

**BY LAWS OF THE
NORTH AMERICAN TRAINER ASSOCIATION
A NON-PROFIT CORPORATION OF
PENNSYLVANIA**

ARTICLE I

The name of this organization is the North American Trainer Association, a non-profit corporation registered in the State of Pennsylvania.

ARTICLE II PURPOSES

To encourage preservation, restoration and safe flying of North American Aviation Trainer Aircraft, and to educate its members in methods of safe operation and maintenance of said aircraft.

ARTICLE III OFFICERS

Section I. Executive Officers

The Executive Officers of this Organization shall be a President, Vice-President, Secretary-Treasurer.

Section II. The President

The President shall be the Chief Executive and Operating Officer of the Association and of the Board of Directors and shall:

1) Preside over all meetings of the membership and at all meetings of the Board of Directors. He shall sign, as President, all instruments approved by the Board of Directors. The President shall call the Board of Directors to meetings whenever he deems it necessary and shall have, subject to the advice of the Directors, direction of the affairs of the Corporation. He shall appoint all committees, except elected or standing committees, and shall be an ex-officio member of all committees.

2) Be authorized to execute all checks for Association expenditure authorized by the Board of Directors.

Section III. The Vice-President

The Vice-President shall:

1) Be vested with all the powers and shall perform the duties of the President in case of absence, disability, or inability for any reason, of the President to perform said duties.

2) Perform such duties connected with the operation of the Association as may be undertaken as directed by the President or the Board of Directors.

Section IV. The Secretary-Treasurer

The Secretary-Treasurer shall:

1) Keep minutes of the Association meetings and maintain records necessary to the operation of the Association.

2) Keep and maintain a membership book showing the name, address, and telephone number of each member.

3) Conduct the official correspondence of the Association, serve all notices required by law or by the bylaws, and discharge such other duties as are prescribed by the Board of Directors.

4) He shall have general charge of all the financial records and accounts of the Association and shall keep and maintain adequate and correct books of accounts showing the receipts and disbursements of the Association and an account of its cash, debts, and assets. Statements of the financial condition of the Association shall be rendered to the Board of Directors upon request, and at least annually to the membership.

ARTICLE IV BOARD OF DIRECTORS

The Association shall have not less than seven (7) nor more than fifteen (15) Directors and collectively they shall be called the Board of Directors. The number may be changed by an amendment of this bylaw or by repeal of this bylaw as provided in these bylaws. Directors must be members of the Association, either regular or complimentary.

Section I. Power of the Board

The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of Association property and to do and perform or cause to be done and performed, any and

every act which the Association may lawfully do and perform.

Section II. Eligibility

To remain eligible to serve on the Board of Directors, each member thereof must attend at least fifty percent (50%) of the meetings of the Directors during each calendar year which they are eligible to attend. This requirement may be waived by affirmative vote of a majority of the Board of Directors.

Section III. Term of Office

1) All Directors shall hold office from the date they are installed and thereafter until their successors are elected and qualified.

2) The Directors shall have terms of three years.

3) The Directors may be elected for two consecutive three year terms. Additional three year terms can be approved (waived) by a majority vote of the Board of Directors.

Section IV. Meetings

1) The President shall preside over the meetings of the Board of Directors.

2) The annual meeting of the Board of Directors shall be called at any time on the order of the President or on the order of a majority of the Board of Directors. Notice of special meetings of the Board of Directors stating the time and in general terms, the purpose of the meeting, shall be received by said Directors at least one hundred twenty (120) hours prior to the time of the appointed meeting. If all Directors shall be present at a meeting, any business may be transacted without previous notice. The foregoing may also apply to meetings held by means of a series of telephone calls even though no actual meeting at a single site occurred. Telephone conference calls are permitted.

3) A plurality of the members of the Board of Directors present shall constitute a quorum of the Board at all meetings and the affirmative vote of a majority present at that meeting in person or by proxy shall be necessary to pass any resolution or authorize any act of the Association. Proxy authorization shall be in writing and subject to such verification as may be required from time to time by said Board.

Section V. Compensation

Each member of the Board of Directors shall serve as Director without compensation except for such expense reimbursement as may be authorized by the Board from time to time.

Section VI. Records

The Board of Directors shall cause to be kept a complete record of all the proceedings of its meetings, and such record shall be available to the membership.

Section VII. Removal

Any Officer/Director may be considered for removal from office by a motion duly made and seconded by any two members, said motion being voted upon by a mail ballot sent to all members by the Secretary-Treasurer or any other member. The ballot will include a statement by the originator of the motion as to why the officer should be removed and a statement by the Officer being considered for removal in his or her defense. The returned ballots shall be counted by the Secretary-Treasurer or other officers designated by the Board. The vote shall be valid only if two thirds of the ballots are returned within thirty days of mailing. The motion shall be passed and the Officers/Directors shall be removed from office if at least two thirds of the returned ballots are voted in favor of the motion.

Section VIII. Committees

The Board may authorize committees from time to time as they deem best. Membership on committees shall be by appointment by the President. Terms for standing committees, when authorized, shall be for three years. Committees for special events are for the time necessary to complete the event. The President shall be an ex-officio member of all committees.

ARTICLE V MEMBERSHIP

Section I. Eligibility for membership

Eligibility for membership is open to any owner, operator, pilot, mechanic or enthusiast of North American Aviation Trainer Aircraft.

Section II. Classification of membership

There shall be two (2) classifications of membership: Regular and Complimentary.

Section III. Procedures

1) Any eligible person desiring to become a Regular Member shall submit an application form and such dues as may be prescribed from time to time by the Board of Directors.

2) The Board may reject any application for membership for good cause, provided any fees submitted be returned to the applicant upon rejection.

3) Complimentary memberships shall be appointed by the Board of Directors as

they deem appropriate. No dues shall be charged to said appointees.

Section IV. Duration of Membership

- 1) Duration of a Regular Member is for a twelve (12) month period.
- 2) Duration of a Complimentary membership shall be for such period of time as the Board of Directors may deem appropriate.

Section V. Dues

Rates and methods of assessment of dues shall be prescribed by the Board of Directors from time to time.

Section VI. Termination of Membership

Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is mailed to such member by the Secretary of the Association. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of notice of delinquency. All rights of a member in the Association shall cease on termination of membership as herein provided.

Section VII. Meetings

- 1) All meetings of the members, except as herein otherwise provided shall be held at a place to be determined by the Board of Directors.
- 2) Notice of all meetings shall be mailed to each member or shall be published in the Association newsletter at least thirty (30) days before such meeting.
- 3) At any meeting of the members, a quorum shall consist of all members present in person or by proxy.
- 4) Every act or decision done by or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the bylaws require a greater number, see Article IV, Section VII.
- 5) Meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with any provision of law.

Section VIII. Voting

- 1) A regular member may not vote unless said member's dues are current.
- 2) All members shall have equal voting rights and shall be entitled to cast one vote on any question. In view of the wide geographic area of membership, most elections and other matters to be voted upon will be conducted by mail or as determined by the Board of Directors.
- 3) Proxy voting shall be permitted; however each proxy authorization shall be in writing and subject to such verification and presentation as may be required by the Board from time to time.

Section IX. Action by written ballot without a meeting.

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Association distributes a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval or each proposal, provide a reasonable time within which to return the ballot to the Association. Ballots shall be mailed or delivered in the manner required for giving notice of meetings. See Section VII, Article 2.

- 1) All ballots must specify the time by which they must be received by the Association in order to be counted.
- 2) Written ballots may not be revoked after its receipt by the Association or its deposit in the mail, whichever occurs first.
- 3) A majority of the written ballots returned to the Association shall constitute the percentage needed to approve or disapprove proposals set forth in said ballots, exception Article IV, Section VII (removal of Officer/Director)
- 4) Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered.

Section X. A reasonable means of nominating persons for election as Directors

This Association shall make available to members reasonable nomination and election procedures with respect to the election of Directors by members. Such procedures shall be reasonable given the nature, size and operations of the Association and shall include:

- 1) A reasonable means of nominating persons for election as Directors.
A) Nominations for the Directors shall be made by the Directors acting as a Nominating Committee of the whole. Such nomination shall be made and published to the general membership at least 28 days prior to the annual meeting.

B) Additional nominees to the Board of Directors may be selected from the general membership by submitting a petition signed by at least ten current NATA members in good standing. This petition must be received at least 45 days prior to the annual meeting.

- 2) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.

- 3) A reasonable opportunity for all members to choose among the nominees.

- 4) A reasonable opportunity for all nominees to solicit votes.

- 5) Nominations for the Board of Directors shall be made by the membership at its annual meeting or by mail, as to be determined by the Board and published in the Newsletter.

- 6) Elections on nominees for the Board of Directors may be held at the Association's annual meeting or by mail ballot as to be determined by the Board and published in the Newsletter.

- 7) The Officers shall be elected by a majority of the Board of Directors.

ARTICLE VI VACANCIES

Section I. Executive Officers

If the office of the President, Vice-President or Secretary-Treasurer becomes vacant for any reason, the Board of Directors shall elect a successor by a majority vote.

Section II. Board of Directors

In the event that any of the elective Directors resign, die, or otherwise become ineligible to serve on the Board of Directors, the vacancy thereby created shall be filled by appointment of an Interim Director as selected by a majority of the remaining Directors. The Interim Director shall serve a term which expires at the annual membership meeting at which the term of the vacating Director would regularly have expired. If, at any time, the number of vacancies on the Board are such that they are fewer than required herein, the Board shall nevertheless be deemed to be legally constituted.

ARTICLE VII AMENDMENT OF BY-LAWS

These By-laws may be amended by a two-thirds (2/3) majority of the members of the Board of Directors present at any scheduled Board meeting except that amendments to those by-laws which affect the size, composition, and election of the Board of Directors, may only be amended by a two-thirds (2/3) majority of the Association's voting members present in person or proxy at the annual business meeting.

ARTICLE VIII. LIABILITY

Section I. The Association, its members, Officers, and Directors shall not be liable for any acts or omissions of an individual member, and any such activities shall be conducted solely at the risk of each member.

Section II. As a condition of membership, and in consideration of the granting thereof, each member (or their administrators, executors, heirs and assigns) agree to forever hold harmless and defend the North American Trainer Association, Inc. (its officers, directors, administrators, executors, heirs and assigns) from any and all liability of any nature, whether due to negligence or intentional, act or omission.

Section III. A member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

Section IV. No member shall at any time indicate that said party has any authority to bind or represent the Association in any manner, and, in fact, no such power shall exist.