

PRINCIPLES OF CONDUCT & PROFESSIONAL ETHICS

PURSUANT TO SECTION 4, PARAGRAPH (H), ICAS Bylaws

PURPOSE

The Ethics Committee of the International Council of Air Shows, Inc. (ICAS) shall assist the Chairman of the Board of Directors of ICAS in an ongoing effort to promulgate and maintain the ICAS Principles of Conduct and Professional Ethics, which, in accordance with the Bylaws of ICAS, is binding on all members of the association.

STRUCTURE AND MEETINGS

The Ethics Committee of the International Council of Air Shows, Inc. shall consist of at least five (5), but no more than nine (9) members in good standing of the Corporation. The committee shall be chaired by a member of the Board of Directors assigned by the Chairman and confirmed by the members of the board. The Ethics Committee shall have no ex-officio members.

If a military representative or other civil employee serves on the Ethics Committee, that representative shall not vote on the disposition of cases but otherwise shall participate in all matters before the committee. A member of the ICAS staff shall be designated as a staff liaison to the Ethics Committee whose primary function will be to ensure the timely flow of information, assignment of case numbers, maintenance of schedules and documents for each case and serve as the ICAS office contact for matters of ethics. All written information regarding matters of ethics received by the ICAS office will be transmitted to all members of the Ethics Committee as soon as possible.

The Ethics Committee shall meet at least twice a year, once at the Annual Meeting of the Association and once at a time and location to be determined by the Chairman of the Ethics Committee, to review complaints that have been referred to them in accordance with the Procedures and Policies for Ethics Violations, including the Guidelines found in Appendix I. All complaints will be dealt with in a timely manner by any means in which the committee members can participate simultaneously with each other, with the member filing the complaint, the person about whom the complaint has been filed, and they with each other. The Ethics Committee will limit their activities to significant and material issues of concern to the industry or its participants as found in the ICAS Principles of Conduct and Professional Ethics and WILL NOT deal with those issues which may involve pricing, the quality of goods and services, which establish a credit rating, or those matters which may be best resolved by independent arbitration or by other legal means. The Ethics Committee shall also review and make any recommendations to the board with respect to amending the Principles of Conduct and Professional Ethics.

For all meetings of the Ethics Committee, a quorum shall be a majority of the voting members of the Ethics Committee. Members of the Ethics Committee who are also members of the ICAS Board of Directors shall abstain from voting on all issues that are brought before the board for disposition.

INVESTIGATION REQUESTS

Any member or group of members may request the Ethics Committee to conduct an investigation of any circumstance where a violation of the Principles of Conduct and Professional Ethics is

alleged to have occurred in conjunction with an air show or related air show activities. The request must be submitted in writing to the President of the corporation and include reference to the specific violation that is alleged and evidence to substantiate the alleged violation. Non-ICAS member requests for an investigation of ICAS member activities must be accompanied by a \$250 filing fee. The request will be kept confidential to the extent possible; however, the investigation may include discussions with the accused party and others who can substantiate or refute the charge(s).

The President, upon receipt of such a written request, shall determine the membership status of the parties involved and immediately inform the Chairman of the Ethics Committee who will put the matter before the members of the Ethics Committee. The members of the Ethics Committee will, by majority vote, determine whether or not an investigation should be initiated, who will conduct the investigation and the manner in which it shall be conducted. Such determination shall be consistent with the Procedures and Policies for Ethics Violations, including the Guidelines found in Appendix I. If the person or entity about which the complaint is filed is not a member of ICAS, the President shall attempt to obtain their consent to be a part of the process. If the non-member does not consent within thirty (30) days, no investigation will be held.

The Ethics Committee Chairman shall also forward a copy of the request for investigation to the accused individual or organization, along with a copy of the Procedures and Policies for Ethics Violations. A copy will be forwarded to the board Chairman.

In the event the request is initiated by or is to investigate any member of the Ethics Committee, including the Chairman, the committee member initiating the investigation or being investigated shall be removed from the committee until the investigation has been completed and subsequent action, if any, has been taken. In the event the Chairman has initiated the investigation or is to be investigated by the Ethics Committee, the Chairman of ICAS shall appoint a temporary chairman from the Board of Directors who shall serve until the investigation has been completed and subsequent action, if any, has been taken.

INVESTIGATIONS/PROCEEDINGS

The Ethics Committee shall be charged with directing the investigation. All investigations and deliberations will be conducted in a fair and impartial manner. Following the investigation, the Ethics Committee shall ensure that all parties to the investigation can participate simultaneously in the review of the evidence, including the accused, the accuser and the committee members. During these proceedings, the Ethics Committee shall ensure that all information gathered during the investigation is made available to the parties involved and that each has the opportunity to speak and present evidence. If, in the opinion of the majority of the members of the Ethics Committee, there is sufficient evidence of a violation, the Chairman shall notify all parties, in writing, of the findings of the Ethics Committee and the action to be taken.

Any of the parties to the complaint or investigation may settle the matter at any time during the review process or prior to the final disposition of the matter by the Ethics Committee with the consent of the Ethics Committee.

The Ethics Committee, having considered all the available pertinent facts and having heard from the member(s) or individual(s) accused of a violation(s) of the Principles of Conduct and Professional Ethics, if that member has chosen to be present at the meeting, may take one or more of the following courses of action:

1. Dismiss the allegations, in which case the matter will be cleared from the member's record;

2. Log the complaint and notify the accused in writing that the general nature of the complaint will be available to any person initiating and inquiry to the ICAS office;
3. Choose other appropriate sanctions against a member such as probation, restrictions in using ICAS vehicles to offer services (such as the magazine or convention exhibit hall) or restrictions of the use of the ICAS logo by the member. Other sanctions, appropriate to the situation, may be imposed by the Ethics Committee;
4. Recommend that the ICAS Board of Directors suspend the membership for a period not to exceed one year. During the period of suspension, the member is prohibited from taking part in association functions, including the annual convention, or otherwise benefiting from any activities or services of the association. Furthermore, the individual will be informed that his/her activities may be under review during the period of suspension. Membership status may be reinstated at the end of the suspension period upon the recommendation of the Ethics Committee;
5. Recommend the ICAS Board of Directors permanently remove the member from the membership roster of the International Council of Air Shows, Inc. The Chairman shall also report, with the appropriate documentation, the findings of the Ethics Committee to the President.

In the event the Ethics Committee recommends suspension or expulsion (paragraphs 4 or 5), the board shall meet within thirty (30) days by any means in which board members can participate simultaneously with each other to consider the recommendation and take the action recommended by the Ethics Committee or refer the matter back to the Ethics Committee for reconsideration. Should the accused request an appeal prior to the meeting of the board to consider the recommendation of the Ethics Committee, the board shall consider the recommendations of the Ethics Committee and the appeal of the accused at the same time in accordance with the provisions in the Right to Appeal.

The findings and action of the Ethics Committee shall be delivered, in writing, to all parties within ninety (90) days of the date on which the request for investigation was received. In the event that more than ninety (90) days are needed to complete an investigation, the Ethics Committee may extend the period by up to ninety (90) days upon written notification to all parties.

Members of the Ethics Committee shall regard all documents, conversations, deliberations and discussions related to any investigation as confidential. Communications relating to any investigations shall be via the Chairman or at the direction of the Chairman.

RECORDS

All the records and proceedings of an investigation by the Ethics Committee are confidential and available only to the Ethics Committee and, in the event a recommendation to suspend or expel has been made or if an appeal is filed or legal matter arises, to the ICAS Board of Directors. Any member or non-member has the right to access any information about themselves gathered in the course of investigating an alleged ethics violation. Such records shall be maintained in the ICAS office under the supervision of the President. Requests to review records and proceedings shall be directed to the Chairman of the Ethics Committee. Upon the completion of an investigation of an alleged ethics violation, the Ethics Committee shall forward a summary of its findings and any sanctions imposed to the President and provide the board with an activity report at each meeting.

The proceedings and records will not be disclosed by ICAS until the matter is fully resolved, including appeals. If the final resolution of any matter results in a sanction imposed for an ethics violation, then a brief summary of the findings shall be available to any member who requests the information. If the final resolution of any matter results in a determination that;

1. an investigation is not warranted; or
2. after investigation the complaint is dismissed; or
3. after a specific probation period the record is expunged; then ICAS will not disclose such matter was considered unless requested to do so by the accused party. ICAS may disclose the fact that an investigation of a non-member was not conducted due to that non-member's refusal to participate in the process.

RIGHT OF APPEAL

Any member of ICAS or any individual who is subject to any of the above actions shall have a right to appeal the decision of the Ethics Committee within thirty (30) days of notification of the decision, as follows:

1. The request for appeal must be made in writing to the President of ICAS within thirty (30) days of the notification of the ruling and action by the Ethics Committee. The President shall notify each member of the board and of the Ethics Committee that an appeal has been filed.
2. An appeal will be heard by the Board of Directors by any means in which board members can participate simultaneously with each other within thirty (30) days of the request for appeal. If the board is also considering an expulsion or suspension recommendation of the Ethics Committee, the recommendation and appeal will be heard at the same time.
3. The person filing the appeal may request an extension of thirty (30) additional days to prepare an appeal by filing the request in writing within the original thirty (30) day period. Such a request will be granted.
4. Further extensions may be granted by the board if the request and reason for the requested extension are submitted in writing to the President. Under this provision, the accused will be granted an extension if he/she wants to appear before the Board of Directors personally at its next regularly-scheduled meeting. A personal appearance will be at the expense of the accused.
5. The accused member shall have the opportunity to request that the presiding officer consider whatever documentation, evidence or witnesses they believe would be beneficial in their presentation to the Board of Directors, subject to reasonable discretion of the presiding officer to conduct a timely and orderly proceeding.
6. Unless the Chairman of the Board is a party to the investigation, he or she shall preside over all appeal proceedings. In the event the Chairman of the Board is a party to the investigation, the Vice Chair or his/her designee shall be the presiding officer.
7. All appeals shall be heard by the members of the board in a closed session. Within ten (10) days of the meeting or teleconference, the board shall:

1. Uphold the action taken by the Ethics Committee; or
2. Reverse or modify the action taken by the Ethics Committee; or
3. With written notification to all parties, take up to an additional thirty (30) days to report its findings. The results of the appeal to the Board of Directors shall be final.

COMMITTEE GUIDELINES

Guidelines for the Ethics Committee activities and considerations are found in Appendix I and may be updated by the Board of Directors from time to time.

ETHICS COMMITTEE GUIDELINES APPENDIX I

A. INFORMATION AND CONFIDENTIALITY

1. If an investigation is to be held, members of the Ethics Committee, as determined by the Chairman, may contact those individuals who may possess information that would be helpful in resolving the complaint or determining what action, if any, would be appropriate. Any other conversations with any other person(s) regarding the matter are inappropriate, expressly prohibited and could cause for removal from the Ethics Committee.
2. Upon completing any investigation, the Ethics Committee shall summarize the essence of the complaint and its findings. This brief Summary of Findings shall be agreed upon by the majority of the members of the Ethics Committee and, if it is determined that the finding shall be made available to others who make inquiries to the ICAS Office, this statement is the only information that may be disseminated.
3. ICAS, members of the Ethics Committee, Officers, Directors and members of the staff shall keep the proceedings and documents related to any investigation confidential at all times. All requests for information should be directed to the Ethics Committee Chairman.
4. Records will be provided to the ICAS Board of Directors in the event of a recommendation to suspend or expel or if an appeal is filed or legal matter arises. Records requested for any legal proceedings may only be released by and through ICAS Counsel or his/her designee.
5. Individual members of the Ethics Committee will refrain from discussion current or potential cases with individuals not on the Ethics Committee. Discussions with parties not involved with matters before the Ethics Committee shall be limited to how the ethics process works, how to initiate a complaint and who to contact.
6. The Chairman and President, who are responsible for the legal integrity of the Corporation, shall be provided a copy of the Summary of Findings immediately.
7. Members of the board and staff are bound to the same rules of confidentiality as are members of the Ethics Committee.

B. PROCEEDINGS AND REQUESTS FOR INVESTIGATIONS

1. In the event that a complaint or investigation involves a family member, team member, employee, or person who may be financially involved with any member of the Ethics

Committee, that member shall not participate in any investigations or deliberations about the complaint.

2. The committee shall not deal with any issues involving pricing. The cost of goods and/or services is not an ethical issue.
3. The committee shall not arbitrate a legal dispute between two or more parties. A dispute alone is not sufficient reason for consideration by the Ethics Committee. However, if violations of the ICAS Principles of Conduct and Professional Ethics are alleged, the Ethics Committee may choose to investigate.
4. By itself, nonpayment of an invoice or contract is not an ethical issue. These are matters best dealt with through arbitration or the legal system. Failure to communicate with a party regarding unpaid bills or failure to honor a contract could be an ethical issue and considered on that basis by the committee.
5. While the code advocates the use of written contracts, a verbal contract is not an ethical violation. Refusing to commit verbal agreements to writing is a matter that could be considered by the Ethics Committee.
6. It is important that the Ethics Committee deal only with those matters that are significant and material issues of concern to the industry and its participants.
7. The committee should not consider matters just because a party “did it differently” from everyone else; neither should the committee involve itself in the quality of goods and services. For example, a bad act or cheap souvenir is not normally, by itself, sufficient reason for Ethics Committee involvement. Prudent business practices dictate that a buyer seek references and examine products or services first hand.
8. The committee shall not take any disciplinary action until the accused has been allowed to speak to the committee and, in the presence of the committee, face his/her accuser.
9. The committee shall not investigate any party who is not a member of ICAS unless the party has consented, in writing, to abide by the ICAS code and procedures for dealing with violations. If consent is not given, the Ethics Committee will note the name of the person or company against which the complaint was filed and record the name of the person or company filing the complaint. ICAS members may request this information.
10. The committee may not take action against an accused member that would be impermissible under the law such as boycotts or restraints on competition.
11. The committee shall not rate any member based on credit issues. The committee may find during its investigation that “as of (date), performer X has not received payment from show Y.”
12. No member, member of the board or member of the staff shall attempt to influence members of the Ethics Committee during the course of any investigation. Any action which might be interpreted as an attempt to influence committee proceedings or outcome shall be considered a serious breach of ethics.

13. Safety violations brought to the attention of the Ethics Committee shall first be directed to the ICAS Safety Committee or the ICAS ACE Committee, as appropriate. The Ethics Committee shall not address safety issues until the Safety Committee or ACE Committee has first reviewed and determined whether it is most properly a safety issue, an ethical issue or both.

C. TIMELINES AND NOTIFICATION

1. The ICAS Office shall notify the Ethics Committee Chairman of the receipt of a written complaint or request of investigation within ten (10) days of receipt.
2. The Ethics Committee Chairman, upon notification by the ICAS Office that a complaint or request for investigation has been received, shall have ten (10) days to convene the members of the Ethics Committee to determine if an investigation will or will not be held. The determination shall be immediately conveyed to the complainant and to the accused.

D. AUTHORITY

The members of the Ethics Committee, by majority vote, shall be the sole authority on whether or not an investigation will be held.

E. TYPICAL SEQUENCE OF EVENTS

1. Complaint is filed in writing with the President.
2. The President will immediately determine the membership status of the parties involved and forward their status along with any previous findings to the Chairman of the Ethics Committee. A copy of the information will also be forwarded to the President of ICAS. If the accused is not a member, the President will attempt to obtain his/her consent to be part of the process. If the consent cannot be obtained within thirty (30) days, the matter will not be investigated.
3. Within ten (10) days, The Ethics Committee Chairman will forward the information to committee members and schedule a meeting or conference call to determine whether or not an investigation will be initiated. If no investigation is to be conducted, the person filing the complaint and the accused will be so notified.
4. If an investigation is to be conducted, the committee members will determine the steps to be taken and determine who will be responsible for completing each phase of the investigation. Investigations can involve interviews by phone or in person, formal requests of pertinent documents or any other method of gathering the information necessary to complete a review of the available facts. Investigations will be completed within ninety (90) days of the receipt of the original complaint unless the committee determines additional time is needed and notifies all parties.
5. After the relevant facts have been obtained, a formal review will be scheduled as soon as possible in which both the person filing the complaint and the accused can participate and respond to committee questions and present related data or evidence.
6. Following the formal review, the committee shall have 10 days to inform the parties involved and the ICAS President of its decision. If the committee decision is to recommend suspension or expulsion, the matter and all related documents will be forwarded to the ICAS Board of Directors for consideration and final action.

F. SAMPLES OF SUMMARY OF FINDINGS

In September of 1994, the Ethics Committee found the Principles of Conduct and Professional Ethics were violated when the XYZ Air Show knowingly violated FAA policy by establishing a Category III showline at 380 feet instead of the required 500 feet.

In July of 1992, the Ethics Committee found the Principles of Conduct and Professional Ethics were violated when Mr. XYZ, who had been hired by the ABC Air Show, returned his courtesy car damaged and full of trash and left an unpaid bar bill at the air show host hotel.

In November of 1995, the Ethics Committee found the Principles of Conduct and Professional Ethics were violated after finding that the insurance carried by Mr. XYZ did not include coverage for himself, the show or the aircraft if flown for a performer in an air show.

As of May of 1995, the Ethics Committee found the principles of Conduct and Professional Ethics were violated after confirming that performers ABC and DEF have been unable to communicate with XYZ Air Show regarding unresolved contractual issues because all phone and fax lines have been disconnected and the post office box has been closed.

ICAS CODE OF ETHICS

All members of ICAS, upon acceptance of their membership each year, agree that they and all members of their organizations will abide by these principles:

1. Maintain the highest standards of personal conduct to bring credit to the air show industry.
2. Use only legal and ethical means in all industry activities.
3. Know and abide by the applicable laws, regulations, policies and guidelines of federal, provincial, state, and local agencies and of ICAS.
4. Maintain the very highest standards of safety and sanitation for the public and participants.
5. Protect the public against fraud and unfair practices and attempt to eliminate from the air show industry all practices which discredit the profession.
6. Provide to all persons truthful and accurate information.
7. Use and honor written contracts, clearly stating all charges, services, products and other essential information.
8. When providing products or services, maintain adequate and appropriate insurance coverage.
9. Be available to and maintain communication with those with whom you have contractual obligations, fulfilled or unfulfilled.

10. Commit to professional growth by attending education programs recommended or offered by ICAS and other professional standards.
11. Contribute knowledge to professional meetings and journals to raise professional standards.
12. Cooperate with professional colleagues, suppliers and employees to provide the highest quality of service.
13. Promote and encourage adherence to the generally-accepted standards of the community at-large and the principles of conduct of the profession.
14. Strive for excellence in all aspects of the air show industry.© 1996 International Council of Air Shows, Inc.