



**BYLAWS OF THE ISTAT FOUNDATION  
(As Amended and Restated – February 2016)  
(As Amended and Approved – June 2016)**

**ARTICLE I**

**NAME AND CREATION**

**Section 1.** Name. A Foundation is hereby created which shall be called the International Society of Transport Aircraft Trading Foundation (the “**Foundation**” or the “**ISTAT Foundation**”). The Foundation is a Virginia not-for-profit Non-Stock Corporation.

**ARTICLE II**

**PURPOSE**

**Section 1.** Purpose. The Foundation will provide funds for scholarships, internships, educational programs and grants to qualified individuals and charities that relate to or promote the advancement of civil aviation. Financial support given to charities may include humanitarian aid to organizations that relate to the aviation field.

**ARTICLE III**

**NOT FOR PROFIT**

**Section 1.** No Members. The Foundation shall not have members.

**Section 2.** No Stock. The Foundation shall not issue shares of stock.

**Section 3.** Nonprofit Operations. No dividend will be paid and no part of the income of assets of this Foundation will be distributed to its Trustees or Officers. However, the Foundation may contract in due course of business with its Officers or Trustees for services rendered to the extent permissible under the Articles of Incorporation, under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter “**Code**”).

**Section 4.** No Loans to Trustees or Officers. The Foundation will loan no money to any of its Trustees or Officers.

**Section 5.** No Vested Rights. No Trustee or Officer of the Foundation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the Foundation.

## ARTICLE IV

### BOARD OF TRUSTEES

**Section 1.** Membership and Election. The Board of Trustees shall be composed of no more than eighteen (18) individuals including a Chairman of the Board of Trustees (the “**Chairman**”) and Vice Chairman of the Board of Trustees (the immediate past Chairman of the Board of the Foundation shall serve as the “**Vice Chairman**”) of the Foundation. The Chairman shall be elected to his/her position by the ISTAT Foundation Board of Trustees per Article V below. Along with this, the following individuals shall be automatic members of the Board of Trustees:

- (a) The President of the Board of International Society of Transport Aircraft Trading (“**ISTAT**”);
- (b) The Immediate Past President of ISTAT; and
- (c) The Treasurer of ISTAT who shall also serve as the Foundation Treasurer.

**Section 2.** Qualification. Trustees are required to be members in good standing of ISTAT with the exception that up to two (2) Trustees at any time may be non-ISTAT Members (non-ISTAT Member Trustees are not eligible to serve as Officers of the Foundation or Committee Chairs of the Foundation) if those Trustees bring special expertise to the Board that is not readily available from the ISTAT membership and there is unanimous consent of the existing Trustees to elect such non-ISTAT Member as a Trustee.

**Section 3.** Duties. The management of the business and affairs of the Foundation and the general policies to be followed by the Foundation shall be the responsibility of the Board of Trustees.

**Section 4.** Terms of Office. The following shall apply to all Trustees:

- (a) All who serve as Trustees by virtue of office as an ISTAT officer shall serve as trustees during their term of such office;
- (b) The term of office of any Trustee elected under the provisions of Article V hereof shall be three (3) years;
- (c) All terms of office shall begin or expire at the close of the annual meeting of the Board; and
- (d) Trustees may be re-elected to additional terms up to a maximum of three (3) consecutive terms (or, if longer, a maximum of nine (9) years). The preceding restrictions in this clause (d) shall not apply to the Chairman, the Vice Chairman or any of the automatic members of the Board.

## ARTICLE V

### ELECTION OF THE BOARD OF TRUSTEES

**Section 1.** Elections. . The Nominating Committee shall develop a slate of candidates interested in serving as Trustees prior to the fall Board of Trustees meeting. The Board of Trustees shall at the fall Board of Trustees meeting discuss the candidates and then approve or reject the slate as presented in the manner provided below. The slate shall include a total number of candidates exceeding the Trustee positions anticipated to be open at the Board of Trustees meeting coinciding with ISTAT's annual meeting by at least two. The Chairman may determine that he/she desires to have less than 18 but at least 15 Trustees following the election and therefor instruct the Nominating Committee to present a slate of candidates that has at least two more candidates than the number of open positions based upon the desired size of the Board. The Board of Trustees shall vote on each individual candidate on the presented slate. Those candidates receiving a majority vote of the Trustees present at the meeting will be placed on the slate to be presented to the ISTAT Board of Directors as set out in Section 2 below. If, following the first vote of the Board of Trustees, a total number of eligible candidates receiving a majority vote is less than two candidates more than the number of open seats (as determined in accordance with the foregoing), the Board of Trustees shall hold a second vote for those candidates that were not approved in the first vote and those receiving a majority of votes shall be added to the slate to be presented to the ISTAT Board of Directors. If after the second vote the slate still has fewer than two more candidates than the number of open seats, the slate of only those candidates receiving a majority vote shall be submitted to the ISTAT Board of Directors for consideration and approval (in accordance with Section 2 below).

**Section 2.** Results. The approved slate of candidates resulting from the voting procedure set out in Section 1 above shall be presented to the ISTAT Board of Directors for consideration and approval at the first ISTAT Board of Directors meeting each year. Those candidates receiving the most votes from the ISTAT Board of Directors (up to the number of open Trustee positions as determined by the Chairman in accordance with Section 1 above) shall be officially elected to fill each of the open Trustee positions for the Board of Trustees and shall take office at the conclusion of the Board of Trustees meeting coinciding with ISTAT's annual meeting.

## ARTICLE VI

### MEETINGS

**Section 1.** Annual Meeting. The annual meeting of the Board of Trustees will be held at a time and place selected by the Board of Trustees. This meeting will typically occur during the first quarter of each year.

**Section 2.** Regular Meetings. One or more regular meetings shall be held during the year as set by the Board of Trustees. The location of such meetings shall be agreed to by the Board at the immediately preceding meeting.

**Section 3.** Special Meetings. Special meetings of the Board of Trustees may be called at any time by the Chairman, and shall be called on the written request of any five (5) Board members.

**Section 4.** Notice of Meetings. Except when the time and place of a regular meeting is set by the Board by resolution in advance, notice stating the place, date and hour of any regular or special meeting of the Board of Trustees shall be given at least ten (10) days prior thereto by (i) electronic transmission or (ii) first-class mail, postage prepaid. If mailed, such notice shall be deemed to have been delivered 5 business days after deposit in the United States mail. Neither the business to be transacted at nor the purpose of any meeting of the Board of Trustees need be specified in the notice of such meeting.

**Section 5.** Waiver of Notice. A waiver of notice of meeting by a Trustee provided to the Secretary in writing or by electronic transmission, whether given before or after the meeting time stated in such notice, is deemed equivalent to notice. Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except when the Trustee attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at the meeting on the grounds that the meeting was not lawfully called or convened.

**Section 6.** Quorum and Manner of Acting. No vote may be taken without a quorum present (including proxies) either in person or by telephone. A quorum will consist of at least two-thirds (2/3) of the members of the Board of Trustees. Except as expressly set forth in these Bylaws, the act of a majority vote of the members of the Board of Trustees present in person or by telephone at a meeting at which a quorum is present (including proxies) shall be the act of the Board.

**Section 7.** Proxy Voting. Any member of the Board of Trustees entitled to vote may do so in person or by proxy provided that the proxy is given in writing to another member of the Board of Trustees entitled to vote. The member holding the proxy must attend the meeting in person or by telephone to be entitled to vote.

**Section 8.** Action by Trustees without a Meeting. Any action of the Trustees of the Foundation may be taken without a meeting if 100% consent to such action is received from all Trustees. Such consent shall have the same effect as a passing vote of the Board of Trustees or a committee thereof at a duly called and convened meeting thereof. Email votes on motions are permitted, providing that there is a minimum seven (7) day notification and the email vote would not result in a Foundation expenditure that exceeds five percent (5%) of the current approved budget. For any expenditure below this amount, instead of submitting to the full Board of Trustees for approval, the Chairman of the Board shall have the authority to submit the expenditure to the Executive Committee for approval.

**Section 9.** Participation of Trustees by Means of Communications Equipment. Members of the Board of Trustees, or of any committee thereof, shall be deemed present at a meeting of the Board of Trustees or committee if a fully functional conference telephone or similar communications equipment is used, by which all Trustees participating may simultaneously hear each other during the meeting.

## ARTICLE VII

### OFFICERS

**Section 1.** Officers. The Officers of the Foundation shall be elected by the Board of Trustees from among the members of the Board and shall consist of the Chairman of the Board of Trustees, the Vice Chairman of the Board of Trustees, the Secretary and the Treasurer (ISTAT Treasurer is automatically appointed to serve as the Foundation Treasurer). The office of the Secretary and Treasurer may be filled by one person, at the Chairman's discretion. The Vice Chairman of the Board of Trustees shall be the Immediate Past Chairman of the Board of Trustees or if he/she declines to serve, the Board of Trustees shall elect a Vice Chairman from the Board of Trustees (in accordance with Section 3 below) or may consider past Chairmen of the Board as qualified candidates to fill the position. All Officers must be ISTAT members in good standing.

**Section 2.** Term. Officers (other than Officers who are designated as Officers by virtue of their roles with ISTAT) shall serve a term of three (3) years.

**Section 3.** Election of Officers. The Nominating Committee shall solicit a slate of candidates interested in serving in the role of Foundation Chairman (and any other Officer position for which an election must take place) at least 90 days prior to the annual meeting and present a final slate to the Trustees at least 30 days prior to such meeting. The Board of Trustees shall vote for a single person (for each position) presented on the slate. The winner must receive a simple majority of the Trustee's votes (not a majority of a quorum or of those present) to be elected. If necessary, multiple votes may be taken until a simple majority of all currently serving Trustees is obtained. Only existing Trustees may run for the Chairman's position. If a candidate runs unsuccessfully for the Chairman's position, that candidate may also run for another Officer position. The Nominating Committee shall run the election process. Trustees must be present or participate in the Trustee election via conference call in order to be eligible to vote.

**Section 4.** Resignation. Any Officer may resign at any time by delivering notice of resignation to the Secretary, or the Chairman in the case of the resignation of the Secretary.

**Section 5.** Removal. Any Officer may be removed with or without cause at any time by an affirmative vote of two-thirds (2/3) of the entire Board of Trustees; provided that the Treasurer (if also the ISTAT Treasurer) may not be removed unless simultaneously removed as ISTAT Treasurer.

**Section 6.** Vacancies. Any vacancy occurring in any office of the Foundation by death, resignation, incapacitation, removal or otherwise shall be filled by a majority vote of the entire Board of Trustees.

## ARTICLE VIII

### DUTIES OF OFFICERS

**Section 1.** Chairman. The Chairman of the Board of Trustees shall be the executive head of the Foundation, subject to policy control by the Board of Trustees. The Chairman shall

preside at all meetings of the Board of Trustees. The Chairman shall have all general powers and duties which are generally vested in the Office of the Chief Executive, including the power to make appointments to all committees from time to time as in his or her discretion may be deemed appropriate to assist in the conduct of the affairs of the committee. He or she shall promote and foster the objectives and supervise the activities of the Foundation.

**Section 2.** Vice Chairman. The Vice Chairman of the Board of Trustees shall, in the continuing absence or during the disability of the Chairman, perform the duties of the Chairman. The Vice Chairman shall also act as Parliamentarian and be the final judge on any matter relating to “Roberts Rule of Order”. He or she shall have such other duties and responsibilities as shall be assigned to him by the Board of Trustees.

**Section 3.** Secretary. The Secretary shall have official responsibility for keeping of the official minutes and records of the Foundation, except such financial records as are the responsibility of the Treasurer, and shall have such other duties and responsibilities as may be assigned to him or her by the Board of Trustees.

**Section 4.** Treasurer. The Treasurer shall be responsible for the financial records of the Foundation. He or she shall be responsible for the receipt, custody and disbursement of the funds of the Foundation under procedures, rules and orders prescribed and made by the Board of Trustees. The Treasurer shall post such bond as may be required by the Trustees; expense incident to such bond to be borne by the Foundation.

## ARTICLE IX

### VACANCIES AND RESIGNATIONS

**Section 1.** Resignation. Any member of the Board of Trustees may resign at any time by giving written notice to the Board of Trustees or the Chairman. Any such resignation shall take effect at the time specified therein, or, if the time is not specified therein, upon its acceptance by the Board of Trustees.

**Section 2.** Vacancies. The Board of Trustees shall have full authority, consistent with the provisions of the Bylaws, to fill the remaining term of any vacancy in the ranks of the Trustees of the Foundation by presenting new Trustees for the Board’s consideration at least 30 days prior to the next Board meeting, and having such nominees confirmed by a vote of at least 2/3 of the Trustees at the next Board meeting provided a quorum is present. This process shall be monitored by the Nominating Committee.

**Section 3.** Removal. The Board of Trustees shall, notwithstanding any other provision of these Bylaws, have authority by a two-thirds (2/3) majority vote of the full Board of Trustees to remove from membership on the Board of Trustees any elected Trustee who, in the judgment of that number of members of the Board, should, because of adverse interests or cause or lack of participation, cease to be a member of the Board of Trustees. Any Trustee(s) missing three (3) meetings of the Board of Trustees either in person or by telephone during a 12 month period shall be deemed to have resigned from his/her position as a Trustee.

**Section 4.** ISTAT Officers. Notwithstanding the above, those individuals serving as the President of the Board of ISTAT, the immediate Past President of ISTAT, and the Treasurer of ISTAT shall only be removed from the Board of Trustees if and when they vacate their officer position at ISTAT; whereupon the individual who fills such ISTAT officer position shall correspondingly fill the vacancy on the Board of Trustees for his/her remaining term.

## ARTICLE X

### COMMITTEES AND OPERATION PROCEDURES

**Section 1.** Committees. The Chairman of the Board of Trustees shall appoint such committees as he or she deems necessary or as directed by the Board of Trustees. All committee chairs shall be Trustees. Such committees may consist of Committees of the Board, which shall be comprised solely of Trustees and shall have the authority to act on behalf of the Board to the extent indicated in the resolution creating such committee (eg, Executive, Governance, Trustee Nominating Committees), and Committees of the Foundation, which may contain some non-Trustees and which shall have such authority to act on behalf of the Foundation as indicated in the resolution establishing such committee (eg, Scholarships, Internship & Development, Humanitarian, Grants and Fundraising).

**Section 2.** Committee Procedures. At any meeting of any committee, the presence of a majority of its members shall constitute a quorum for the transaction of business, unless (a) such committee has only one or two members, in which case a quorum shall be one member, or (b) a greater quorum is established by the Board. The vote of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall report to the Board when required.

**Section 3.** Vacancies on Committees. If a vacancy occurs in any committee of the Board for any reason, the remaining members of the committee may continue to act if a quorum is present. A committee vacancy shall be filled by the committee chair.

**Section 4.** Executive Committee. An Executive Committee shall be comprised of the Chairman of the Foundation, Vice Chairman of the Foundation, Treasurer of the Foundation; Foundation Secretary; Current ISTAT President and the ISTAT Foundation Executive Director, who shall serve as a non-voting member of the Executive Committee. The Executive Committee shall facilitate the ongoing operations of the Foundation and have the authority to approve unbudgeted expenditures up to 5% of the approved Foundation Annual Budget for actions consistent with these Bylaws, if necessary, between meetings. The Executive Committee shall also make periodic recommendations to the Board for consideration and approval.

**Section 5.** Nominating Committee. A Nominating Committee shall exist to nominate candidates for the Board of Trustees. The Chairman of the Board of Trustees shall nominate the Chair of the Committee as well as two (2) Trustees to serve on the Nominating Committee. This committee shall maintain a Nominating Committee process document, changes to which will require Board approval.

**Section 6.** General. The Board of Trustees shall establish such procedures as it deems necessary or desirable for the handling of the business and activities of the Foundation. The Board may delegate to the Chairman or others such reasonable authority with respect to operational procedures as in the judgment of the Board is desirable or necessary. On issues before the Board of Trustees, the Chairman will vote only in instances where the Chairman's vote will change the outcome of the vote.

## ARTICLE XI

### STAFF

**Section 1.** Staff. The Foundation may retain or employ compensated executive and administrative staff members and other personnel to administer its affairs in accordance with these Bylaws and the policies established by the Board of Trustees. The Board of Trustees may delegate duties of officers to such executive staff members under the supervision of such officers.

**Section 2.** Staff Responsibilities. The administration and day-to-day operations of the Foundation shall be the responsibility of a salaried staff head or, in the case of a management firm, executive director retained by such firm (the "**Executive Director**"). This individual shall have the authority to execute contracts on behalf of the Foundation, subject to the limitation set forth in these Bylaws, according to policies and procedures approved by the Board of Trustees. He/she may carry out such other duties as specified by the Board of Trustees and may attend and participate in all meetings of the Board of Trustees and committees except otherwise provided by these Bylaws.

**Section 3.** Authority. The Executive Director shall have the standing authority to sign all checks and arrange all funds transfers, in each case in connection with a single transaction or series of related transactions, in each case as contemplated by the then approved fiscal year budget or otherwise as approved by the Board in accordance with these Bylaws, in an amount up to twenty-five thousand dollars (\$25,000).

## ARTICLE XII

### BUDGET

**Section 1.** Budget. The Foundation budget for a given year will be formulated in draft form no later than the third quarter of the preceding year for submission to ISTAT along with the Foundation Annual Grant Request. The final budget shall be presented for approval no later than the commencement of applicable fiscal year.

## ARTICLE XIII

### ACCOUNTS AND DISBURSEMENT OF FUNDS

**Section 1.** Accounts. The Foundation's funds shall be deposited in a bank account or investment accounts, in the Foundation's name, in depositories designated by the Board of



Trustees; provided they are in line with the established Foundation Investment Guidelines that have been adopted by the Board of Trustees to provide guidelines for the management of assets.

## ARTICLE XIV

### DISSOLUTION

**Section 1.** Dissolution. If the Foundation is dissolved, the Foundation's assets shall be disbursed and applied only for the purposes and objectives of the Foundation. In the event the Foundation's assets are transferred to another organization, that organization must be classified as a 501(c)(3) entity by the Internal Revenue Service.

**Section 2.** Limitations. No part of the Foundation's assets shall inure to the benefit of any Trustee or private individual; no substantial part of the Foundation's activities (including the publishing and distribution of statements) shall be concerned with propaganda or attempt to influence legislation; and no part whatsoever of the Foundation's activities shall be concerned with participation in any political campaign on behalf of (or opposition to) any candidate for public office.

## ARTICLE XV

### AMENDMENTS

**Section 1.** Amendments to these Bylaws. These Bylaws may be amended at any regular or special meeting of the Board of Trustees, called in conformity with the provisions of these Bylaws, by a favorable vote of four-fifths (4/5) of the Trustees present and voting, provided a quorum is present and provided that the official notice of the meeting shall have contained a statement of the particular amendment or amendments to be considered at the meeting. In addition to the foregoing, any amendment to Article IV or Article V of these Bylaws or this Article XV shall require the affirmative vote of two-thirds (2/3) of the ISTAT President, the Immediate Past President and the Treasurer.