

**BYLAWS
OF
KENTUCKY AVIATION ASSOCIATION, INC.
(As amended September 16, 2004)**

**ARTICLE I
Name**

Section 1: This association shall be known as the KENTUCKY AVIATION ASSOCIATION, INC.

Section 2: It is and shall continue to be a non-profit corporation.

**ARTICLE II
Purposes**

Section 1: To foster and promote aviation facilities, safety, industry, business, recreation, and aerospace education in Kentucky and elsewhere.

Section 2: To pool and bring together the various interests and talents of individuals, bureaus, agencies, departments, professional people, and municipalities, for the purposes aforesaid.

**ARTICLE III
Membership and Voting Rights**

Section 1: Anyone interested in promoting the cause of aviation in Kentucky shall be eligible for membership in this Association, subject to Section 2. of this Article, upon making application therefore and paying the prescribed membership dues.

Section 2: The Board of Directors may reject any application for membership for what it believes to be good cause.

Section 3: Membership dues shall be paid annually, in advance, commencing January first of each year, or as prescribed by the Board of Directors.

Section 4: Annual Membership Categories and Dues Schedule shall be determined by the Board of Directors.

Section 5: Each member in good standing shall have the right to one vote.

Section 6: The President may authorize the use of a duly authorized ballot for voting at any general membership or Board of Directors meeting.

Section 7: A member, or non-member, may be awarded lifetime "Honorary Membership" upon nomination by a member in good standing and unanimous approval by the Board of Directors at their next regular meeting following the nomination.

**ARTICLE IV
General Membership Meetings**

Section 1: The annual general membership meeting of this Association shall be held each year at

we have Executive Board

a place and on the day or days fixed by the Board of Directors. The Secretary shall give notice in writing to the paid members of the date, time and place of the annual meeting at least ten days in advance.

Section 2: Quorum for Conduct of Business. A quorum for the conduct of business shall be ten members or 10% of members of record in good standing (which ever is greater) present at any stated or properly called meeting.

Section 3: Special meetings of the membership may be held upon ten days advance notice upon call by the President of the Association or upon call by the majority of the Board of Directors. Such notices shall state the time and place of any such meeting.

ARTICLE V Administration of Corporation

The administrative and business affairs of the Association shall be managed by the Officers and the Board of Directors.

ARTICLE VI Board of Directors, Officers, and Executive Director

Section 1: Each member in good standing shall be eligible to serve as Director and to hold office.

Section 2: The number of Directors shall be ¹²ten, excluding Director(s) Emeritus, and collectively they shall be known as the Board of Directors.

Section 3: The Directors of the Association shall be elected by a majority of the members present in person at the annual meeting. Directors shall serve for a term of three years each. Terms of office shall begin when elected. The Directors shall hold office until their successors are duly elected and installed.

Section 4: A quorum for the conduct of business at a Board of Directors meeting shall be a majority of the Board of Directors of record, eligible to vote, including those participating by electronic means.

Section 5: The Officers of the Association shall be President, Vice President, Secretary, and Treasurer. The Officers shall be elected by the Board of Directors at the first board meeting following the annual general membership meeting. Each officer's term shall be one year, beginning when officers are elected. Directors may be officers.

Section 6: In the event that a vacancy shall occur in the office of any Director or Officer prior to the expiration of a term by reason of resignation, death, or other causes, the Board of Directors may appoint a member as Director or Officer to fill the vacancy until the expiration of such term.

Section 7: The retiring President of each year, unless he/she is elected to another office, shall automatically become a permanent Director Emeritus. For the year following retirement, he/she shall have full voting privileges as a Board member.

Section 8: Executive Director may be appointed by the President and confirmed by the Board of Directors and shall serve at the pleasure of the Board of Directors.

Section 9: If a Director fails to attend (in person or by tele-conference) fifty percent of Board meetings in any year, the Board of Directors may remove said Director from his/her position on the Board, by majority vote.

ARTICLE VII Duties of Officers

Section 1: President. It shall be the duty of the President to preside at all meetings of the organization; to appoint all committees as otherwise provided for; to execute all written instruments or documents of an official character, wherein the signature of the President be required; and to perform such other duties as are properly incidental to his/her office 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 "Robert's Rules of Order."

Section 2: Vice President. It shall be the duty of the Vice President to perform the duties of the President during his/her absence or disability, and other such duties as may be assigned by the Board of Directors.

Section 3: Secretary. It shall be the duty of the Secretary to report in detail the minutes of all meetings of the corporation and of the Board of Directors. The Secretary shall cause notice to be issued and conduct the official correspondence of the corporation and perform such other or further duties as are properly incidental to the Office, or as may be designated by the Board of Directors. Administrative duties of the Secretary may be delegated to the Executive Director.

Section 4: Treasurer. The Treasurer shall have custody of all properties and monies of the corporation; receive all monies due the corporation and keep them in a safe depository; keep 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, which checks shall be signed by him/her. He/she shall render bills to the membership for their dues and promptly notify the Board of all members who do not pay their dues in accordance with the Bylaws of this corporation. The Treasurer shall provide quarterly financial statements including bank statements, in addition to any and all financial statements as requested by the board of Directors from time to time for review and or outside audit. Dual signatures are required by Treasurer, President, Vice President or Secretary for check amounts of \$1,000.00 or greater.

Section 5: Executive Director. Services accomplished by the Executive Director are based on a fee-for-service contract agreed on by the Board of Directors and the Executive Director.

ARTICLE VIII Committees

Section 1: The President shall appoint such committees, as he/she shall from time to time deem necessary to promote the interests of the Association.

Section 2: Chairpersons of Committees shall serve from the time of their appointment until election of Officers.

ARTICLE IX Finances

Section 1: The revenue of this corporation shall be derived from annual membership dues and from such other sources as shall be approved by the Board of Directors.

Section 2: The annual membership dues shall be as determined from time to time by the Board of Directors.

ARTICLE X Notification of Mailing Address

Members are charged with the duty of providing the Secretary or Executive Director with their correct current mailing address.

ARTICLE XI Amendments

The Bylaws may be amended from time to time by the membership present at any regularly constituted meeting of the Association, the members having had notice of the meeting and the subject of the amendment. A two thirds majority vote of those members present shall approve said amendment.

ARTICLE XII Fiscal Year

The fiscal year, of the Association shall be January 1 through December 31.

ARTICLE XIII INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

A. The corporation shall indemnify to the full extent authorized or permitted by the general corporation law of the State, as now in effect or as hereafter amended, any person made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation) by reason of the fact that he is or was a director or officer of the corporation.

However, the foregoing shall not apply to: any breach of such person's duty of loyalty to the corporation or its members; any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful; or any transaction from which such person derived any improper personal benefit.

B. The foregoing right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2. Insurance.

The Corporation shall purchase and maintain liability insurance for indemnification purposes.

ARTICLE XIV
Effective Date

These Bylaws shall become effective immediately upon their adoption.

(As amended September 16, 2004)