

**BYLAWS**

**OF**

**AEROSPACE MAINTENANCE COUNCIL**

**Adopted March 16, 2019**

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## **ARTICLE I. Names and Offices**

### *Section 1. Name*

The name of the corporation shall be Aerospace Maintenance Council, Inc. hereinafter referred to as AMC.

### *Section 2. Offices*

AMC shall have locations as may be determined by the Board of Directors.

## **ARTICLE II. Organization, Purpose and Rules**

### *Section 1. Organization*

AMC is organized and shall operate as a not-for-profit corporation under the laws of the state of Oklahoma and the provisions of section 501(c)(3) of the U.S. Internal Revenue Code of 1986. AMC shall have such powers as are now or may hereafter be granted by Title 18 of the Oklahoma Statutes.

### *Section 2. Purpose*

- (a) The activities of AMC shall at all times be limited to the purposes set forth in the Articles of Incorporation and these Bylaws, and AMC shall not undertake activities not permitted by either these purposes, Oklahoma law, or section 501(c)(3) of the Internal Revenue Code.
- (b) Consistent with the purposes enumerated in the Articles of Incorporation and with the proscriptions contained in the above subsection (a), AMC may also from time to time pursue any one or more of the following purposes:
  - (1) Promote the aerospace maintenance industry;
  - (2) Coordinate and expand the Aerospace Maintenance Competition;
  - (3) Promote the career opportunities as an airframe and powerplant technician; and
  - (4) Support initiatives to enhance aerospace maintenance safety.

### *Section 3. Rules*

In addition to the proscriptions contained in the Articles of Incorporation and limitations imposed by such Articles and these Bylaws, AMC shall not adopt any practice, policy, or procedure that would result in discrimination on the basis of race, creed, religion, sex, national origin, or handicap.

## **ARTICLE III. Membership**

AMC shall have no members.

## **ARTICLE IV. Governing Body**

### *Section 1. Board of Directors*

Governing authority is vested in a Board of Directors which shall have supervision, control, and direction over the affairs of AMC and which shall determine its policies and procedures in accordance with the Articles of Incorporation and these Bylaws. The Board shall exercise supervision in the disbursement of all funds and in the conduct of all programs and may adopt such rules and regulations for the conduct of AMC as it shall deem necessary for carrying on AMC functions and may delegate such authority as it deems advisable. Such delegation, however, shall not operate to relieve the Board or any individual Director of any responsibility imposed upon the Board or the Director by law.

### *Section 2. Authority of Board*

Irrespective of any other authority granted by these Bylaws to any other individual, office, or body, the authority of the Board is ultimate and final and extends to any activities of AMC.

### *Section 3. Composition and Tenure*

The Board shall consist of at least three Directors. Members of the Board shall be elected to serve three (3) -year terms. Terms may be for a time other than three (3) years if provided for in these Bylaws, the Articles of Incorporation, or resolution of the Board of Directors.

### *Section 4. Nominations and Elections*

The President shall nominate Directors. Any Director may nominate any qualified individual or individuals as an alternative to the person offered by the President. Election to the Board of Directors shall require the approval of a majority of the Board members then serving.

### *Section 5. Meetings*

One regular annual meeting of the Board shall be held each year. Special meetings may be called by Directors upon written request to the secretary-treasurer. Notice of any regular, special, or adjourned meeting of the Board shall be given at least five (5) days but no more than forty (40) days prior thereto by written notice by mail or facsimile transmission.

### *Section 6. Voting*

All Directors shall have one vote and all decisions at any Board meeting, at which there is a quorum, or any committee shall be by a majority vote of those present.

### *Section 7. Quorum*

A majority of those eligible to vote shall constitute a quorum at any meeting of any committee or of the Board of Directors. Any lesser number may adjourn the meeting from time to time until a quorum is present.

### *Section 8. Compensation*

The terms of service on the Board, employment and compensation of the President shall be established by contract, with the approval of the Board of Directors and may encompass multiple terms.

The Board may, by resolution, authorize reimbursement of expenses incurred in the performance of the duties of the Board of Directors. Such resolution may prescribe procedures for approval and payment of such expenses by designated officers.

*Section 9. Resignation and Removal*

Any Director may resign at any time by giving written notice to the Board of Directors, the President or Secretary/Treasurer. Such resignation shall take effect at the time specified therein or if no time is specified, at the time of its delivery. Any Director may be removed with or without cause by a majority vote of the Board of Directors at any regular or special meeting where a quorum is present.

*Section 10. Vacancies*

The President of the Board of Directors may fill any vacancy by appointment for the remainder of the unexpired term. Pending vacancies may be filled before the effective date, but the successor shall not take office until the effective date.

*Section 11. Conference Call or Electronic Voting*

In lieu of a formal meeting, the Board of Directors may transact its business by conference call or by electronic vote so long as all Directors consent in writing. Actions taken pursuant to such procedures require unanimous board agreement by all Directors.

Evidence of written consent and electronic voting shall be delivered to the Secretary/Treasurer and filed in the corporate records.

**ARTICLE V. Officers**

*Section 1. Officers*

The officers of AMC shall be a president, a vice president, and a secretary/treasurer. These individuals are elected by the Board of Directors from among those then serving on the Board. Each officer shall serve a term of three (3) years; there are no limitations on re-election terms for any officer.

*Section 2. President*

The President shall be the principal executive officer and shall, in general, perform all duties incident to the office of president and shall have such other powers and shall perform such other duties as the Board of Directors may from time to time assign. The President shall preside at all meetings of the Board, and shall be an *ex-officio* member of all committees.

The President shall be the Chief Operating Officer of AMC and under the direction of the Board of Directors shall be responsible for and have authority over all management functions. The President may be compensated according to a contractual agreement. The President may hire staff employees, establish their functions and define their duties. The President may delegate such functions as shall, in the President's judgment, be in the best interests of the Company. The President shall also act as the business manager of the Association and shall accurately maintain all accounts, records, receipts and expenditures. The President may sign checks and other instruments, subject to limitations the Board of Directors or Executive Committee imposes. The President may delegate these functions.

*Section 3. Vice President*

At the request of the President or in the event of the President's absence or inability to act, the Vice President shall perform the duties of the President. In addition, the Vice President shall have such other powers and shall perform such other duties as the Board of Directors may from time to time assign.

*Section 4. Secretary/Treasurer*

The Secretary/Treasurer shall be responsible for keeping correct and complete minutes of Board of Director and committee meeting proceedings, shall have general supervision over the finances of AMC, and shall perform such duties as may be directed by the Board of Directors or President.

*Section 5. Nominations*

The President shall nominate individuals for the office of president, vice president and secretary/treasurer. Nominees will be presented to the AMC Board of Directors at a regularly scheduled meeting at least thirty (30) days prior to the end of the fiscal year. Any member of the AMC Board may nominate any qualified individual or individuals as an alternative to the person(s) offered by the President. Nominees receiving a majority vote of the AMC Board will assume office on the first day of the new fiscal year.

*Section 6. Resignation and Removal*

Officers may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein or if no time is specified, at the time of its delivery. Any officer may be removed by a majority vote of the members of the AMC Board at any regular or special meeting at which a quorum is present.

*Section 7. Vacancies*

Officer vacancies shall be filled by appointment by the President for the remainder of the term, subject to confirmation by a majority of the members of the Board of Directors at the next regular meeting following the appointment.

*Section 8. Bonding*

The Board of Directors may require in its sole discretion that any or all individuals entrusted with handling of funds or property of AMC post a bond in an amount to be determined by the Board. The Board shall defray the expense of such bond.

**ARTICLE VI. Executive Committee**

*Section 1. Composition*

There shall be an Executive Committee, which shall consist of the officers, namely the President, the Vice President and the Secretary/Treasurer.

*Section 2. Authority*

Between regular or special Board meetings, the Executive Committee may exercise all powers of the Board as defined in these Bylaws and in the Articles of Incorporation. Executive Committee actions shall be consistent with the directions and policies of the Board.

**ARTICLE VII. Committees**

The President, with Board approval, may create special and standing committees as shall advance the objectives and purposes of AMC, may appoint committee members, and may establish rules and regulations governing the conduct of such committees as deemed necessary.

**ARTICLE VIII. Miscellaneous**

*Section 1. Rules of Order*

The most recent edition of Roberts Rules of Order shall govern all deliberations of AMC when not in conflict with these Bylaws.

*Section 2. Seal*

AMC may have a seal of such design as the Board of Directors may adopt.

*Section 3. Indemnification*

AMC shall indemnify its officers, directors, employees, and agents to the full extent permitted by Oklahoma law and shall be entitled to purchase insurance for such indemnification to the full extent as determined by the Board of Directors.

*Section 4. Fiscal Year*

AMC's fiscal year shall coincide with the calendar year.

*Section 5. Dissolution*

AMC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX. Waiver of Notice**

An individual may waive, in writing, any notice requirements under the provisions of Oklahoma law, the Articles of Incorporation or Bylaws of AMC.



**ARTICLE X. Amendments**

*Section 1. Amendments by the Board*

These Bylaws may be amended or repealed, in whole or in part, by a two-thirds (2/3) vote of those present at any duly organized meeting of the Board of Directors. No amendments shall become effective without the prior written approval of the Board of Directors.

*Section 2. Record of Changes to Bylaws*

The Board shall maintain a record of alterations, amendments to or repeals of the Bylaws, as Appendix A to the Bylaws. The record of changes to the Bylaws shall include the original language of the provision or section prior to adoption of the change, the language of the provision or section as amended or altered and the date on which the Board of Directors adopted the change.

**APPENDIX A: Adoptions and Changes**

<b>Old Section</b>	<b>New Section</b>	<b>Adoption Date</b>
<p>ARTICLE VIII. Miscellaneous, Section 4: Fiscal Year</p> <p>AMC’s fiscal year shall coincide with the Associated Equipment Distributor’s fiscal year.</p>	<p>ARTICLE VIII. Miscellaneous, Section 4: Fiscal Year</p> <p>AMC’s fiscal year shall coincide with the calendar year.</p>	<p>August 6, 2014</p>
<p>None</p>	<p>ARTICLE X. Amendments, Section 2. Record of Changes to Bylaws</p> <p>The Board shall maintain a record of alterations, amendments to or repeals of the Bylaws, as Appendix A to the Bylaws. The record of changes to the Bylaws shall include the original language of the provision or section prior to adoption of the change, the language of the provision or section as amended or altered and the date on which the Board of Directors adopted the change.</p>	<p>August 6, 2014</p>
<p>None</p>	<p>Appendix A: Adoptions and Changes</p>	<p>August 6, 2014</p>

Old Section	New Section	Adoption Date
<p>Article II: Organization, Purpose and Rules</p> <p><i>Section 1. Organization</i></p> <p>AMC is organized and shall operate as a not-for-profit corporation under the laws of the Commonwealth of Virginia and the provisions of section 501(c)(6) of the U.S. Internal Revenue Code of 1986. AMC shall have such powers as are now or may hereafter be granted by Chapter 10 of Title 13.1 of the Code of Virginia (“The Virginia Nonstock Corporation Act”).</p> <p><i>Section 2. Purpose</i></p> <p>(a) The general purposes of AMC are set forth in Article II of the Articles of Incorporation, filed with the Virginia State Corporate Commission Office of the Clerk on October 10, 2013. The activities of AMC shall at all times be limited to the purposes set forth in the Articles of Incorporation and these Bylaws, and AMC shall not undertake activities not permitted by either these purposes, the Virginia Nonstock Corporation Act, or section 501(c)(6) of the Internal Revenue Code.</p>	<p>Article II: Organization, Purpose and Rules</p> <p><i>Section 1. Organization</i></p> <p>AMC is organized and shall operate as a not-for-profit corporation under the laws of the state of Oklahoma and the provisions of section 501(c)(3) of the U.S. Internal Revenue Code of 1986. AMC shall have such powers as are now or may hereafter be granted by Title 18 of the Oklahoma Statutes.</p> <p><i>Section 2. Purpose</i></p> <p>(a) The activities of AMC shall at all times be limited to the purposes set forth in the Articles of Incorporation and these Bylaws, and AMC shall not undertake activities not permitted by either these purposes, Oklahoma law, or section 501(c)(3) of the Internal Revenue Code.</p>	<p>Oct. 16, 2018</p>

Old Section	New Section	Adoption Date
<p>ARTICLE VIII: Miscellaneous <i>Section 3 Indemnification</i></p> <p>AMC shall indemnify its officers, directors, employees, and agents to the full extent permitted by the Virginia Nonstock Corporation Act and shall be entitled to purchase insurance for such indemnification to the full extent as determined by the Board of Directors.</p>	<p>ARTICLE VIII: Miscellaneous <i>Section 3 Indemnification</i></p> <p>AMC shall indemnify its officers, directors, employees, and agents to the full extent permitted by Oklahoma law and shall be entitled to purchase insurance for such indemnification to the full extent as determined by the Board of Directors.</p>	<p>Oct. 16, 2018</p>
<p>ARTICLE IX: Waiver of Notice</p> <p>An individual may waive, in writing, any notice requirements under the provisions of the Virginia Nonstock Corporation Act, the Articles of Incorporation or Bylaws of AMC.</p>	<p>ARTICLE IX: Waiver of Notice</p> <p>An individual may waive, in writing, any notice requirements under the provisions of Oklahoma law, the Articles of Incorporation or Bylaws of AMC.</p>	<p>Oct. 16, 2018</p>
<p>ARTICLE X: Amendments <i>Section 1. Amendments by the Board</i></p> <p>These Bylaws may be amended or repealed, in whole or in part, by a two-thirds (2/3) vote of those present at any duly organized meeting of the Board of Directors. No amendments shall become effective without the prior written approval of the Board of Directors and no amendment that encourages, requires, or permits AMC to engage in any activities not permitted either by the Virginia Nonstock Corporation Act or by section 501(c)(6) of the Internal Revenue Code of the United States shall be valid.</p>	<p>ARTICLE X: Amendments <i>Section 1. Amendments by the Board</i></p> <p>These Bylaws may be amended or repealed, in whole or in part, by a two-thirds (2/3) vote of those present at any duly organized meeting of the Board of Directors. No amendments shall become effective without the prior written approval of the Board of Directors.</p>	<p>Oct. 16, 2018</p>

Old Section	New Section	Adoption Date
None	<p><i>Section 5. Dissolution</i></p> <p>AMC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.</p> <p>Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.</p>	March 16, 2019