

AVIATION INDIANA, INC.

BY-LAWS

(7/19/18)

ARTICLE I Name

- Section 1: This Association shall be known as Aviation Indiana, Inc.
- Section 2: It shall be incorporated as a not-for-profit corporation under and by virtue the laws of the State of Indiana.

ARTICLE II Purposes

The purposes for which the Association is formed are: To establish and maintain a common forum of Aviation facility, Industry and business administrators, Officers, Owners, Operators and persons or individuals dedicated to the development and maintenance of an oriented program of planning, development and construction of an airport facility and air navigation system throughout the State of Indiana, adequate to the general public and economic need for such facilities; to establish and maintain a program of study, analysis and education for the benefit and assistance of its members for the better planning, development and promotion of airport and aviation facilities throughout Indiana; to serve and assist any aviation agency, group, educational institution, enterprise or endeavor, public or private, in its program or project consistent and compatible with the purposes of this Association; to study, foster and encourage appropriate legislation concerning aviation to the end that the interest of the general public welfare in an adequate airport and air navigation system may be served.

ARTICLE III Membership

- Section 1. The membership of the Association shall be of the following classes:
- (a.) Municipal - which shall mean any Board of Aviation Commissioners, Airport Authority established by Indiana Statute or that was created under an act of the Indiana General Assembly.
 - (b.) State or Federal Agencies - which shall mean any administrative department, division, or legal entity of the State or the Federal Government and higher educational entities in Indiana.
 - (c.) Supplier/Service - shall mean any person, company, corporation or other business entity which is engaged in the business of providing goods, materials, equipment, fuels or lubricants, etc., or services of any nature, whatsoever for

aviation and or airport related activities or accommodations.

(d.) Fleet Operator - shall mean any person, company, corporation or other entity who is engaged in the business of providing vehicles, trucks, aircraft, etc., for hire, on an individual or multiple unit basis.

(e.) Airline/Air Cargo - shall mean any regularly operating air carrier facility engaged in either schedule or non-scheduled flight operations of passengers, cargo or mail.

(f.) Consultant - shall mean any person, company, corporation or other entity engaged in the profession or business of providing counseling services, analysis, planning, research, design, etc., concerning the economics, business, planning or development of airports, airport facilities, operations, or the administration thereof.

(g.) Fixed-Base Operators - shall mean any person, company, corporation or other entity, engaged in the business of providing at any airport, aviation and aircraft services to the public, such as aircraft frame and engine or repair services, aircraft sales, aircraft rental or lease, flight training, charter air transportation, air taxi, dispensing fuel or lubricants or other such aviation related services.

(h.) Individual Membership - any individual, including students, may submit application for membership who is not affiliated with any of the above defined classification of membership, either as a member of any Board of Aviation Commissioners, Airport Authority, Agency, Owner, partner or associate, or who does not hold any position of control in any said classes eligible for membership.

Section 2. Membership Dues - Membership dues shall be paid annually, in advance, on a calendar year basis.

Section 3. Application for Membership - Application for membership, as a member, shall be submitted to the Secretary, or other person as directed by the Board of Directors, who shall determine eligibility for membership and the classification thereof, pursuant to ARTICLE III, Section 1, of the By-Laws.

Section 4. Voting Rights - Only a member in good standing shall have the right to vote at any meeting of the Association.

Section 5. Number of Votes for Classes of Members.

(a) Each individual member shall be entitled to one (1) vote.

(b) Each other class of member, as hereinabove defined in ARTICLE III, Section 1, shall be entitled to one (1) vote for each increment of the amount paid by an individual member that the same shall divide into the amount paid by the

particular class of membership defined in Section 1, hereof.

(c) A member may vote in person by member in the number of votes such member may be entitled pursuant to Section 5 (b) or by proxy to a member of the Association in good standing on such form as approved by the Board of Directors and as provided on reasonable request, by the Secretary. Each proxy form duly executed, shall be delivered to the Secretary, prior to the official vote on any issue at any appropriately called or stated meeting. No member may be granted more than one proxy.

ARTICLE IV Annual Meetings

- Section 1: Annual Meetings - Annual Meetings shall be held at such time and place as shall be determined by the Board of Directors.
- Section 2: Special Meetings - Special meetings of the membership may be held upon notice and call by the President or upon call by a majority of the Board of Directors, at such time and place as the President of the Board shall determine.
- Section 3: Quorum for conduct of business - a quorum for the conduct of business shall be the number of members, in good standing, present at any stated or properly called meeting.

ARTICLE V Administration of Association

- Section 1: Administration - The administrative and business affairs of the Association shall be managed by the Board of Directors.
- Section 2: Vacancies - In case of cessation of official status in the Association of an officer of the Association, the vacancy for the unexpired term shall be filled by majority vote of the Board of Directors.
- Section 3: Dissolution – Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI Board of Directors

- Section 1: The directors of the Association shall be elected by a majority vote of the

members present, in person or by official proxy of a member, at the Annual meeting of the Association and such directors shall hold office until their successors are duly elected and installed.

- Section 2: Number of Directors - The number of directors shall be eighteen (18.)
- Section 3: Terms of Office - The term of office of a Director shall be three (3) years. Six directors shall be elected each year as per Article VI, Section 1. In the event of any vacancy on the Board of Directors, the Board shall appoint, by majority vote, a member to fill said vacancy for the remainder of that director's term.
- Section 4: Officers - The Officers of the Board of Directors and the Association shall be President, 1st Vice President, 2nd Vice President, Secretary and Treasurer. The officers shall be members of the Board of Directors and duly elected by said Board at the Annual meeting of the Association. The officers and remaining directors shall constitute the Board of Directors.
- An officer of the Association, unless said officer be re-elected, shall hold office for one year beginning on first day of January following said election.
- The retiring President, unless re-elected or elected to another office, shall automatically become a non-voting ex-officio member of the Board of Directors for the year following the retiring president's last year. This is applicable only upon the concurrent expiration of the retiring President's term on the Board of Directors with that of the Presidency.
- Section 5: Any member of the Board of Directors, in good standing, shall be eligible for election to office.
- Section 6: Any or all Directors may participate in a Director's Meeting by or through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.
- Section 7: A quorum shall be constituted by ten (10) voting directors.

ARTICLE VII Duties of Officers

- Section 1: President - It shall be the duty of the President to preside at all meetings of the Board of Directors; to appoint all committees; to execute all written instruments or documents of an official character, where the signature of the president be required; and to perform such other duties as are properly incident to the office of presidency or as may be directed by the Board. The President shall determine the

order of business for meetings of the Association, which shall be conducted under "Roberts Rules of Order".

Section 2: 1st Vice President - It shall be the duty of the 1st Vice President to perform the duties of the president during the absence or disability of the president and to oversee the planning and implementation of the Association's membership meetings. The 1st Vice President shall be subject to such other duties as may be directed by the Board of Directors or President.

Section 3: 2nd Vice President – It shall be the duty of the 2nd Vice President to oversee the planning of the location of the Association's Annual meeting location. In the absence or disability of the 1st Vice President, the 2nd Vice President shall perform the duties of the 1st Vice President. The 2nd Vice President shall be subject to such other duties as may be directed by the Board of Directors or President.

Section 4: Secretary - It shall be the duty of the secretary to report in detail the minutes of all meetings of the Board of Directors. The secretary shall cause notice to be issued and conduct the official correspondence of the Association and perform such other duties as are properly incident to the office, or as may be directed by the Board of Directors or President. The Secretary, or other person as directed by the Board of Directors, shall receive and act upon all applications for membership in the Association, and report any changes in membership to the Board at quarterly meetings.

Section 5: Treasurer - The Treasurer shall have custody of all properties and monies of the Association; receive all monies due the Association and keep them in a safe depository; keep a record of all monies received and disbursed and shall pay all bills upon approval of the Board of Directors, by negotiating bank checks drawn upon the depository of the corporation. The Treasurer, or other person as directed by Board of Directors, shall render bills to the membership for their annual dues and keep the Board of Directors informed relative to changes in the "Members in good standing" roster. The Treasurer shall be required to execute a Fidelity Bond, in such amount as may be directed by the Board of directors. The cost of said bond is to be paid by the Association.

ARTICLE VIII Committees

Section 1: The President shall appoint such committees as the President, from time to time, may deem necessary in the best interests of the association. Committees shall serve at the pleasure of the President.

Section 2: The chairpersons of all committees appointed by the President shall serve as non-voting ex-officio members of the Board during the term of their appointment. Chairpersons unable to attend a scheduled meeting of the Board shall provide the Officer as assigned with a written committee report prior to such meeting.

ARTICLE IX Finances

- Section 1: The revenues of this Association shall be derived from annual membership dues and from such other sources as approved by the Board of Directors.
- Section 2: Dues - The annual membership dues for various categories of membership shall be determined by the Board of Directors. Dues shall be for the calendar year and shall be established at least sixty (60) days prior to the beginning of each year. Dues schedule is on file and also incorporated into the Association's application forms. Dues schedule is made a part hereof by reference.
- Section 3: Assessments - No member of this Association shall be subjected to involuntary assessments for any cause whatsoever unless provided for in these By-laws.

ARTICLE X Indemnification of Directors and Officers

- Section 1: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Association, or is or was serving at the Association's request as a director, officer, employee or agent of another association, corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be made in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Association. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Association,

or is or was serving at the request of the Association as director, officer, employee or agent of another association, corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association.

Any such director, employee or agent who has been wholly successful, on the merits or otherwise, with respect to any claim, suit or proceeding of the character described herein shall be entitled to indemnification as a matter of right. Except as provided in the preceding sentence, eligibility for indemnification hereunder may be determined, but need not be, by the Association Board of Directors (or a committee thereof). Such a resolution shall be valid in the case of a director(s) or officer(s) who is a director(s) notwithstanding the presence of such director(s) or officer(s) who is a director(s) at the meeting of the Association Board of Directors (or committee thereof) which acts upon or in reference to such indemnification and notwithstanding his or her participation in such action, if the fact of such interest shall be fully disclosed or known by the Board of Directors and the Board of Directors (or committee thereof) shall nevertheless authorize, approve or ratify such indemnification. The Board of Directors may request independent legal counsel (who may be regular counsel of the Association) to deliver to the Board of Directors a written opinion as to whether such director, officer, employee, or agent has met such standards.

If several claims, issues or matters of action are involved, any such person may be entitled to indemnification as to some matters even though he or she is not entitled as to other matters.

Where appropriate, the Association may at its expense undertake the defense of or advance expenses for any such director, officer, employee or agent upon receipt of an undertaking by or on behalf of such person to repay such expenses if it should ultimately be determined that he or she is not entitled to indemnification hereunder.

The provisions of this Section shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law and shall inure to the benefit of the heirs, executors and administrators of any such person.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of directors or directors as a matter of law, or otherwise, both as to action in his or her official capacity and as to action in another capacity

while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association against any liability asserted against him or her and incurred by him or her in any capacity or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article or otherwise.

ARTICLE XI Mailing Address

Section 1: It is the members' responsibility to provide the Association with their correct mailing address and to notify the Association of any changes in such address.

ARTICLE XII Amendments

Section 1: These By-laws may be amended from time to time by the membership present at any regularly constituted meeting of the Association the members having had prior written notice of the time and place of said meeting. A majority vote of those members present is required to amend.

ARTICLE XIII Effective Date

These By-laws shall become effective immediately upon their adoption.