

**BYLAWS**  
of the  
**ARMY AVIATION HERITAGE FOUNDATION AND FLYING MUSEUM, INC**  
Revised — January 2019

**ARTICLE I - NAME OF ORGANIZATION; PRINCIPAL PLACE OF BUSINESS**

The name and principal place of business of the corporation are:

Army Aviation Heritage Foundation and Flying Museum, Inc.  
("Foundation")  
506 Speedway Blvd. Hampton, GA 30228

**ARTICLE II - PURPOSE**

**Section 1. General Purposes**

The general purposes of the corporation shall be charitable, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "IRC").

**Section 2. Specific Purposes**

The specific purposes of the corporation shall be those set forth in Article III of the Second Restated Articles of Incorporation (the "Articles"), which include:

A. Engaging in educational activities to increase and preserve the knowledge, understanding, and awareness of the heritage of the United States Army aviation professionals and aircraft and their role in the history of the United States;

B. Establishing and maintaining collections for museum display and Foundation utilization of specific historic United States Army aviation aircraft as symbols of the heritage of the United States Army aviation professionals and aircraft, along with historical materials and artifacts; and

C. Educating the general public on United States Army military aviation heritage through museum displays, aircraft displays and presentation, publications, and other educational programs.

**Section 3. Governing Law**

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code (the "Code") and operated thereunder.

## **ARTICLE III - MEMBERSHIP**

### **Section 1. No Corporate Membership**

The corporation does not have members. Notwithstanding the foregoing, the corporation may refer to individuals as “members” and allow advisory votes as may be determined by the Board of Directors, but such “membership” shall not constitute corporate membership and shall not provide any voting rights that are binding upon the corporation.

### **Section 2. Foundation Membership**

Section 2.1 Meaning of Membership. Whenever membership in the organization is discussed (other than “members” of the Board of Directors, which really means “directors”), the corporation means Foundation Members, who are dues-paying or honorary supporters of the organization with certain privileges and responsibilities in connection with the corporation’s activities (which are summarized and incorporated herein as Exhibit A), but who are not entitled to elect directors or to vote on any matters other than expressing opinions whenever the Board of Directors decides, in its discretion, to poll Foundation Members.

Section 2.2 Becoming a Foundation Member. Prospective Foundation members must complete and file the prescribed application form, pay the initial membership fee, and accept the authority of the Board of Directors and any procedures established and revised, from time to time, by the Board of Directors (which are included herein as Exhibit B). Membership shall be opened to retired and active duty military personnel and non-military aviation and historical enthusiasts.

Section 2.3 Maintenance of Foundation Membership. Foundation members must continue to pay the prescribed annual membership fee, to accept the authority of the Board of Directors, and to abide by the Board-prescribed procedures applicable to such members.

Section 2.4 Removal of Members. Foundation members may be removed only for cause. For cause other than nonpayment of dues, the President shall appoint an ad hoc committee of five (5) Foundation members to review the circumstances involved and to recommend to the Board of Directors the action to be taken. In such cases, the ultimate decision for removal is in the discretion of the Board of Directors. For nonpayment of dues, the decision for removal rests with the President.

### **Section 3. Meetings of Foundation Members**

Section 3.1 Annual Meetings. Foundation membership meetings shall be held annually on a date to be set by the Board Chairman.

Section 3.2 Place of Meetings. Meetings of the members may be held at any place within or without the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as set forth in the waiver, or if no place is so specified, at the principal office of the corporation.

Section 3.3 Annual Meetings. The annual meeting of the members shall be held at such time as may be fixed by the Board of Directors, for any purposes deemed necessary or useful by the Board of Directors.

Section 3.4 Special Meetings. Special meetings of the Foundation members or a special meeting in lieu of the annual meeting of the members may be called at any time by the Board of Directors, the Chairman or the President.

Section 3.5 Notice of Meetings. Notice of each meeting of the Foundation members shall be provided stating the date, time and place of the meeting, not less than ten (10) days nor more than sixty (60) days before the date thereof, by or at the direction of the Chairman or the President, to each Foundation member on the corporation's roll. In the case of an annual meeting, the notice need not state the purpose or purposes of the meeting. In the case of a special meeting, including a special meeting in lieu of an annual meeting, the notice of meeting shall state the purpose or purposes for which the meeting is called.

Section 3.6 Presiding Officer. The Chairman of the Board of Directors, and in his absence the President, and in the President's absence, such other designee of the Chairman of the Board of Directors, shall serve as the chairman of every meeting of the Foundation members. Such chairman shall appoint any persons he deems required to assist with the meeting.

**Section 4. Annual Membership Fee**

The Board of Directors shall set the cost of an annual membership fee.

**ARTICLE IV - BOARD OF DIRECTORS**

**Section 1. Number and Qualifications of Directors**

Section 1.1 Number of Directors. The number of directors shall be determined by resolution of the existing Board of Directors from time to time, provided that (1) the corporation shall have a minimum of five (5) directors and (2) the total number of director positions shall always be an odd number.

Section 1.2 Qualification of Directors. Qualification to serve as a member of the Board of Directors shall be in the sole discretion of the Board of Directors.

**Section 2. Duties, Election, and Terms**

Section 2.1 Duties of Directors. The business and affairs of the Foundation shall be managed under the overall direction of a Board of Directors, and the President shall implement such decisions and carry on the operations and business of the Foundation.

Section 2.2 Terms of Directors. Unless expressly stated to the contrary, each director, other than *ex officio* directors, shall be elected to serve for a term of three (3) years. Directors may be elected to serve successive terms. Despite the expiration of a director’s term, the director shall continue to serve until the director’s successor is elected or appointed or, until at the direction of the remaining directors, there is a decrease in the number of directors.

Section 2.3 Ex Officio Directors. The President shall serve, *ex officio*, as a voting member of the Board of Directors during his term of office as President. The immediate past President shall serve, *ex officio*, as a non-voting member of the Board of Directors for a one (1) year period following his term of office as President. Notwithstanding the foregoing, nothing shall prevent the Board of Directors from electing the immediate past President to a voting membership on the Board, whether during or after the one-year period specified above. Further, to the extent that the immediate past President is serving a term as an elected director when his term as President ends, he shall (unless the Board decides otherwise) continue his term as a voting director as originally elected.

Section 2.4 Current Terms. As of the adoption of these Bylaws, the Board of Directors has six (6) members, with staggered terms ending as follows:

David O’Rear, Eric Downing, Fred Edwards	31 March 2019
George Biltz, Ed Clark, John Woodward	31 March 2021

Section 2.5 Nominating Committee. The President shall establish and maintain a standing nominating committee, consisting of no fewer than three (3) members, to consider and vet nominees for positions on the Board of Directors. The nominating committee shall, as they feel appropriate from time to time, submit nominees to the President for consideration by the Board for election to the Board of Directors. The Board may elect any or none of the nominees or any other individual that the Board feels in its sole discretion is appropriate.

Section 2.6 Vacancies. A vacancy occurring in the Board of Directors, other than by reason of an increase in the number of directors, shall be filled for the unexpired term by appointment by the Chairman of the Board of Directors with approval of the majority of the Board, and if the directors remaining in office constitute fewer than a quorum of the

Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all directors remaining in office.

Section 2.7 Removal of Directors. Any director may be removed from office immediately upon the majority vote of the entire Board of Directors, provided that proper notice is provided to the director(s) whose removal is being considered and such notice informs the individual that their removal is being considered.

Section 2.8 Compensation. The Board of Directors shall not be compensated for these services but shall be entitled to reimbursement for their direct and reasonable out-of-pocket expenses for attending board meetings and handling the corporation's business. A director may also serve the corporation in a professional capacity other than that of director and receive reasonable compensation, as determined by the Board of Directors, for the fair market value of the professional services rendered in such other capacity, unrelated to his/her service as a director.

Section 2.9 Committees of the Board of Directors. The Board of Directors, by resolution, may designate from among its members an executive committee and one or more other committees, each consisting of one or more directors, all of whom serve at the pleasure of the Board of Directors. Except as limited by the Code, each committee shall have the authority set forth in the resolution establishing the committee. The provisions of these Bylaws governing meetings, voting, quorum, etc. as to the Board of Directors and its deliberations shall be applicable to any committee of the Board of Directors.

### **Section 3. Powers and Duties of the Board**

The Board shall have the following additional powers and duties:

- A. To formulate policies for the administration, management and operation of corporation affairs.
- B. To estimate the amount of the annual budget and to provide a manner for raising and collecting membership fees and donations.
- C. From time to time to make and change rules and regulations not inconsistent with these Bylaws, for the management of the corporation's business and affairs.
- D. From time to time to adopt, alter, amend or repeal these Bylaws.
- E. To purchase or otherwise acquire for the corporation any real estate or other property, rights or privileges which the corporation is authorized to acquire, at such price or consideration and generally on such terms and conditions as it thinks fit.

F. To sell, exchange, lease, improve, develop or in any other manner deal, in whole or in part, with any real estate or other property, rights or privileges owned or acquired by the corporation, and to construct, erect, repair or remodel any buildings or structures on property owned or acquired by the corporation, except as is otherwise required by law.

G. To approve any and all officers of the corporation as proposed by the President and to define their duties and powers, provided no such action shall be inconsistent with these Bylaws.

H. To appoint and, in its discretion, remove or suspend such subordinate officers, agents or servants, permanently or temporarily, as it deems fit, to determine their duties, to fix and from time to time change their salaries or emoluments, and to require security in such instances and amounts as it thinks fit.

I. To remove or suspend any appointed officer, agent or servant of the corporation.

J. To determine who shall be authorized, on behalf of the Foundation and Museum, to sign bills, notes, receipts, acceptances, endorsements, checks, leases, releases, contracts or other documents, and to discount or negotiate notes, drafts or other commercial paper.

K. To issue debentures, bonds and other evidence of debt containing such terms and conditions as it deems proper.

L. To confer upon any officer or combination of officers such specific powers as it deems proper and not inconsistent with these Bylaws.

Specific reference to the above powers of the directors shall not preclude any officer of the corporation from having such power or powers where such power or powers are such as generally pertain to such officer's respective office or have been conferred by the Board of Directors or these Bylaws or otherwise according to law on such officer's respective office.

#### **Section 4. Meetings of the Board of Directors**

**Section 4.1 Number of Meetings.** The Board of Directors shall meet a minimum of twice a year on dates set by the Chairman.

**Section 4.2 Place of Meetings.** Directors may hold their meetings at any place within or without the State of Georgia as the Board of Directors may, from time to time, establish for regular meetings or as set forth in the notice of special meetings or, in the event of a meeting held pursuant to waiver of notice, as set forth in the waiver.

Section 4.3 Notice of Meetings. No notice shall be required for any regularly scheduled meeting of the directors. Special meetings of the Board of Directors may be called upon fourteen (14) days' notice by the Chairman or upon a written request by a majority of the Board of Directors.

Section 4.4 Quorum. Unless a greater number is required the Articles of the corporation, these Bylaws, or the Code, a quorum of the Board of Directors consists of a majority of the total number of director positions.

Section 4.5 Vote Required for Action.

A. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors unless the Code, the Articles of the corporation, or these Bylaws require the vote of a greater number of directors.

B. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

(1) He objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting;

(2) His dissent or abstention from the action taken is entered in the minutes of the meeting; or

(3) He delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting, or within fourteen (14) days after receipt of proposed minutes which he believes incorrectly omitted the dissent or abstention.

The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 4.6 Resolving a tie vote of the Board of Directors

- a. Where a meeting of the Board commences with an even number of board members present, the Chairman may declare at the commencement of the meeting that he reserves to himself an additional vote, thus allowing the Chairman to cast an additional vote on a question in the event of a tie; or,
- b. When during a vote whether meeting in session, by teleconference or when considering a question via electronic voting, a board member abstains or fails to cast a vote thus causing the vote on a question to be a tie, the Chairman may immediately declare for himself an additional vote in order to move the question to resolution.

In either case of a. or b. above, the Chairman, in his sole discretion, may elect to table the question until the next meeting of the Board where a re-vote shall occur or declare that the question is of such importance that it should be resolved in which case he shall cast a second vote on the question as set forth in a. or b. above.

Section 4.6 Participation by Telephone or Video Conference. Any or all directors may participate in a meeting of the Board of Directors or of a committee of the Board of Directors through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting.

Section 4.7 Action by Directors Without a Meeting.

A. Action required or permitted by the Bylaws to be taken at a Board of Directors' meeting may be taken without a meeting if (1) all directors have at least twenty-four (24) hours' prior notice of such proposed action (or all waive such notice), and (2) the action is taken by a two-thirds majority of all members of the Board, unless the Articles or these Bylaws require a greater number to approve such action. Furthermore, if such action is taken by less than a unanimous vote, the entire Board shall be informed of the resolution(s) passed within five (5) business days of its passage.

B. The action must be evidenced by one or more written consents describing the action taken, approved by each required director, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

C. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

D. Such written consents must be dated, and may be delivered by personal delivery, facsimile, U.S. Mail, overnight courier, or scanned email (PDF with physical signature). In addition, written consents may be delivered without signature by indicating an affirmative vote via text or email, in which case the Secretary is authorized to sign the consent on behalf of such director.

E. Signed consents and/or proof of electronic consent shall be retained with the corporate records.

Section 4.8 Adjournments. Whether or not a quorum is present to organize a meeting, any meeting of directors (including an adjourned meeting) may be adjourned by a majority of the directors present, to reconvene at a specific time and place. At any reconvened meeting, any business may be transacted that could have been transacted at the meeting that was adjourned. If notice of the adjourned meeting was properly given, it shall not be necessary to give any notice of the reconvened meeting or of the business to be transacted, if the date, time and place of the reconvened meeting are announced at the meeting that was adjourned.

**Section 5. Standards of Conduct of Directors**

It shall be the duty of all directors to perform the duties normally carried out by such office and to conduct the activities of the organization in an efficient and business-like manner and to safeguard the interest of the corporation at all times by performing to high professional and safety standards, all in accordance with applicable law.

**Section 6. Chairman of the Board**

The Board shall elect from among its members a Chairman who shall preside over both its meetings and those of the Foundation members.

**Section 7. Board of Advisors**

There shall be established a Board of Advisors which shall consult and advise the Board of Directors on matters pertaining to the corporation. The Board of Advisors shall consist of not fewer than two (2) nor more than twenty-five (25) members. The Board of Advisors shall be appointed by the President of the corporation. The term of each member of the Board of Advisors shall be three years. Members may be re-appointed for an unlimited number of successive terms.

Meetings, processes and procedures of the Board of Advisors shall be developed by the Board of Advisors and approved by the President of the corporation.

**ARTICLE V - MANNER OF NOTICE AND WAIVER AS TO FOUNDATION MEMBERS AND DIRECTORS**

**Section 1. Procedure**

Whenever these Bylaws require notice to be given to any Foundation member or director, the notice shall be given in writing and transmitted by U.S. mail, common carrier, or electronic communication, including email, text, or facsimile, to the last known addresses of the individual found in the corporate records. Such notice is effective upon the earliest of the following:

A. When received or when delivered to the address, email address, or phone of the individual;

B. Three (3) days after its deposit in the mail as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or

C. On the delivery date shown on the return receipt or online records, if sent by registered or certified mail, return receipt requested, or by common carrier, and the receipt is signed by or on behalf of the addressee.

## **Section 2. Waiver**

A. Any director or Foundation member may waive in writing any notice before or after the date and time stated in the notice.

B. A Foundation member's attendance at a meeting (1) waives objection to lack of notice or defective notice of the meeting, unless at the beginning of the meeting, the Foundation member objects to holding the meeting or transacting business at the meeting; and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

C. A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the director, at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

## **ARTICLE VI - OFFICERS**

### **Section 1. Officer Titles**

The officers of the corporation shall consist of a Chairman of the Board of Directors (who must be a director of the corporation), President, Secretary, Treasurer, and may include a Chief Executive Officer, one or more Vice Presidents and Assistant Secretaries, as may be appointed by the Board of Directors or appointed by a duly appointed officer pursuant to this Article Six. The Board of Directors shall from time to time create and establish the duties of the other officers. Any two or more offices may be held by the same person.

### **Section 2. Election and Term**

The President shall be appointed by the Chairman of the Board of Directors with approval of the majority of the Board, or if no Chairman then exists, the President shall be appointed by a majority vote of the Board. The President shall serve as a voting member of the Board of Directors. The President's term of office shall be for two years, with an option for the Board of Directors to extend the term to a third year. At each annual meeting of the Board of Directors, a slate of officers shall be proposed by the President for approval by the Board of Directors. All officers shall be approved and ratified, by the Board of Directors. All officers shall serve at the pleasure of the Board of Directors. All officers, however appointed, may be removed by a majority vote of the Board of Directors, with or without cause, and any officer appointed by another officer may also be removed by the appointing officer, with or without cause, unless precluded from doing so by the Board.

### **Section 3. Compensation**

The compensation, if any, of all officers of the corporation appointed by the Board of Directors shall be fixed by the Board of Directors.

### **Section 4. Chairman of the Board**

The Chairman of the Board of Directors shall preside at all meetings of the Foundation members and of the Board of Directors. During the absence or disability of the President, the Chairman of the Board of Directors shall exercise all the powers and discharge all the duties of the President. The Chairman of the Board of Directors shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him by these Bylaws or the Board of Directors.

### **Section 5. Chief Executive Officer**

The Board of Directors may, at its discretion, appoint a Chief Executive Officer who, if appointed, shall serve as the highest-ranking executive of the corporation. The CEO's duties shall include responsibility for day-to-day executive decisions, for creating, planning, implementing and integrating the strategic direction of the company, act as a direct liaison between the Board and management of the company and communicate to the Board on behalf of management. The CEO shall perform such other duties as may from time to time be delegated to him by the Board of Directors. In the absence of a CEO, the President shall fulfill the role of the CEO.

### **Section 6. President**

The President shall be the chief operating officer of the company and shall have general supervision of, and responsibility of the business of the corporation, including its day to day administration and operation. He shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall be responsible for setting policy and direction under the general guidance of the Board of Directors and the CEO, if present. In the absence or disability of the Chairman of the Board of Directors, or if there is no Chairman of the Board of Directors, in such event the President shall preside at all meetings of the Foundation members and the Board of Directors. The President shall perform such other duties as may from time to time be delegated to him by the Board of Directors. The President shall have the authority to name committees and committee chairmen as may be necessary for the accomplishment of the organization's objectives.

### **Section 7. Vice Presidents**

In the absence or disability of the President, or at the direction of the President (and if there is no Chairman of the Board of Directors), the Vice President, if any, shall perform the duties and exercise the powers of the President. If the corporation has more than one Vice

President, then the one designated by the Board of Directors shall act in lieu of the President. Vice Presidents shall perform whatever duties and have whatever powers the President, upon the notification to the Board of Directors, may from time to time assign.

**Section 8. Treasurer**

The Treasurer shall be responsible for the custody of all funds and securities belonging to the corporation and for the receipt, deposit or disbursement of funds and securities under the direction of the Board of Directors. The Treasurer shall cause to be maintained full and true accounts of all receipts and disbursements and shall make reports of the same to the Board of Directors and the President upon request. The Treasurer shall perform all duties as may be assigned to him from time to time by the Board of Directors.

**Section 9. Secretary**

The Secretary shall be responsible for preparing minutes of the acts and proceedings of all meetings of members and of the Board of Directors and any committees thereof. He shall have authority to give all notices required by law or these Bylaws. He shall be responsible for the custody of the corporate books, records, contracts and other documents. The Secretary may affix the corporate seal to any lawfully executed documents and shall sign any instruments as may require his signature. The Secretary shall authenticate records of the corporation. The Secretary shall perform whatever additional duties and have whatever additional powers the Board of Directors may from time to time assign him. In the absence or disability of the Secretary or at the direction of the President, any assistant secretary may perform the duties and exercise the powers of the Secretary.

**Section 10. Vacancy in an Officer Position**

In the event of a vacancy in an officer position in which such individual was appointed by the President, such vacancy may be filled by the President of the corporation, subject to approval of the Board of Directors as set forth in Section 2 of this Article.

**ARTICLE VII - AMENDMENTS**

**Section 1. Amendment by Directors**

Except where a greater quorum or voting requirement is required by the Articles or these Bylaws, the Board of Directors may amend or repeal the Bylaws, or adopt new Bylaws, by a majority vote with a quorum present. Unless waived by all Directors, the Directors shall receive a copy of the proposed amendments at least fourteen (14) days prior to the meeting at their last known address.

**Section 2. Explanation of Amendments to Foundation Members**

Any amendments to these Bylaws shall be explained to the Foundation members at the next regular meeting of the Foundation membership and shall be posted, along with the Bylaws, on the corporation's website.

**ARTICLE VIII. INDEMNIFICATION**

**Section 1. Definitions**

As used in this Article VII, the term: (A) "Corporation" includes any domestic or foreign predecessor entity of a corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction. (B) "Director" means an individual who is or was a director of a corporation, or an individual who while a director of a corporation is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the corporation's request if his duties to the corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan. Director includes, unless the context requires otherwise, the estate or personal representative of a director. (C) "Expenses" include attorneys' fees. (D) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding. (E) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding. (F) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

**Section 2. Court-Ordered Indemnification and Advance of Expenses**

In addition to the following section, a director of the corporation who is a party to a proceeding may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction. The court may order indemnification or advances for expenses or both if it determines that (A) the director is entitled to indemnification and advance of expenses under these Bylaws, in which case the court shall also order the corporation to pay the director's reasonable expenses incurred to obtain court ordered indemnification; or (B) the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he met the standard of conduct set forth in the Code § 14-3-851(a) or was adjudged liable as described in the Code § 14-3-851(d), to the extent indemnification would be available under Section 3, below.

**Section 3.      Approved Indemnification**

(A) The corporation shall indemnify a director who is made a party to a proceeding because he is or was a director, including a proceeding brought by or in the right of the corporation, without regard to the limitations in the preceding section. (B) The corporation shall not indemnify a director under this section for any liability incurred in a proceeding in which the director is adjudged liable to the corporation or is subjected to injunctive relief in favor of the corporation (1) for any appropriation, in violation of his duties, of any business opportunity of the corporation; (2) for acts or omissions that involve intentional misconduct or a knowing violation of law; (3) for liability for unlawful distributions pursuant to the Code; or (4) for any transaction from which he received an improper personal benefit. (C) Where approved or authorized in the manner described in subsection (A) of this section, a corporation shall advance expenses incurred in advance of final disposition of the proceeding but only if (1) the director furnishes the corporation a written affirmation of his good faith belief that his conduct does not constitute behavior of the kind described in subsection (B) of this section; and (2) the director furnishes the corporation a written undertaking, executed personally or on his behalf, to repay any advances if it is ultimately determined that he is not entitled to indemnification under this section.

**Section 4.      Indemnification of Officers, Employees, and Agents**

The corporation shall indemnify and advance expenses to an officer, and may indemnify and advance expenses to an employee or agent by board of directors' resolution, consistent with public policy, to the extent that the corporation indemnifies and advances expenses to directors pursuant to Section 3, above.

**Section 5.      Insurance**

The corporation may, but is not required to, purchase and maintain insurance on behalf of one or more directors, officers, employees, or agents against liability, whether or not the corporation would have power to indemnify him against the same liability.

**Section 6.      Conflicting Interest Transactions**

The validity and ramifications of conflicting interest transactions are governed by the Code and the IRC.

**ARTICLE IX - GENERAL PROVISIONS**

**Section 1.      Accounting Period; Signing Authority**

The annual accounting period shall be January 1 through December 31. All checks above \$5,000.00 shall be signed by the Treasurer and President, or, as determined by the Board of Directors, one of the foregoing and one other officer designated thereby.

**Section 2.      Annual Audit**

There shall be an annual audit of the corporation's financial books and records.

**Section 3.      Dissolution**

Dissolution of the corporation may be accomplished by the Board of Directors in compliance with Article IX of the Articles and according to applicable law.

**Section 4.      Corporate Seal**

If the Board of Directors determines that there should be a corporate seal for the corporation, it shall be in the form as the Board of Directors may from time to time determine.

**Section 5.      Subordination to Articles**

In the event that any provision of these Bylaws conflicts with any provision of the Articles of the corporation, the Articles of the corporation shall govern.

## Exhibit A

### Summary of Responsibilities & Privileges of Foundation Members

#### Responsibilities of Foundation Members

1. Maintain fitness and overall health to assure you are properly prepared to undertake the activities and duties for which you volunteer.
2. Support and volunteer, as appropriate to each individual member's abilities, the Foundation in achieving its charitable and educational mission.
3. Comply with the Foundation standard operating procedures as set forth in the General Operations Manual.
4. Assure member contact and emergency contact information is up to date and current with the Foundation.
5. Represent the Foundation in an ethical and appropriate manner so as to operate within all prescribed laws and regulations both federal, state and local.
6. Protect the Intellectual Property and Trade Secrets of the Foundation. These are documents, publications, and Trade Marks of the Foundation which makes us unique and competitive.
7. Be mindful of the public image of the Foundation when interacting with the public or using social media. Always present the Foundation in a positive light,

#### Privileges of Foundation Members

1. Opportunity to represent the foundation and its mission through participation in Foundation public and private events.
2. Opportunity to participate in Foundation flight and ground support programs Foundation events nationwide.
3. Opportunity to maintain and support Foundation equipment.
4. Opportunity to serve in leadership or advisory roles.
5. Opportunity to work with and support the American military veteran.

## **Exhibit B**

### Membership Requirements

1. Complete and submit an application for membership on a form as prescribed from time to time by the Foundation.
2. Maintain membership by paying dues annually or by electing to become and paying dues as a Life Time Member.
3. If electing to participate in Foundation events, airshows or activities on the Foundation premises, complete and submit an active member “Assumption of Risk Agreement and Release” on a form as prescribed from time to time by the Foundation.
4. Assure the membership rolls of the Foundation contain your current contact information.
5. Acknowledgement and compliance with the Member Responsibilities set forth in Exhibit A of these By-Laws