

Georgia Business Aviation Association

BYLAWS

2003

BYLAWS OF THE GEORGIA BUSINESS AVIATION ASSOCIATION

(Revised December 2003)

ARTICLE

NAME AND OFFICE

Section 1. NAME

The name of this organization is the “**Georgia Business Aviation Association**”, referred to herein as the “GBAA” or the “Association.”

Section 2. LOCATION

The location of the office of the GBAA shall be in the state of Georgia.

ARTICLE II

MEMBERSHIP

Section 1. MEMBERSHIP

The Membership of the GBAA shall consist of Individual, Corporate, Affiliate, Retired, and Honorary Members. Membership shall not be transferable.

Section 2. INDIVIDUAL MEMBERS

Any flight crew-member, maintenance technician, scheduler/dispatcher, administrative manager, or department manager employed by a business which operates or maintains business aircraft for the purpose of air transportation, may be an Individual Member of the GBAA.

Section 3. CORPORATE MEMBERS

Any commercial, industrial, educational, governmental or other business enterprise (corporation, company, partnership, limited liability company, financial institution, proprietorship, or individual) which derives 50% or greater of their income from business aviation, or owns or operates an aircraft registered in the United States, and based in the State of Georgia for business purposes, may be a Corporate Member of the GBAA. Each Corporate Member shall have the right to one vote at all meetings of the Association. A Corporate Member shall appoint in writing one of its employees as its Representative to act and vote on its behalf in the affairs of the Association, and may appoint in writing alternate individuals to act from time to time on its behalf, in the absence of the designated Representative.

Section 4. AFFILIATE MEMBERS

An organization whose primary business supplies support (i.e. parts, fuel, training, maintenance) to Georgia based business aviation organizations or is an individual employed by an associated agency (i.e. FAA, Georgia DOT, US Customs) may be an Affiliate Member of the GBAA. Each Affiliate Member shall have the right to one vote at all meetings of the Association. An Affiliate Member shall appoint in writing one of its employees as its Representative to act and vote on its behalf in the affairs of the Association, and may appoint in writing alternate individuals to act from time to time on its behalf, in the absence of the designated Representative.

Section 5. RETIRED MEMBERS

A person who is an Individual or Affiliate Member and who retires from employment in the field of business aviation may continue participation as a Retired Member of the GBAA so long as he/she remains in good standing with the GBAA.

Section 6. HONORARY MEMBERS

A person may be elected as an Honorary Member of the GBAA by a majority vote of the Membership eligible to vote. This honor may be conferred in recognition of a noteworthy contribution in the field of aviation, in particular to business aviation, or to the work of the GBAA. The term of the Honorary Member will be set by the Board prior to his/her election.

Section 7. APPLICATION FOR MEMBERSHIP

Application for membership shall be submitted in writing on a form approved for such purpose by the Board of Directors, and shall set forth the qualifications of the applicant for membership. The application, when accepted, shall be an agreement on the part of the applicant, binding the applicant to the Bylaws, then or thereafter, in effect. To be admitted to membership, each applicant must be approved by the Membership Committee and confirmed by the Board of Directors. At each meeting of the Board of Directors, the Board shall be asked to ratify by vote, the actions taken by the Membership Committee regarding Membership applications since the previous meeting. Notice of such action taken by the Membership Committee, and subsequently by the Board shall be promptly given to each application. The Board may refuse membership to any person or organization for conduct determined, at the sole discretion of the Board of Directors, to be prejudicial against the welfare of the GBAA or its members.

Section 8. MEMBERSHIP DUES

The Board of Directors shall determine the amount of annual dues for each fiscal year, which will run from January 1ST to December 31ST. Changes to the amount of dues, shall not be effective until thirty (30) days after the Members are notified of such change. New Member applications approved in any fiscal year prior to July 1st will be expected to pay the full amount of yearly dues. Applicants approved on or after July 1st will be expected to pay half the full amount of annual dues, except on applications approved during the month of December. In such

case, annual dues will not be required until the next fiscal year. Retired Members will be expected to pay half of what Individual Members pay. Honorary Members are exempt from the payment of dues. All dues must be paid (postmarked) within the first sixty (60) days following the notification of an applicant of acceptance as a Member, or by the last day of February for annual renewal. Membership may be revoked for non-payment.

Section 9. RESIGNATION

A Member may resign at any time upon first discharging any indebtedness due the GBAA, and upon submitting a resignation in writing. The resignation shall take effect on the date as specified in the submission document, or if unspecified, on the date of its receipt by an Officer of the GBAA. Resigning Members shall not be entitled to a refund of any portion of annual membership dues.

Section 10. TERMINATION

The Board of Directors may terminate a member of the GBAA by a majority vote, as described in these By-laws, at a duly called meeting for (a) conduct determined in the sole discretion of the Board of Directors, to be prejudicial to the welfare of the GBAA or its members, or (b) failure to pay dues within sixty (60) days after the renewal date of January 1, each year, provided that in either case, notice of impending action has been given to the member and opportunity for hearing has been offered. Any Member terminated in accordance with these Bylaws, will not be entitled to a refund of any portion of annual membership dues.

Section 11. MEMBERSHIP LISTS

Without consent of the Board, a membership list, or any part thereof, may not be obtained or used by any person for any purpose unrelated to a Member's interest as a Member.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETINGS

Each fiscal year, one Annual Meeting will be held for election of Directors and for the transaction of such other business as may properly be brought before the Board. This meeting shall be held on a day other than Saturday, Sunday, or other major business/government holiday, and with the date and location to be determined by the Board. Members shall be given electronic/written notice of the time/date, agenda and place of the Annual Meetings, at least thirty (30) days prior to each.

Section 2. SPECIAL MEETINGS

Special Meetings of the GBAA Membership shall be called by the Chairman of the Board upon written request of ten (10) percent of the combined total of Members in good standing and entitled to vote. The written request must specify the business for consideration at the proposed meeting. Special Meetings of the

GBAA Membership may also be called at any time by a vote of the Board of Directors at a duly called Board meeting at which a quorum is present. The time and place of any Special Meeting will be promptly determined and scheduled by the Board, and notification of such meeting will be issued in the same manner as that of the Annual Meeting.

Section 3. QUORUM FOR MEMBERSHIP MEETINGS

At any membership meeting of the GBAA, unless otherwise provided by law or these Bylaws, twenty (20) percent of the combined total of Individual, Corporate or Affiliated members in good standing and entitled to vote, present in person or by proxy, shall constitute a quorum for all purposes.

Section 4. VOTING OF MEMBERSHIP

Only Members as defined and described by these Bylaws, and in good standing, shall be entitled to vote. Each Member having voting rights shall be entitled to one (1) vote upon each matter submitted to a vote at any duly called meeting of the Members, and such vote may be cast in person or by proxy.

Section 5. ELECTION VOTE

Except as provided in these Bylaws or by law, a simple majority of the properly cast Individual, Corporate, Affiliate, and Retired Membership votes cast will be required to elect a Director. In a case where there are more candidates than Director positions open, those elected shall be those candidates, the total of whom equal the number of positions open, who individually obtain the highest number of votes.

Section 6. PROXY

A Member eligible to vote, who anticipates being absent during a vote, may submit a written or electronic proxy to the GBAA Secretary to be counted as a duly cast vote on any matter which may come before the Membership. This vote must be received by the Secretary one (1) day prior to the membership meeting in which voting shall occur.

Section 7. MEMBERSHIP POLL

In matters of extremely important or unusual GBAA business, the Board of Directors may deem it necessary to poll the Membership. In this event, a mailing, either physical or electronic, will be directed to the Members and such mailing shall present the issues along with a ballot or means for reply. Members shall be notified that each reply will be duly recorded as specified; if no reply is received, a vote in accordance with the recommendation of the Board of Directors will be recorded. A notice of this disposition of "no reply" votes will be included in writing on each such notification of Membership Poll issued in accordance with this Section of these Bylaws.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS

Beginning at the adjournment of the 2004 Annual Meeting, and thereafter, the Board of Directors will be comprised of thirteen (13) elected members, four (4) of which will be elected Officers, and one Administrative Director (if staffed by the Board), as an ex-officio non-voting member. The Board is responsible for overseeing the operation of the GBAA, defining objectives, and establishing policy.

Section 2. ELECTION / TERMS OF BOARD MEMBERS

Board Members shall be elected at the Annual Meeting. Individual, Corporate, and Affiliate Members in good standing are eligible for nomination for election to the Board. Terms of elected Board Members will be three (3) years, or until the adjournment of the Annual Meeting during the third year of the Member's term of office. All elected Board Members are eligible for re-election. No elected Board Member will serve more than two (2) consecutive terms.

Section 3. VACANCIES AND REMOVALS OF BOARD MEMBERS

A Director may be removed for good cause, including but not limited to violation of the Board's policies or rules, by an affirmative vote of seven (7) Directors at any meeting for which notice has been provided that such removal would be an item of business. Any vacancy of elected Director positions occurring on the Board of Directors for any reason shall be filled for the unexpired term by eligible persons recommended by the Nominating Committee and affirmed by a majority vote of the remaining Directors of the Board. Such person(s) elected by the remaining Directors of the Board shall serve as a Director until the next Annual Meeting of the GBAA. At the next Annual Meeting, a new Director(s) shall be elected.

Section 4. RESIGNATION

Any Director may resign by giving written notice to the Secretary, except that the Secretary, in his/her capacity as a Director, may resign by giving written notice to the Chairman. The resignation will become effective upon successful delivery of the resignation letter to the Secretary or Chairman respectively.

Section 5. BOARD MEETINGS

The Board of Directors shall convene an Annual Meeting of the Board in November to establish plans and objectives for the coming year. Regular meetings shall be held on an "as needed" basis as determined by the Board. Special meetings of the Board may be called by the Chairman, or by the Secretary, at the request of any four (4) or more Directors.

Section 6. QUORUM AND VOTING

A quorum for Board meetings shall consist of seven (7) elected Directors, of which two (2) shall be elected Officers. A majority vote of the Directors present via telephone or other electronic media at any meeting at which there is a quorum, shall be the act of the Board of Directors. If a quorum is not present, the Directors present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present.

Section 7. DUTIES

The general management of the affairs of the Association shall be vested in the Board of Directors. The Board of Directors shall have control of the property of the Association. The Board shall establish the guiding policies and fiscal controls that govern the functioning of the Association. It shall have the power to employ necessary staff and other assistance, to authorize expenditures, to take all necessary steps to carry out the purposes of the Association, to promote the Associations best interests, and to do all such lawful acts and things as are not prohibited by the Articles of Incorporation or these Bylaws.

ARTICLE V

OFFICERS

Section 1. OFFICER POSITIONS

The Officers of the GBAA shall be the Chairman, Vice Chairman, Secretary, Treasurer and, if staffed by the Board according to Article VII of these Bylaws, a non-voting ex-officio Administrative Director. The Officers are elected from Individual, Corporate, and Affiliate Members of the GBAA. All Directors, except the Administrative Director, shall be eligible to serve as an elected Officer. Subject to such limitations as prescribed herein, and to such limitations as the Board may from time to time prescribe, the Officers shall each have such responsibilities and duties as stated in these Bylaws and as may be conferred from time to time by the Board or by the Chairman.

(1) CHAIRMAN

The Chairman shall be the Chief Executive Officer of the GBAA and shall preside over meetings of the Members, the Board, the Executive committee, and other appropriately scheduled meetings, and shall initiate appropriate administrative tasks as decided by the Board. The Chairman shall countersign all written contracts and other legal obligations, other than checks or other forms of payment, as initiated by the Administrative Director or any other Board Member. In the absence of the Treasurer, the Chairman may sign checks or other forms of payment.

(2) VICE CHAIRMAN

The Vice Chairman will be responsible to monitor all GBAA business throughout the year to ensure it is conducted in accordance with these Bylaws. In the absence of the Chairman, the Vice Chairman shall perform any and all of the duties of the Chairman and shall have such other powers and perform such other duties, as the Board shall direct.

(3) SECRETARY

The Secretary shall be responsible for recording and maintaining a record of all votes and minutes of all meeting proceedings, shall attend to the giving and serving of notices of all meetings, and shall keep such books and records as deemed necessary by the Board. The Secretary shall maintain the official GBAA Membership List. The Secretary shall supervise all Board and Officer elections, and assure all notices are duly given in accordance with these Bylaws or as required by law, and may delegate such duties to the Administrative Director.

(4) TREASURER

The Treasurer shall be responsible for, and have supervisory custody of, all funds and securities of the GBAA, shall make such payments as may be necessary or proper on behalf of the GBAA, and shall endorse or sign all checks, notes, receipts, and vouchers for deposit in the name of the GBAA at a bank known to the Officers and convenient to the business of the GBAA. A complete and accurate accounting of all GBAA business transactions will be kept in the books of the GBAA and these will be open to the Membership for their inspection. The Treasurer will give a financial update of the GBAA at all Membership and Board meetings and make available a written financial report to all members at the end of each fiscal year.

Section 2. ELECTION / TERMS OF OFFICERS

Duly elected and serving members of the Board of Directors will be eligible to vote to elect GBAA Officers, and shall each have one (1) vote for each position being elected. Nomination of candidates for elected Officer positions may be made by any Director prior to commencement of the election, and such name shall be considered for election. Terms of the elected Officers shall be three (3) years for the Chairman and Vice Chairman, and two (2) years for the Secretary and Treasurer. All elected Officers are eligible for re-election and no elected Officer will serve more than two (2) consecutive terms. Each elected Officer shall hold office for the term for which he/she is elected or until a successor shall have been elected and qualified. No elected Officer may hold more than one elected Officer position. Elections shall be held at any duly called Board Meeting for which notice of election, candidates and position openings have been sent to Board Members at least thirty (30) days in advance of the election.

Section 3. RESIGNATION, REMOVAL AND VACANCIES

Any elected Officer, who ceases to meet eligibility qualifications for Director, as stated in these Bylaws, shall have his/her tenure as an Officer immediately terminated. Whenever, in the judgment of the Board of Directors the best interests of the Association will be served thereby, any Officer may be removed

from office by the affirmative vote, at a duly called meeting, of a majority of the members of the Board of Directors. Any Officer may resign by giving written notice to the Secretary, except that the Secretary, in his/her capacity as an Officer, may resign by giving written notice to the Chairman. The resignation will become effective upon successful delivery of the resignation letter to the Secretary or Chairman respectively. Should a vacancy occur in any of the elected Officer positions, the Nominating Committee shall propose an eligible person to the Board of Directors for election to fill the unexpired term, or at its discretion, any portion thereof.

ARTICLE VI

COMMITTEES AND DUTIES

Section 1. STANDING COMMITTEES

The Board shall have three standing committees: An Executive Committee, a Membership Committee, and a Nominating Committee. Unless otherwise stated in these Bylaws, the members of these standing committees shall be elected Directors of the GBAA, and shall be appointed by the Chairman of the Board.

(1) EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers, as specified in Article V of these Bylaws. Any three elected members of the Executive Committee present in person or via tele-conference or video-conference shall constitute a quorum. The Executive Committee shall be responsible for conducting routine business on behalf of the Board during the period of time between the meetings of the Board, and any other matters the Board may delegate to the Executive Committee during any regular or special meeting of the Board. Meetings of the Executive Committee shall be called by the Chairman, who also chairs the executive Committee. The Secretary, or in the absence of the Secretary, an individual designated by the Chairman, shall promptly prepare and forward to the Committee and the Board, minutes of each Executive Committee meeting following each such meeting.

(2) NOMINATING COMMITTEE

The Nominating Committee shall be composed of at least four elected Board Members. All of the initial members, the committee Chairman, and the balance of the future members of the Nominating Committee shall be appointed by the Chairman of the Board before the Annual Meeting, to serve a term of one (1) year or until the end of the next Annual Meeting. The Nominating Committee shall carry out its duties such that the required list of Officer nominees will be presented to the Board at least thirty (30) days prior to any meeting at which a properly notified election will occur.

(3) MEMBERSHIP COMMITTEE

The Membership Committee shall be composed of at least four elected Board Members. All of the initial members, the committee Chairman, and the balance of the future members of the Membership Committee, shall be appointed by the

Chairman of the Board before the Annual Meeting, to serve a term of one (1) year or until the next Annual Meeting. The Membership Committee shall establish procedures and process applications for membership and shall actively endeavor to sustain and expand association membership.

Section 2. AD HOC AND OTHER COMMITTEES

The Board of Directors may, by majority vote, appoint ad hoc or other committees for such purposes, and with such powers as the Board of Directors may provide, except that no such committee or committees shall have or exercise the authority of the Board of Directors or the Executive Committee in the management of the Association. The chairmen and members of each such ad hoc or other committee may be elected Board members, GBAA Members in good standing or designated Representatives of Corporate or Affiliate Members as described in these Bylaws, and are appointed by the Chairman of the Board and confirmed by majority vote of the Board of Directors or the Executive Committee, at any scheduled or called meeting.

Section 3. VACANCIES AND ADMINISTRATION

Vacancies in the chair and membership of all committees shall be filled according to the guidelines in this Article for appointing and confirming chairmanship or membership on the respective committees. Each ad hoc or other committee may, subject to control by the Board of Directors and to applicable GBAA administrative policy, determine its own rules and regulations for the calling and holding of meetings and carrying out its actions and activities. A record of each action taken by each ad hoc or other committee must be maintained by the Chairman of the respective committee, and made available to the GBAA Secretary upon request, or delivered to the GBAA Secretary at the dissolution or termination of the respective committee.

ARTICLE VII

ADMINISTRATIVE DIRECTOR

Section 1. APPOINTMENT OF ADMINISTRATIVE DIRECTOR

The GBAA may employ a full-time or part-time, salaried or contracted individual who shall have the title or fill a role of Administrative Director, and whose responsibilities and duties shall be specified by the GBAA Board of Directors, and who shall serve at the pleasure of the GBAA. Unless otherwise specified in these Bylaws, the Administrative Director shall serve without vote as an ex-officio member of the GBAA, the Board of Directors, the Executive Committee, and all other committees, councils and task forces of the GBAA, but will not count towards required attendance for attaining a quorum at any GBAA meeting.

Section 2. AUTHORITY AND RESPONSIBILITY

The Administrative Director will assist and support the Board in administrative functions, election proceedings, recording of minutes of the various Board, Membership and Committee meetings, issuing documents and notifications as well as other forms of communications, banking and financial activities and associated records, and other activities as from time to time required by the Board or the Executive Committee. The Administrative Director may be required to fulfill a business manager role for the GBAA, to include collection and disbursement of funds along with maintaining records of such transactions, and preparing documents for, and supervising implementation of contracts or other obligations of the GBAA.

ARTICLE VIII

FINANCIAL MANAGEMENT

Section 1. LOANS

No loans shall be contracted on behalf of the GBAA and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors.

Section 2. EXECUTION OF INSTRUMENTS

All checks, drafts or other orders for the payment of money issued in the name of the GBAA shall be signed by such Officer or Officers, agent or agents of the GBAA, or such other person as the Board of Directors may from time to time designate.

Section 3. DEPOSITS

All funds of the Association, not otherwise employed, shall be deposited to the credit of the GBAA in such banks or other depositories as the Board of Directors may select.

ARTICLE IX

PROTECTION OF OFFICERS, DIRECTORS AND EMPLOYEES

Any person made or threatened to be made a party to any action, suit or proceeding, because such person served on a committee or was a Director, Officer, or employee of the Board of Directors or an employee of the Corporation shall be indemnified against all judgments, fines, amounts paid in settlement, reasonable costs and expenses including attorney's fees and any other liabilities that may be incurred as a result of such action, suit or proceeding, or threatened action, suit or proceeding, only if it is determined that the person acted in good faith, reasonably believed his conduct in this official capacity as Director, Officer, or employee of the Board of Directors or employees of the Corporation, was in the Corporation's best interest or, in all other cases, that his/her conduct was at least not opposed to the Corporation's best interest and, with respect to any

criminal actions or proceedings the person had no reasonable cause to believe that his/her conduct was unlawful. Such indemnification shall be provided whether or not such person is a Member or is holding office or is employed at the time of such action, suit or proceeding and whether or not any such liability is incurred to the adoption of this Article. Such indemnification shall not be exclusive of other rights such person may have and shall pass to the successors, heirs, executors or administrators of such person. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such person was liable by reason of willful misconduct or that he/she had reasonable cause to believe that his/her conduct was unlawful. If any such action, suit or proceeding is compromised it must be with the approval of the Board of Directors. This indemnification is intended to apply to the fullest extent permitted by law.

ARTICLE X

INTERPRETATION, CONSTRUCTION OR AMMENDMENTS OF BYLAWS

All questions of interpretation or construction, or any proposal for amendment, repeal or alteration, of these Bylaws, in whole or in part, shall be referred to the Board of Directors. The Board will decide by an affirmative vote of at least two-thirds of the votes cast, at a duly called meeting of the Board of Directors at which a quorum of the elected Directors is present, the disposition of the questions or proposals. The text of any resolution to question, or any changes to these Bylaws, will be made available to the Membership in a written format upon request, or at the next issue of any published document sent or otherwise transmitted to the Membership of the Association.