



**BYLAWS
OF THE
MICHIGAN BUSINESS AVIATION ASSOCIATION**

ARTICLE I

Purpose

- Section 1. The Michigan Business Aviation Association is the joining together of business and individuals with a common interest of working towards the preservation and development of an air transportation system including airport infrastructure and other aviation issues affecting the State of Michigan.
- Section 2. The use of aircraft for travel by corporate and business leaders illustrates the high priority these individuals place on safe, direct travel and the savings it represents. It is also clear that new or expanding business and job creation are directly dependent on future education and training opportunities as well as access to air travel throughout the state.

The Association is dedicated to the promotion and advocacy of the importance of air travel to the state's economy and the importance of sufficient funding to preserve, develop and assure safety at Michigan airports.

A balanced transportation system and its infrastructure are the vital building blocks for a state to compete successfully in a global economy. It is recognized that a system of airports in the state is a basic requirement for corporate and business air travel. It is also recognized that development and preservation of this system requires sufficient funding to assure safe and adequate airports. Reliever airports in congested areas, are essential not only to those aircraft directly using the reliever system but also to assure maximum capacity and minimum delay at major airports.

The Association recognizes the need to improve the understanding and importance of aviation by state and local officials. The Association will strive to improve this understanding and the relationship between government and aviation users.

ARTICLE II

Offices

PRINCIPAL OFFICE. The principal office of Michigan Business Aviation Association (hereinafter called the MBAA) shall be located in Lansing, Michigan.

ARTICLE III

Membership

Section 1. MEMBERSHIP. The Membership of the Association shall consist of corporations, companies, partnerships, sole proprietorships, and individuals that own and operate or charter aircraft in the State of Michigan.

Each Member shall have the right to one (1) vote at all meetings of the Association. A Member shall designate one of its officers or other employees as a Representative to represent it and vote on its behalf at meetings of the Association, and may from time to time, in the absence of such designee, designate an alternative officer or employee to represent it and vote on its behalf. The term "Member," as hereinafter used, shall mean either a Corporate Member or a duly constituted designee or alternate.

Section 2. APPLICATION FOR MEMBERSHIP. The Application for Membership shall be submitted to the Board of Directors for approval or rejection. To be elected to Membership, each applicant must be approved by a majority of the Members of the Board of Directors.

A Member's liability for dues shall commence on the first of the month following the date of approval by the Board of Directors. No Member shall have the right to vote until the Member's dues shall have been paid in full for the fiscal year.

Section 3. TERMINATION. A Membership may be terminated by the Board of Directors for conduct detrimental to the welfare of the Association or its Members, and may be terminated for failure to pay dues within ninety- (90) days after renewal date.

Section 4. RESIGNATION. Any Member may resign at any time upon first discharging any indebtedness due the Association and submitting a resignation in writing to the Association. Such resignation shall take effect at the time specified in such resignation, or if no time is specified, at the time of its receipt by the Association. Such resigning Member shall not be entitled to a refund of any portion of unused membership dues.

- Section 5. VOTING RIGHTS. Only Members of the Association in good standing, as above defined, shall be entitled to vote.
- Section 6. MEMBERSHIP DUES. The Board of Directors shall determine the amount of dues and the manner of payment, but any changes in the amount of dues shall not be effective until after the members are notified in writing of such change.
- Section 7. ASSESSMENTS. No assessment may be levied unless first authorized by a vote of a majority of the Board of Directors of the Association. If any assessment is so authorized, any Member who shall elect to resign his Membership rather than pay such assessment shall incur no liability therefore.
- Section 8. MEMBERSHIP CERTIFICATES. Each Member shall receive a certificate of his Membership in the Association. Such certificates may be in a form selected by the Board of Directors, but on said certificate, there shall be noted that the Association is a not-for-profit corporation.

ARTICLE IV

Meetings of Members

- Section 1. ANNUAL MEETING. The Annual Meeting of the Association for the election of Directors and for the transaction of such business as may properly come before the meeting shall be held no less than once each year at time and place selected by the Chair which has been approved by the Board of Directors with notice given to the members.
- Section 2. SPECIAL MEETINGS. Special meetings of the Members may be called at any time by the Board of Directors or the Chairman of the Board, and shall be called by the Chairman of the Board or Secretary upon the written request of twenty (20) percent of the total members of the Association eligible to vote.
- Section 3. NOTICES. Notice of the time and place of each annual or special meeting shall be served by mail not less than twenty (20) nor more than forty (40) days before the meeting upon each Member whose name appears on the books of the Association as a Member entitled to vote. Such notice shall be mailed to a Member at its address as it appears on the books or records of the Association. Notice of an annual meeting need not specify the object thereof but notice of any special meeting shall state the purpose or purposes for which the meeting is called.

Section 4. QUORUM. At any meeting of the Members, unless otherwise provided by law or the Bylaws, fifty-one (51) percent of the combined total of Members entitled to vote, present in person or by signed proxy, shall constitute a quorum for all purposes.

Section 5. VOTING AND BALLOTS. At every meeting of the Members, each Member then in good standing shall be entitled to one vote on all questions, which vote may be cast in person or by signed proxy. Directors shall be elected by a plurality of the votes cast at a meeting of the Members entitled to vote in the election, and any other action to be taken by vote of the members shall be authorized by a majority of the votes cast at a meeting of Members by the Members entitled to vote thereon, except as provided in these Bylaws and as otherwise provided by law.

ARTICLE V

Board of Directors

Section 1. NUMBER OF DIRECTORS; ELIGIBILITY; COMPOSITION OF BOARD.

(1) Number of Directors. The number of Directors, which shall be five (5) at the formation of the Association and may be changed from time to time by resolution of the Board of Directors, which number shall consist of not less than four (4) nor more than eleven (11) Directors. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Directors need not be residents of the State of Michigan.

(2) Eligibility. Only Members in good standing shall be eligible for election as a Director. Such Member shall be nominated pursuant to Section 3 of this Article.

(3) Terms. Each Member of the Board of Directors shall be elected for a term of three (3) years, and until his/her successor has been elected and qualifies or until his/her earlier resignation or removal. Formation Directors shall be elected to stagger terms.

Section 2. VACANCIES. Any vacancy occurring on the Board of Directors (including a vacancy resulting from an increase in the number of Directors) may be filled by the affirmative vote of a majority of the then Members of the Board of Directors, although less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his/her successor is elected and qualified at the next annual meeting or his/her earlier resignation or removal.

Section 3. NOMINATIONS. At the Annual Meeting of the Association each year, a

Nominating Committee previously appointed by the board of Directors shall submit to the Voting Members of the Association at the Annual Meeting the names of the nominees chosen by the Nominating Committee.

- Section 4. **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 and establish guiding policies and fiscal controls. It shall have power to employ necessary staff, enter into contracts, authorize expenditures, take all necessary and proper steps to carry out the purpose of this Association and to promote its best interests, and do all such lawful acts and things as are not prohibited by law or by the Articles of Incorporation or these Bylaws.
- Section 5. **MEETINGS.** The Annual Meeting of the Board of Directors shall be held within three (3) days after the Annual Meeting of the Members. Regular meetings may be held as determined by the Board. Special meetings of the Board may be called by the Chairman of the Board, or by the Secretary, at the request of any three (3) Members of the Board of Directors.
- Section 6. **ACTION WITHOUT MEETING.** Any action required or permitted to be taken by the Board of Directors of the Association may be taken without a meeting if a majority of Members of the Board of Directors consent to the adoption of a resolution authorizing such action, and such consent is filed with the minutes of proceedings of the Board of Directors. Such actions may be conducted by mail, fax or telephone.
- Section 7. **TELEPHONE MEETINGS.** Any one or more Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board of Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- Section 8. **QUORUM; VOTING.** At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business.
- Section 9. **COMPENSATION AND REIMBURSEMENT.** The Members of the Board of Directors shall not receive any compensation for serving as such, nor any reimbursement of their expenses.

- Section 10. **FAILURE TO ATTEND REGULAR MEETINGS.** In any case, where a Director fails to attend three consecutive regular meetings of the Board of Directors, the Board may, at the third consecutive meeting, declare the office of such Director vacant and elect a new Director for the unexpired term.
- Section 11. **RESIGNATION AND REMOVAL OF DIRECTORS.** Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed with cause, at any meeting of the Board of Directors duly called, and at which a quorum is present, by a majority of the votes cast at such meeting.

ARTICLE VI

Officers

- Section 1. **POSITIONS.** The officers of the Association shall be a Chairman of the Board of Directors, a Vice Chairman, a Secretary, and a Treasurer, and such other officers as the Board of Directors may appoint. Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide; provided, however, that in no event shall the President and the Secretary be the same person. All officers shall be Members of the Board of Directors.
- Section 2. **ELECTION AND TERM OF OFFICE.** The principal officers of the Association shall be the Chairman of the Board, Vice Chairman, Secretary and Treasurer, each of whom shall be elected by the Board of Directors at the first meeting of the Board of Directors held after an Annual Meeting of the Membership of the Association and each of whom shall serve for a two (2) year term, and until his/her successor has been elected and qualified.
- Section 3. **RESIGNATION AND REMOVAL.** 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 of a majority of the Board of Directors. Such removal shall not prejudice the contractual rights, if any, of the person so removed. Any officer may resign at any time by delivering a written resignation to the Board of Directors, the president or the Secretary. Should a vacancy occur prior to election, the Board shall appoint a successor to fill the unexpired term of said officer.

- Section 4. CHAIRPERSON OF THE BOARD. The Chairman of the Board shall be the chief executive officer of the Association and shall preside at all meetings of Members and of the Board of Directors. The Chairman of the Board shall be chosen from among the elected Directors. The Chairman shall have general supervision of the business and affairs of the Association, and shall have such other duties as may from time to time be determined by the Board of Directors.
- Section 5. VICE CHAIR OF THE BOARD. The Vice Chair shall be chosen from among the Directors. In the absence or disability of the Board Chair, the Vice Chair shall perform any and all of the duties of the Chair. Should the office of Chairperson of the Board become vacant, the Vice Chair shall perform all its duties until the Board of Directors shall have acted to elect a Chair of the Board. The Vice Chair shall have such other powers and perform such other duties as the Board of Directors or the Board Chair may determine.
- Section 6. SECRETARY. The Secretary shall attend all meetings of the Board of Directors and the Annual Meeting of Members of the Association and shall record all votes and minutes of all proceedings. The Secretary shall attend to the giving and serving of notice of all meetings of the Board of Directors or Members. The Secretary shall be responsible for the corporate records of the Association and for such books, documents and papers as the Board of Directors may determine. The Secretary shall supervise the keeping of a record containing the names and addresses of all persons who are members of the Association, and all such books and records shall be open for inspection as prescribed by law. The Secretary shall in general perform all duties incident to the office, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned to him/her from time to time by the Board.
- Section 7. TREASURER. The Treasurer shall insure the safe custody of the corporate funds and securities and assure that full and accurate accounts of receipts and disbursements are kept in books for the Association, and that all monies and other valuable effects are deposited in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors.
- Section 8. TERM OF OFFICE. Each principal officer of the Association shall hold office until the meeting of the Board of Directors, coincident with expiration of his/her term of office, and until the election and qualification of such officer's successor or until his/her death, resignation or removal prior thereto.

ARTICLE VII

Indemnification

The Corporation, to the fullest extent permitted by the laws of the State of Michigan (as may be amended or supplemented), shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a director, officer, employee or agent of the Association or serves or served any other enterprise at the request of the Corporation, when acting within the scope of his or her authority, responsibilities or duties in relation to the Corporation, against all expenses (including attorney's fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

ARTICLE VIII

Interpretation and Construction of Bylaws

All questions of interpretation or construction of these Bylaws shall be decided by the affirmative vote of a majority of the Board of Directors. The decision of the Board thereon shall be final.

ARTICLE IX

General Provisions

- Section 1. EXECUTION OF INSTRUMENTS. All checks and demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.
- Section 2. SEAL. The Corporation may have a seal of such design as the Board of Directors may adopt and shall bear the name of the Association, and the year and state of its incorporation. If so adopted, the custody of the seal shall be with the Secretary and he/she shall have authority to affix the seal to all instruments where its use is required.
- Section 3. FISCAL YEAR. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year, with the initial fiscal year to commence on the date of incorporation.

ARTICLE X

Amendments of Bylaws

These Bylaws may be amended, repealed or altered, in whole or in part, and new Bylaws may be adopted, by the affirmative vote of two-thirds of the votes cast by the Board of Directors at a meeting duly called or by a majority of eligible members at a regularly scheduled annual meeting.