

AMENDED AND RESTATED BYLAWS  
OF  
USMC/COMBAT HELICOPTER ASSOCIATION  
a California nonprofit mutual benefit corporation  
(As amended and restated on August 27, 2009)

ARTICLE 1

OFFICES

Section 1.01. PRINCIPAL OFFICE. The principal office of the corporation for its transaction of business is located in the County of Prince William, Virginia.

Section 1.02. CHANGE OF ADDRESS. The Board of Directors is hereby granted full power and authority to change the principal office of the corporation from one location to another. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE 2

MEMBERS

Section 2.01. NO STATUTORY MEMBERS. The corporation shall have no statutory members. As provided in Article 3, the business and affairs of the corporation shall be exclusively managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2.02. ASSOCIATED PERSONS.

(a) The corporation shall have classes of associated persons. These associated persons shall be referred to as members but shall not be statutory members within the meaning of section 5056 of the California Corporations Code. The Board of Directors shall establish the rights, obligations and privileges of all members.

(b) Any person dedicated to the purposes of this corporation and who meets the requirements for membership, including any requirement for approval by a membership committee, shall be eligible for membership on approval of the membership application by the Board of Directors and the payment of such dues and fees as the Board of Directors may fix from time to time.

(c) All members must have been a pilot, an air crewman or otherwise associated or have an interest in U.S. Marine Corps helicopter/tilt rotor operations. Relatives of deceased members and relatives of deceased individuals who would otherwise be eligible for membership will also be allowed membership in the corporation.

1. Regular Membership is available for all those who have served with or supported a helicopter or tilt-rotor squadron in combat.

2. Associate Membership is available for those not directly qualified as REGULAR MEMBERS, but who have an interest in Marine helicopter/tilt-rotor operations. This entitles the holder to all the rights and privileges of a full member as long as the dues are current.

Section 2.03. FEES. The annual fees payable to the corporation by members shall be determined by the Board of Directors. The members shall be entitled to pay fees annually or pay a lifetime fee. The Board of Directors shall set annual and lifetime fees during a meeting prior to the year assessed. Members paying lifetime fees shall have the right to pay lifetime fees in two separate payments during any one calendar year. The fees solicitation for the upcoming year shall be mailed so as to reach the membership prior to November 10 of the preceding year.

Those members who have paid the required fees and who are not suspended shall be members in good standing.

Section 2.04. ASSESSMENTS. Memberships shall be non-assessable.

Section 2.05. CERTIFICATES OF MEMBERSHIP. The corporation shall not issue membership certificates; however, the corporation reserves the right to issue identity cards or similar devices to members which serve to identify members qualifying to use the facilities or services of the corporation or to attend events of the corporation.

Section 2.06. NON-LIABILITY OF MEMBERS. A member of the corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the corporation.

Section 2.07. TRANSFERABILITY OF MEMBERSHIP. A membership may be transferred to another person meeting the qualifications of the transferring member as authorized by the Board of Directors. The Board of Directors may by resolution impose transfer fees or other conditions on the transferring party as it deems fit provided those fees and conditions are the same for similarly situated members.

Section 2.08. TERMINATION OF MEMBERSHIP.

(a) Causes. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member with notice as prescribed by Section 2.08(b);
- (2) Where a membership is issued for a period of time, the expiration of such period of time;
- (3) The death of a member; or
- (4) The nonpayment of fees, subject to the limitations set forth in Section 2.08(c).



(b) Resignation By Giving Notice. The membership of any member of the corporation shall automatically terminate on such member's resignation delivered to the President or Secretary of the corporation.

(c) Nonpayment Of Fees. The membership of any member who fails to pay fees (if applicable) when due and within ninety (90) days thereafter shall automatically terminate at the end of such ninety (90) day period.

(d) Suspension, Expulsion and Termination.

(1) A member may be suspended or expelled and a membership and any and all membership rights may be terminated upon the good faith determination of

(A) the Board of Directors, or

(B) a Committee appointed by the Board of Directors to make such determination,

that the member has failed in a material or substantial degree to act in the best interests of the corporation or is dedicated to its purposes.

(2) Any member subject to suspension or to expulsion and termination of his or her membership and membership rights shall be given fifteen (15) days' prior written notice of the suspension or expulsion and termination which notice states the reasons for the suspension or expulsion and termination.

(3) Any member subject to suspension or expulsion and termination of his or her membership shall be given a timely opportunity to be heard on the matter of the suspension or expulsion and termination in a hearing before the persons who caused the notice described in Section 2.08(d)(2) to be issued. The opportunity to be heard may, at the election of the persons who caused the notice described in Section 2.08(d)(2) to be issued, be oral or in writing, and shall occur not less than five (5) days before the effective date of the suspension or expulsion and termination.

(4) The hearing shall be conducted at the principal office of the corporation and shall be conducted in good faith and in a fair and reasonable manner.

(5) If a decision for suspension or expulsion and termination is made by persons identified in Section 2.08(d)(1)(B), upon written application to the Board of Directors by the member within 10 days of the decision, the Board of Directors may, but shall not be required to, review the matter and render its own decision, which decision shall be final.

(e) Effect Of Termination. All rights of a member shall cease on the termination of such member's membership. Termination shall not relieve the member for any obligation for charges incurred, services or benefits actually rendered, dues or fees, or other obligation to the corporation, whether arising from contract or otherwise. The corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

### ARTICLE 3

## DIRECTORS

Section 3.01. POWERS. Subject to the provisions of the California Corporations Code and any limitations in the Articles of Incorporation or these Bylaws, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3.02. NUMBER. The authorized number of Directors shall be not less than five or more than eleven until changed by amendment of the Articles or these Bylaws. The exact number of Directors shall be fixed, within the limits specified, by resolution duly adopted by the Board of Directors. No reduction in the authorized or exact number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office. Collectively, the Directors shall be known as the Board of Directors.

Section 3.03. QUALIFICATIONS. In order to be eligible to be a Director, the prospective Director must be (and remain) a member in good standing.

Section 3.04. TERMS OF OFFICE.

(a) Each Director shall hold office for a four year term or until such Director's successor is elected and qualifies under Section 3.05.

(b) Notwithstanding the provisions of Section 3.04(a), a Director elected pursuant to Section 3.11 shall hold office until the expiration of the term of the replaced Director and until a successor has been elected and qualified.

(c) There are no limits on the number of terms, whether in total or consecutively, a Director may sit as a Director.

Section 3.05. ELECTION. Directors shall be elected at each bi-annual (even years) meeting of the Board of Directors as prescribed by Section 3.07(c). In each bi-annual election, a number of Directors shall be elected equal to the number of Directors whose terms will have expired, provided that the number of Directors elected shall not cause the total number of Directors to exceed the actual number of Directors fixed pursuant to Section 3.02, and further provided that upon any increase or decrease in the actual number of Directors pursuant to Section 3.02, the Directors shall reapportion themselves such that approximately one-half (1/2) of the total number of Directors are elected each year.

(a) Prior to the annual meeting the Secretary shall request from Director's, whose term expires during the current calendar year, their intent to resign or seek re-election

(b) At the bi-annual meeting, the Secretary shall prepare a ballot listing current Directors seeking re-election and any members nominated for appointment to the Board of Directors

Section 3.06. COMPENSATION. Directors may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by a majority of the Board of Directors then in office to be fair and reasonable as to the corporation at the time the resolution is adopted.

Section 3.07. MEETINGS.

(a) Call of Meetings. Meetings of the Board of Directors may be called by



the Chairman or any two Directors.

(b) Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the corporation as specified in Section 1.01 or as changed from time to time as provided in Section 1.02 or at such other place as determined by resolution of the Board of Directors. Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply: (i) each Director participating in the meeting can communicate with all of the other Directors concurrently; and (ii) each Director is provided the means of participating in all matters before the Board of Directors, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

(c) Bi-Annual Meeting. There shall be one bi-annual meeting of the Board of Directors. The meeting shall be scheduled to coincide with the reunion. Bi-annual meetings shall be held for the purposes of election of Directors and officers and the transaction of other business.

(d) Other Regular Meetings. Other regular meetings of the Board of Directors shall be held, without call or notice, at the principal office of the corporation or at such other place as determined by the Board of Directors.

(e) Special Meetings. Special meetings of the Board of Directors may be called by the Chairman or any two Directors. Special meetings of the Board of Directors shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the corporation. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or the approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

(f) Quorum. A majority of the exact number of Directors then in office constitutes a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

(g) Transactions of Board of Directors. Except as otherwise provided in the Articles of Incorporation, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors; provided, however, that any meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

(h) Conduct of Meetings. The Chairman or, in his or her absence, any Director selected by the Directors present shall preside at the meetings of the Board of Directors. The secretary of the corporation or, in the secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board of Directors.



(i) Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

Section 3.08. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors entitled to vote on the matter individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

#### Section 3.09. REMOVAL OF DIRECTORS.

(a) Removal For Cause. The Board of Directors may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court;
- (2) The Director has been convicted of a felony;
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the California Corporations Code on Directors who perform functions with respect to assets held in charitable trust; or
- (4) The Director has failed to attend three (3) consecutive meetings of the Board of Directors and the Board of Directors has not excused any of such absences, which excused absence may only be given as the result of disability, severe illness, family emergency, or other similar extenuating circumstance.
- (5) The Director ceases to be a member of the corporation.

(b) Removal Without Cause. Any or all of the Directors may be removed without cause if a majority of the Directors then in office vote to remove such Director.

Section 3.10. RESIGNATION OF DIRECTOR. Any Director may resign effective on giving notice to the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

#### Section 3.11. VACANCIES ON THE BOARD OF DIRECTORS.

(a) Causes. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director, whenever the number of Directors authorized is increased, and on the failure of the Board of Directors in any election to elect the full number of Directors.

(b) Filling Vacancies By Directors. Vacancies on the Board of Directors shall be filled in the same manner as the Director whose office is vacant was selected, provided that any vacancy to be filled by election by Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director at any regular or special meeting of the Board of Directors. Each Director so

selected shall hold office until the expiration of the term of the replaced Director and until a successor has been selected and qualified.

#### ARTICLE 4

#### COMMITTEES

Section 4.01. COMMITTEES OF DIRECTORS. The Board of Directors may, by resolution adopted by a majority of the number of Directors then in office, create one (1) or more committees (including an executive committee), each consisting of two (2) or more Directors, to serve at the pleasure of the Board of Directors. Appointments to such committees shall be by a majority vote of the number of Directors then in office. Any committee, to the extent provided in the resolution of the Board of Directors shall have any of the authority of the Board, except with respect to:

- (a) The filling of vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors;
- (b) The fixing of compensation of the Directors for serving on the Board of Directors or on any committee which has the authority of the Board of Directors;
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) The appointment of any other committees of the Board of Directors or the members of these committees;
- (f) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (g) With respect to any assets held in charitable trust, the approval of any self-dealing transaction except as provided in Section 523 3(d) (3) of the California Corporations Code.

Section 4.02. OTHER COMMITTEES. The requirements of Section 4.01 shall not apply to any committee which does not exercise the authority of the Board of Directors.

Section 4.03. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article 3 relating to meetings and actions of the Board of Directors, with such changes therein as are necessary to substitute the committee and its members for the Board of Directors and its members, except that:

- (a) the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee;
- (b) special meetings of committees may also be called by resolution of the Board of Directors; and



(c) notice of meetings of committees shall also be given to all alternate members who shall have the right to attend all meetings of the committees.

The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

## ARTICLE 5

### OFFICERS

Section 5.01. NUMBER AND TITLES. The officers of the corporation shall be a chairman of the board ("CHAIRMAN"), president, a vice-president, a secretary, an assistant secretary, a treasurer/chief financial officer, and an assistant to the president. The corporation may also have, at the Board of Director's discretion, one or more vice chairs of the board, vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other offices as may be appointed in accordance with these Bylaws. The same person may hold any number of offices.

Section 5.02. ELECTION OF THE CHAIRMAN AND VICE CHAIRS. The Chairman and any vice chairs ("Board Officers") shall be chosen from the elected Board of Directors by majority vote of the Board of Directors then in office in accordance with Section 3.07 and Section 3.08. Board Officers must have been elected to the Board of Directors and retain their positions as Directors. Board Officers shall be eligible for re-election without limitation on the number of terms they may serve. Board Officers shall hold office until the next annual meeting of the members as prescribed by Section 3.07(c), and until each such Board Officer's successor is elected and qualifies.

Section 5.03. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the majority vote of the Board of Directors then in office or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign (without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party) at any time by giving written notice to the corporation. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of any resignation shall not be necessary to make it effective.

Section 5.04. VACANCIES. A vacancy in any office because of death, resignation, removal, or any other reason shall be filled by the Chairman with the approval a majority of the Board of Directors then in office.

Section 5.05. CHAIRMAN. Subject to the control of the Board of Directors, the Chairman shall have general supervision, direction, and control of the business and the officers of the corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall be a voting member of all the Standing Committees, if any, of the Board of Directors. He or she shall have the general power and duties of management usually vested in the office of Chairman of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. Subject to such limitations as may be imposed by the Board of Directors, any powers or duties vested in the Chairman may be delegated by him or her to such subordinates as he or she may choose.

Section 5.06. VICE CHAIRS. In the absence or disability of the Chairman, the Vice



Chairs, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice Chair designated by the Board of Directors, shall perform all of the duties of the Chairman and when so acting shall have all of the powers of, and be subject to all the restrictions upon, the Chairman. Vice Chairs shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors, these Bylaws, or the Chairman.

Section 5.07. TREASURER/CHIEF FINANCIAL OFFICER. The Treasurer/Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, or disbursements. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer/Chief Financial Officer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors and shall have the authority to execute and affix the endorsement of the corporation upon any negotiable instrument for the purpose of making any such deposit. He or she shall render to the Chairman and Directors, whenever they request it, an account of all of his or her transactions as Treasurer/Chief Financial Officer and of the financial condition of the corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. The Treasurer/Chief Financial Officer shall require two (2) authorized signatures for any checks in excess of seven thousand five hundred dollars (\$7500) drawn on an Association account.

Section 5.08. SECRETARY. The Secretary of the Corporation, shall keep, or cause to be kept, at the principal executive office or at such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Directors, with the time and place of holding, whether regular or special and, if special, how authorized, the notice given, the names of those present at Directors' meetings or committee meetings, and the proceeding thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and these Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by these Bylaws or by law to be given, and he or she shall keep the seal of the corporation, if the corporation shall adopt one, in safe custody, and he or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 5.09. COMPENSATION. The compensation and fringe benefits of employees of the corporation and all other matters with respect to employees of the corporation shall be fixed and determined by the majority of the Directors then in office.

## ARTICLE 6

### CORPORATE RECORDS AND REPORTS

Section 6.01. KEEPING RECORDS. The corporation shall keep adequate and correct records of account and minutes of the proceedings of the Board of Directors and committees of the Board of Directors. The minutes shall be kept in written form or in any other form capable of being converted into written form.



Section 6.02. INSPECTION BY DIRECTORS. Every Director shall have the absolute right to inspect at any reasonable time all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. Any inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 6.03. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATION. The corporation shall furnish annually to its Directors a statement of any transaction or indemnification described in California Corporations Code Sections 8322(d) and (e), if any such transaction or indemnification took place.

Section 6.04. CORPORATE SEAL. The Board of Directors may adopt a corporate seal. The Secretary of the corporation shall have the custody of the seal, if any, and affix it to all corporate documents as necessary or appropriate. Failure to affix the seal shall not, however, affect the validity of any instrument.

## ARTICLE 7

### GENERAL CORPORATE MATTERS

Section 7.01. NOTICES. All notices, demands, offers, or rejections of offers provided for in these Bylaws shall be in writing and shall be deemed delivered when personally delivered or, if mailed, upon deposit in the United States Mails, first-class mail, postage fully prepaid, addressed to the person to be notified at the last address of such person on the books of the corporation.

Section 7.02. CHECKS, DRAFTS, AND EVIDENCES OF INDEBTEDNESS. All checks, drafts, or other orders for payment of money or notes or other evidences of indebtedness shall be issued or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 7.03. EXECUTION OF CORPORATE CONTRACTS. The Board of Directors, except as otherwise provided in these Bylaws, may, by a majority vote of the Board of Directors then in office, authorize any officer or officers or agent or agents in the name of and on behalf of the corporation, and such authority may be general or confined to specific instance and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent, or employee shall have any power or authority, to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 7.04. CONSTRUCTION. Unless the context or these Bylaws clearly requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. All references in these Bylaws to the California Nonprofit Mutual Benefit Corporation Law or to sections of the California Corporations Code shall be deemed to be to such Law or Sections as they may be amended and in effect from time to time and, if renumbered, to such renumbered provisions at the time of any action taken under these Bylaws. References to Articles and Sections are to Articles and Sections of these Bylaws unless the context clearly indicates otherwise.



## ARTICLE 8

### AMENDMENTS

Section 8.01. AMENDMENT BY BOARD OF DIRECTORS. Bylaws may be adopted, amended or repealed by majority vote of all Directors then in office.

Section 8.02. RECORD OF AMENDMENTS. Whenever an amendment or new By-Law is adopted, it shall be copied in the original Bylaws in the appropriate place. If any Bylaw is repealed, the fact of repeal and the date of the meeting at which the repeal was enacted or the date the written consent was effective shall be stated in the original Bylaws.

## ARTICLE 9

### DISSOLUTION

Section 9.01. If the corporation is dissolved, no members or Directors shall receive any distribution of assets remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payment required under applicable law. Upon dissolution, those members that paid a lifetime fee shall forfeit only the accumulative equivalent of the years of total membership, as if he had paid an annual membership for each of the years that he was a lifetime member. The remainder shall be returned to the member, including the dues representing the year in which the dissolution occurred.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected Secretary of USMC/COMBAT HELICOPTER ASSOCIATION, a California nonprofit mutual benefit corporation; and

(2) That the foregoing Bylaws, comprising eleven (11) pages, constitute the amended and restated Bylaws of such corporation as duly adopted by vote of the Board of Directors of the corporation taken on 27 August 2009, with approval of the Class A Members on the same date.

IN WITNESS WHEREOF, I have hereunder subscribed my name this 2nd day of September, 2009.

  
\_\_\_\_\_  
Larry Zok, Secretary

County/City of Loudoun  
Commonwealth/State of Virginia  
The foregoing instrument was subscribed and  
acknowledged before me this 2nd day of September  
2009 by Larry Zok

\_\_\_\_\_  
Thomas J. Shields 2010787  
Notary Public  
My commission expires July 31, 2010

