have been sent to members at least forty-five (45) days in advance of the effective date of such a change.</p> | 11/12/2013 |
| 2 | All | Various formatting, grammatical revisions and minor clarifications. | 11/12/2013 |
| 3 | <p>ARTICLE VII: Membership Dues</p> <p><i>Section 1. Changes in Dues Schedule.</i></p> <p>The Board of Directors may authorize a change in the annual rate of dues for a membership category, provided that written notice of the change shall have been sent to members at least forty-five (45) days in advance of the effective date of such a change.</p> | <p>ARTICLE VII: Membership Dues</p> <p><i>Section 1. Changes in Dues Schedule.</i></p> <p>The Board of Directors may authorize a change in the annual rate of dues for membership categories; the membership shall be notified of such change at least forty-five (45) days prior to the effective date. The Executive Director may authorize CPI adjustments, rounded to the nearest dollar, without Board of Directors approval and shall notify the membership of such adjustment no later than Oct. 1 of each calendar year.</p> | 12/19/2013 |
| 4 | <p>ARTICLE IV: Membership</p> <p><i>Section 1: Regular Membership</i></p> <p>A business entity that derives a substantial portion of its revenue from the maintenance, preventive maintenance or alteration of civil aviation articles, and which holds a Federal Aviation Administration Air Agency certificate issued under 14 CFR part 145, or a comparable certificate issued by a non-U.S. Civil Aviation Authority or its Technical Agent, is eligible for Regular Membership.</p> | <p>ARTICLE IV: Membership</p> <p><i>Section 1: Regular Membership</i></p> <p>An entity that is a holder of, or applicant for, a maintenance organization approval issued by a civil aviation authority (CAA) or by a CAA's technical agent is eligible for Regular Membership.</p> <p>Membership is assigned to the principal fixed location and certificate number listed on the member company's approval. Each additional location listed on the member company's approval or other agency-issued documentation (e.g., operations specifications) may be</p> | 10/07/2016 |

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| | <p>Membership is assigned to the physical address and certificate number listed on the member company's certificate.</p> <p>Each additional location (e.g., fixed locations) listed on the member company's certificate or other agency-issued documentation (e.g., operations specifications) may be registered as a member for an additional fee.</p> <p>Association dues shall be based on the total number of employees at all member company registered locations.</p> <p>A Regular Member in good standing represented at a Membership Meeting of the Association shall be entitled to one vote on each issue the Board of Directors may open to a vote, in accordance with the Bylaws, at such Meeting.</p> | <p>registered. Dues shall be based on the total number of employees at all member company registered locations.</p> <p>A Regular Member in good standing represented at a Membership Meeting of the Association shall be entitled to one vote on each issue the Board of Directors may open to a vote, in accordance with the Bylaws, at such Meeting.</p> | |
| 4 | <p><i>Section 2: Associate Membership</i></p> <p>An entity that derives a substantial portion of its revenue from services other than maintenance, preventive maintenance or alteration of civil aviation articles is eligible for Associate Membership.</p> <p>An Associate Member shall have the privilege of the floor at a Membership Meeting of the Association, but shall not be entitled to vote, nor shall its representatives be entitled to hold an office in the Association, except as otherwise provided in these Bylaws.</p> | <p><i>Section 2: Associate Membership</i></p> <p>An entity that provides products, articles or services other than maintenance, preventive maintenance or alteration of civil aviation articles is eligible for Associate Membership.</p> <p>An Associate Member shall have the privilege of the floor at a Membership Meeting of the Association, but shall not be entitled to vote.</p> | 10/07/2016 |
| 4 | <p><i>Section 3: Affiliate Membership</i></p> <p>An individual person who is substantially engaged in an aspect of the aviation industry and is not otherwise eligible for membership is eligible for Affiliate Membership.</p> <p>An Affiliate Member in good standing shall have the privilege of the floor at a Membership Meeting of the Association, but the representative of the Affiliate Member shall not be entitled to vote or to hold an office in the Association.</p> | <p><i>Section 3: Affiliate Membership</i></p> <p>An individual person engaged in aviation and not employed by an entity otherwise eligible for Regular Membership is eligible for Affiliate Membership.</p> <p>An Affiliate Member in good standing shall have the privilege of the floor at a Membership Meeting of the Association, but shall not be entitled to vote.</p> | 10/07/2016 |
| 4 | <p><i>Section 4: Corporate Membership</i></p> <p>A Corporate Membership entitles a business entity with one or more constituent parts, divisions or wholly owned subsidiaries to join and</p> | <p><i>Section 4: Corporate Membership</i></p> <p>A Corporate Membership entitles an entity to join any and all of its constituent parts, divisions or wholly-owned subsidiaries under a single</p> | 10/07/2016 |

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| | <p>bring all of the constituent parts, divisions or wholly owned subsidiaries under a single membership.</p> <p>A business entity that would qualify for a Regular Membership in the Association shall be eligible for a Regular Corporate Membership. A business entity that would qualify for an Associate Membership in the Association shall be eligible for an Associate Corporate Membership.</p> <p>A Regular Corporate Member in good standing represented at a Membership Meeting of the Association shall be entitled to one vote on each issue the Board of Directors may open to a vote, in accordance with the Bylaws, at such Meeting.</p> <p>An Associate Corporate Member shall have the privilege of the floor at a Membership Meeting of the Association, but shall not be entitled to vote, nor shall its representatives be entitled to hold an office in the Association, except as provided for in these Bylaws.</p> | <p>membership.</p> <p>An entity that derives a majority of its income from maintenance, preventive maintenance or alteration of civil aviation articles shall be eligible for a Regular Corporate Membership.</p> <p>A Regular Corporate Member in good standing represented at a Membership Meeting of the Association shall be entitled to one vote on each issue the Board of Directors may open to a vote, in accordance with the Bylaws, at such Meeting.</p> <p>An entity that would qualify for an Associate Membership in the Association shall be eligible for an Associate Corporate Membership.</p> <p>An Associate Corporate Member shall have the privilege of the floor at a Membership Meeting of the Association, but shall not be entitled to vote.</p> | |
| 4 | <p><i>Section 5: Educational Membership</i></p> <p>An institution of learning or an individual enrolled at an institution of learning and not otherwise eligible for membership under another category, is eligible for an Educational Membership in the Association.</p> <p>An Educational Member in good standing will not have the privilege on the floor at a Membership Meeting of the Association, nor shall the individual be entitled to vote or hold an office in the Association.</p> | <p><i>Section 5: Educational or Military Service Membership</i></p> <p>An institution of learning or an individual employed by or enrolled at an institution of learning or employed by a branch of a nation's military is eligible for an Educational or Military Service Membership.</p> <p>An Educational or Military Service Member in good standing shall not have the privilege of the floor at a Membership Meeting of the Association, nor be entitled to vote.</p> | 10/07/2016 |
| 4 | <p><i>Section 6: Enrollment Procedures</i></p> <p>An individual or entity can make application for membership by indicating to the Association that it meets the qualifications for membership as set forth in the Bylaws.</p> | <p><i>Section 6: Enrollment Procedures</i></p> <p>Application for membership is made by indicating to the Association that the applicant meets the qualifications for the appropriate category of membership as set forth in the Bylaws.</p> | 10/07/2016 |

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| 4 | <p><i>Section 8: Waiver of Membership Requirements</i></p> <p>Whenever the Board of Directors determines that the admission to membership of an Applicant not qualified for membership under the Bylaws furthers the Purposes and Objectives of the Association, or after receiving advice from legal counsel that applicable law requires the admission of an Applicant, the Board may, by a two-thirds vote, waive the membership requirement that disqualifies the Applicant and admit the Applicant in the membership category the Board determines most appropriate.</p> | <p><i>Section 8: Waiver of Membership Requirements</i></p> <p>Whenever the Executive Director determines that the admission to membership of an Applicant not qualified for membership under the Bylaws furthers the Purposes and Objectives of the Association, or after receiving advice from legal counsel that applicable law requires the admission of an Applicant, the Executive Director may waive the membership requirement that disqualifies the Applicant and admit the Applicant in the most appropriate membership category.</p> | 10/07/2016 |
| 4 | <p>Article VII: Officers, Their Powers and Duties</p> <p><i>Section 2: Selection of Officers</i></p> <p>N/A—language did not exist</p> | <p>Article VII: Officers, Their Powers and Duties</p> <p><i>Section 2: Selection of Officers</i> (new second paragraph)</p> <p>No Officer of the Association shall be from a member under the financial control of a manufacturer. For purposes of these Bylaws, financial control means more than half of the entity's revenues are derived from the production and sale of aviation articles.</p> | 10/07/2016 |
| 4 | <p>Article IX: Board of Directors</p> <p><i>Section 2: Composition of the Board</i></p> <p>Each elected Director shall be a representative of a company holding Regular or Regular Corporate Membership in the Association, one which is independent of financial control by a manufacturer, except there may be at times on the Board one elected Director who is a representative of an Associate or Associate Corporate Member company.</p> | <p>Article IX: Board of Directors</p> <p><i>Section 2: Composition of the Board</i></p> <p>Elected directors shall be representatives of companies holding Regular or Regular Corporate Membership in the Association and not under the financial control of a manufacturer (as defined by Article VII of these Bylaws); however, at any one time there may be one Director who does not meet these qualifications.</p> | 10/07/2016 |
| 4 | <p><i>Section 4: Annual Meeting</i></p> <p>The Board of Directors shall meet each year for a regular annual meeting, for the purpose of electing new Directors and Officers, establishing a date, time and place for the Annual Membership Meeting, and transacting such business as may come before the Board. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.</p> | <p><i>Section 4: Annual Board Meeting</i></p> <p>The Board of Directors shall meet annually, for the purpose of electing new Directors and Officers, establishing a date, time and place for the Annual Membership Meeting, and transacting such business as may come before the Board.</p> | 10/07/2016 |

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| 4 | <p><i>Section 5: Conduct of Meetings</i></p> <p>At their sole discretion, the Board of Directors or the Executive Committee may conduct a meeting by telephone conference. The Executive Director shall notify the members of the Board of Directors or Executive Committee, verbally or in writing, of the date and time of such telephone conference within a reasonable time, but not less than twenty-four (24) hours prior to the time established for the commencement of the conference, or in the case of a conference at which the Board will vote on a change to the Bylaws, not less than fifteen (15) days prior to the date of the conference.</p> | <p><i>Section 5: Conduct of Board and Executive Committee Meetings</i></p> <p>At its sole discretion, the Board of Directors or the Executive Committee may conduct meetings by electronic means. The Executive Director shall notify the members of the Board of Directors or Executive Committee, verbally or in writing, of the date and time of meetings within a reasonable time, but not less than twenty-four (24) hours prior to the time established for its commencement, or in the case of a meeting at which the Board will vote on a change to the Bylaws, not less than fifteen (15) days prior to its date.</p> | 10/07/2016 |
| 4 | <p>Article X: Committees</p> <p>The President, in consultation with the Executive Director and subject to the approval of the Board of Directors, shall have the authority to establish Committees and appoint Committee Chairs beneficial to the operation of the Association. The Board of Directors shall approve the establishment of a Committee and shall review and approve the statement of purpose for the Committee by a majority vote of Directors present and voting.</p> | <p>Article X: Ad Hoc Committees</p> <p>The Executive Director shall have the authority, subject to the oversight of the Board, to establish ad hoc committees and appoint chairs beneficial to the operation of the Association.</p> | 10/07/2016 |
| 4 | <p>Article XI: Reimbursement of Expenses</p> <p>The Executive Director, subject to the approval of the Board of Directors, shall reimburse staff representatives for expenses incurred in connection with the staff members' attendance at a Committee or other Meeting of the Association, or in connection with a special Association assignment. The Board of Directors shall establish an equitable provision of reimbursement of all such expenses.</p> <p>Member representatives attending Association meetings shall do so at their own expense.</p> | <p>Article XI: Reimbursement of Expenses</p> <p>The Executive Director, subject to the approval of the Board of Directors, shall reimburse for all reasonable expenses incurred on behalf of the Association.</p> <p>Member representatives attending Association meetings shall do so at their own expense.</p> | 10/07/2016 |
| 4 | <p>Article XII: Amendments</p> <p><i>Section 2: Consultation with the Membership</i></p> <p>In its discretion, the Board may submit amendments to the Articles of Incorporation and the Bylaws to the membership for their consideration. If the membership is to consider such amendments</p> | <p>Article XII: Bylaw Amendments</p> <p><i>Section 2: Consultation with the Membership</i></p> <p>In its discretion, the Board may submit amendments to the Articles of Incorporation and the Bylaws to the membership. If the membership is to consider such amendments during an Annual or Special Meeting of</p> | 10/07/2016 |

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| | during an Annual or Special Meeting of the Association, the Executive Director shall mail the proposed amendments to the membership at least fifteen (15) days prior to the date of such meeting. Approval of such amendments shall be by a majority vote of the members present and voting. If the membership is to consider such amendments by a mail vote, then no less than twenty-five percent (25%) of all active members shall cast a ballot to constitute a valid action and a majority of those voting shall determine the action. | the Association, the Executive Director shall transmit the proposed amendments to the membership at least fifteen (15) days prior to the date of such meeting. Approval of such amendments shall be by a majority vote of the members present and voting. If the membership is to consider such amendments by other than a meeting, then no less than twenty-five percent (25%) of all active members shall cast a ballot to constitute a valid action and a majority of those voting shall determine the action. | |
| 4 | <i>Section 3: Record of Changes to Bylaws</i> N/A—language did not exist | <i>Section 3: Record of Bylaw Changes</i> (added a paragraph to the end) Correction of typographical or grammatical errors will not be deemed alterations or amendments or repeals of the Bylaws; recording of such corrections will be noted in Appendix A with a description and date. | 10/07/2016 |
| 4 | All | Centered cover page. New footers reflecting the amendment level and date of adoption. Corrected grammar, inconsistencies within paragraphs, typographical errors and names of articles and sections to reflect content. Added internal hyperlinks. | 10/07/2016 |