Bylaws

SECTION 1. NAME

The name of this Corporation is the International Council of Air Shows, Incorporated, (hereinafter referred to as the “Association").

SECTION 2. PRINCIPAL OFFICE

The Association’s principal office shall be as established by the Board of Directors.

SECTION 3. PURPOSES OF ASSOCIATION

The aims and objectives of this Association include, but are not necessarily limited to, the following:

A. To promote the professional presentation of, and performance in, air shows everywhere in the world.

B. To assist in the exchange of information between all members and other interested parties to promote safety and excellence in the air show industry.

C. To enhance the air show industry, its integrity and stability through communications, and our educational and benefit programs which are designed to meet the needs of all members; and to otherwise do any and all things to further the above goal.

SECTION 4. MEMBERSHIP

A. Membership Categories

1. Charter. A charter member shall be an individual or organization whose continuous paid-up membership predates 1 June 1970. Designation as a charter member confers no additional rights or liabilities upon such a member. Said designation is honorary only.

2. Event Organizer. An individual, group or organization which sponsors or assumes ultimate responsibility for an air show or shows.

3. Producer. An individual, partnership, corporation, association or other legal entity which produces air shows of any size or format under their own name or on behalf of a sponsoring organization.

4. Performer. An individual or group of individuals engaged professionally as performing talent in air show(s). This shall include the commanding officer of an official military demonstration team.

5. Support Service. An individual, group or organization -- providing air show support services -- which is genuinely interested in the purposes of the Association.

6. Honorary. Upon a vote of two-thirds (2/3) of the Board of Directors, subject to ratification by a simple majority vote of the membership attending any general or special membership meeting, honorary membership may be conferred on an outstanding and distinguished individual. All honorary members shall be entitled to all the privileges of membership except voting rights. Honorary membership shall be good for the life of the member so designated. An honorary member may also be a voting member, by qualifying in one of the voting-member categories as set forth in the Bylaws and paying the appropriate dues.

7. Sustaining. An individual, partnership, corporation or other legal entity which provides financial support and/or significant guidance and assistance to the Association.

8. Other. Such other membership categories as deemed appropriate by the Board of Directors from time to time.

Individuals who have shown a professional interest in the performance or production of air shows, but who themselves are not engaged in the performance or production of air shows, may be admitted to membership pursuant to such rules as may be adopted by the Board of Directors.

B. Voting Rights of Membership

1. Each membership in good standing is entitled to one vote. Memberships comprising more than one individual (e.g., a corporate membership) shall designate one voting member to cast its vote. This individual is referred to as the designated voting representative. Pursuant to such procedures as may be adopted by the Board of Directors, only the designated voting representative shall be entitled to vote. Unless otherwise specified by the Board of Directors, and pursuant to such procedures as adopted by the Board of Directors and allowed by applicable law and these Bylaws, membership votes may be cast orally, visually or by electronic transmission. All elections shall be conducted by secret ballot.

2. For purposes of these Bylaws, “electronic” means relating to technology: having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities; and, “electronic transmission” means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. For purposes of voting, an electronic transmission may be used if the electronic transmission contains or is accompanied by information from which the Association can determine the date on which the electronic transmission was signed by the member, and that the electronic transmission was authorized by the voting member.

C. Proxies

Voting by proxy shall not be allowed. The only persons authorized to vote on any matter before the membership shall be the member (in the case of an individual member) or, in the case of a corporate member, the person designated by the corporation as the person authorized to vote on its behalf pursuant to Section 4, Paragraph B (1) above.

D. Qualification for Membership/Determination

1. Membership in the Association shall be open to any person engaged in the performance or presentation of air shows and any person who has demonstrated a professional interest in the performance or presentation of air shows. Prospective members may apply for membership by completing such application as approved by the Board of Directors from time to time and paying the applicable membership dues.

2. As a condition of membership in the Association, all applicants and members shall agree to abide by these Bylaws. All applicants and members must further agree to comply with the International Council of Air Shows’ Principles of Conduct and Professional Ethics and the Safety Creed, and agree not to sue the Association or any member of the Association for any action or statement taken in connection with the enforcement of compliance with the Bylaws, Principles of Conduct and Professional Ethics or ICAS Safety Creed absent proof of actual malice. By applying for membership, all applicants shall be deemed to have agreed to this provision.

3. Applications which meet the foregoing criteria as determined by the President of the Association shall be deemed approved. The foregoing notwithstanding, applications shall not be approved should the Board of Directors determine that there is a reasonable basis for believing that the applicant will not meet the standards of the International Council of Air Shows’ Principles of Conduct and Professional Ethics or ICAS Safety Creed. The procedure and criteria for the Board of Directors' review of applications shall be pursuant to such procedures as the Board of Directors may adopt. Any decision of the Board of Directors in such a matter shall be final.

4. The Board of Directors shall have the authority to adopt such other criteria for membership as the Board of Directors shall deem appropriate and which are not otherwise inconsistent with these Bylaws and applicable law.

E. Notice

The address and email address maintained by the Association for each member shall be the address to which all notices will be sent. The designated voting representative of a member organization may change the member’s designated address in the Association’s membership records database pursuant to such procedures as may be developed by the Association.

F. Authority of Members

No member or group of members shall take any action on behalf of the Association, or in the name of the Association, except as duly authorized in a manner in conformity with and pursuant to applicable law and these Bylaws. Any action taken contrary to the provisions hereof shall be deemed to be void, ultra vires and not binding on the Association, and shall not be construed to be the official action or acts of this Association unless and until adopted by the Board of Directors.

G. Suspension or Termination of Membership

Pursuant to policies and procedures as may be adopted by the Board of Directors from time to time, members of the Association may be subject to disciplinary action, including, but not limited to, suspension or termination of membership privileges. Conduct warranting disciplinary action shall include, but not necessarily be limited to, violating the Association's Principles of Conduct and Professional Ethics, violating the ICAS Safety Creed, engaging in conduct which is illegal or contrary to the Bylaws and policies of the Association, or otherwise endangering the welfare of the Association or the public.

H. Principles of Conduct and Professional Ethics

1. Member Responsibilities. Pursuant to Section 6 of these Bylaws, each member, as a condition of membership, agrees that they, and/or all individuals in the organization they represent, will read and abide by the Principles of Conduct and Professional Ethics. Violations of the Principles of Conduct and Professional Ethics shall be handled in accordance with the Procedures and Policies for Ethics Violations which may be approved or amended by the Board of Directors from time to time. The Association is, however, in no way responsible for ensuring that members adhere to the Principles of Conduct and Professional Ethics.

2. Ethics Committee. An Ethics Committee shall be established to assist the Board of Directors in promulgating and maintaining the Principles of Conduct and Professional Ethics. The committee shall consist of at least five (5) but no more than nine (9) designated voting members in good standing of the Association. There shall be no ex-officio members of the Ethics Committee. The committee shall be chaired by a member of the Board of Directors, and shall operate in accordance with the Procedures and Policies for Ethics Violations directed by Section 4, Paragraph H (1) of these Bylaws.

SECTION 5. DUES AND ASSESSMENTS

A. Dues

All dues for each fiscal year of the Association, as well as policies regarding pro-ration of dues, shall be established by the Board of Directors from time to time.

B. Special Assessment

The Board of Directors may recommend a special assessment to the membership from time to time if, in the opinion of the Board of Directors, a special assessment is deemed necessary and prudent. Detailed notice of the recommendation shall be given to the membership at least thirty (30) days prior to a membership meeting. Special assessments must be approved by a simple majority vote of the membership present. The Board may adopt rules to allow for the voting on special assessments by electronic transmission.

C. Payment

All dues and assessments are payable immediately upon notification of the due date. The Board of Directors shall adopt policies and procedures with respect to the non-payment of dues.

SECTION 6. MEMBER CONSENT AND WAIVER OF CLAIMS

A. Every person becoming a member in this Association shall be deemed to consent to these Bylaws and to have agreed to abide by the Bylaws, the Principles of Conduct and Professional Ethics, and the ICAS Safety Creed.

B. Each member further agrees not to sue the Association or any employee or member of the Association for any act arising out of the enforcement of these Bylaws, the Principles of Conduct and Professional Ethics, or the ICAS Safety Creed.

C. Each member agrees to the arbitration of any and all legal causes of action between themselves and the Association (and any officer, director or employee of the Association in connection with the performance of their duties regarding the Association) as provided in Section 20 below. This obligation to arbitrate is in no way intended to limit the operation of Section 6, Paragraph B.

SECTION 7. MEMBERSHIP MEETINGS

A. Annual Meetings

1. There shall be an Annual Convention of the Association held during the month of December of each year or at such other time selected by the Board of Directors. The Annual Convention shall be at a place designated by the Board of Directors and shall be for the purpose of electing officers, receiving reports, and transacting other business. For purposes of these Bylaws, the term "Annual Meeting" shall mean the business meeting typically held on the last day of the Annual Convention.

2. The Annual Convention shall be open to all members who are current in their dues and assessments. The Board of Directors shall adopt policies and procedures for the delivery to the membership of official notice of the Annual Convention and the place, day and hour of the Annual Meeting.

B. Quorum

The members of this Association present at any regular or special meeting held with due notice shall constitute a quorum.

C. Rules of Order

Procedural decisions shall be made by the Chairman of the Board of Directors. If a majority of the members of the Board of Directors objects to a procedural decision made by the Chairman, a committee comprised of the current Chairman of the Board of Directors and the last two Chairmen of the Board of Directors shall be convened. If either of the past two Chairmen is unavailable, the Board of Directors shall appoint a third member. A majority decision of the members of such committee on the procedural issue shall be final and binding.

D. Special Membership Meetings

Special membership meetings of the Association may be called at any time by the Chairman or by the written (including electronic) request of a majority of the Board of Directors. At least ten (10) days but not more than fifty (50) days' notice of any special meeting must be given to the members of the Association, and the notice must state the purpose of the meeting. The Board of Directors shall have the authority to adopt such policies and procedures as it deems necessary with respect to the calling and holding of special membership meetings, provided such policies and procedures are not otherwise inconsistent with these Bylaws and applicable law.

E. Actions Taken Without a Meeting

The Board of Directors may adopt procedures to provide for a membership vote on particular matters by use of electronic means and in lieu of a meeting. Pursuant to such procedures, whenever the Board of Directors determines it is necessary to take a membership vote on any matter between meetings of the members, the Board of Directors may cause to be sent to each member at the address of record, by first-class mail, e-mail, facsimile, or other electronic transmission, or otherwise provide electronic access to, copies of the questions to be voted upon and a ballot. If at least ten (10) percent of the members vote by returning the ballot by mail, e-mail, facsimile or other electronic transmission, the proposition shall be decided by the majority of the members voting and shall be effective upon certification by the Secretary of the Board of Directors of the votes cast. For purposes of the vote by mail or electronic means, the polls shall remain open from the date of mailing or providing electronic access and for thirty (30) days thereafter, unless the Board of Directors determines that a different time period is warranted.

SECTION 8. BOARD OF DIRECTORS

A. Membership of the Board of Directors

1. The Board of Directors shall be comprised of nine (9) regular members satisfying the following criteria:
- At least one (1) director must be a resident of the United States;
- At least one (1) director must be a resident of Canada;
- At least two (2) directors must be event organizers;
- At least two (2) directors must be performers; and
- At least two (2) directors must be support service providers.

Each regular member shall be entitled to vote. All regular members of the Board of Directors must be designated voting members of their own member organization and that organization must be a member in good standing of the Association. As set forth in Section 11, Paragraph B, the President of the Association shall be an *ex-officio (*non-voting) member of the Board of Directors.

2. Through a process developed and adopted by the Regional Council from time to time, a Regional Director will be designated by the Regional Council to serve as an *ex officio* member of the Association's Board of Directors. This director shall be the duly elected Chairperson of the Regional Council, and be approved by the Board of Directors. The Regional Director must be a voting member of the Association and may not hold office in the Association. As an *ex officio* member of the ICAS Board of Directors, the Regional Director's term on the ICAS Board shall not be a consideration when determining term limitations if the Regional Director is subsequently elected as an at-large member of the Board of Directors.

3. Using the procedure identified in Section 8, Paragraph A (4), the Chairman of the Board of Directors will only cast a vote for the purpose of breaking a tie vote on motions, elections and other decisions that come before the Board.

4. In the event of any tie vote among the regular members of the Board of Directors, the Chairman of the Board of Directors shall direct further debate and a re-vote. If a tie remains after the re-vote, the Chairman of the Board of Directors shall call for a third vote in which the Chairman of the Board of Directors shall vote in order to break the tie.

5. In addition to the voting members of the Board of Directors, up to six (6) non-voting, *ex-officio* members may serve on the Board of Directors. The six shall be (1) the Regional Director as detailed in Section 8, Paragraph A2; (2) a military advisor from the United States Air Force; (3) a military advisor from the United States Navy; (4) a military advisor from the Royal Canadian Air Force; (5) the Chairman of the International Council of Air Shows Foundation, and (6) the immediate past Chairman of the Board of Directors, who may serve as an *ex-officio* member until the completion of the term of the current Chairman of the Board of Directors. The military advisors shall be appointed by the Board of Directors and shall serve with the concurrence of their respective organizations. *Ex-officio* representatives to the Board of Directors are not entitled to a vote on the Board of Directors, but shall be entitled to vote as a member at membership meetings.

B. Duties

The Board of Directors shall establish policy, supervise, control, and direct the affairs of the Association. The Board of Directors shall implement policies and decisions adopted by the membership, shall actively pursue the Association's objectives, and shall control the disbursement of funds. It may adopt such rules for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint committees or agents to perform specific tasks. As provided in Section 8, Paragraph E below, to the extent allowed by law, the Board of Directors may establish committees of the Board of Directors and vest in such committees such authority as the Board of Directors deems warranted and not otherwise inconsistent with these Bylaws.

C. Meetings

1. The Board of Directors shall have a regular meeting at the time and place of the Annual Convention, and shall report to the membership on its activities. In addition to the meeting at the Annual Convention, the Board of Directors shall meet at such other regularly scheduled times as may be set by the Chairman and approved by the Board of Directors.

2. Special meetings of the Board of Directors may be called by the Chairman, the Vice Chairman, or the Secretary, or at the request of a majority of the Board of Directors. Notice of such special meetings of the Board of Directors shall be given pursuant to such policies and procedures as may be adopted by the Board of Directors.

3. Except as otherwise directed by the Board of Directors, meetings may be conducted by or through the use of any means of communication, if all participating directors may simultaneously hear each other during the meeting (such as a conference call), or communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors (such as by facsimile or e-mail). Meetings conducted by either method shall include notifying each participating director that an official meeting is taking place, and verifying the identity of the persons participating by their acknowledgment by voice or written transmission of their name and presence before the vote.

D. Quorum

A quorum for meetings of the Board of Directors and all committees shall be a majority of the voting members.

E. Committees

Committees may be established from time to time by the Board of Directors. Each committee shall have a chairman, appointed by the Chairman of the Board of Directors, who shall be responsible to the Board of Directors for directing and coordinating the affairs of the committee. Members of these committees shall be selected by the committee chairman, subject to the approval of the Board of Directors. Committee members will be appointed annually. A vacancy that occurs on any committee by reason of resignation, death, or otherwise may be filled by an individual selected by the remaining members of the committee for the unexpired term, subject to the approval of the Board of Directors.

F. Executive Committee

1. Between meetings of the Board of Directors, an Executive Committee, consisting of the Chairman, Vice Chairman, Secretary, and Treasurer (or Secretary/Treasurer), shall carry out the duties of the Board of Directors, with its authority for the management of the business of the Association.

(a) At the discretion of the Chairman, the Executive Committee may include up to two (2) *ex officio* (non-voting) members selected from among the other members of the ICAS Board of Directors serving at that time.

(b) As set forth in Section 11, Paragraph B, the President of the Association shall be an *ex-officio* (non-voting) member of the Executive Committee.

(c) The Executive Committee shall meet regularly and be responsible for the interpretation of policies and expenditures within the Board of Directors' approved budget for the Association, but shall not exceed the limits set by Board of Directors' policy from time to time.

(d) Except pursuant to policies otherwise adopted by the Board of Directors and otherwise allowed by law, all actions of the Executive Committee shall be reviewed and approved, modified or rescinded by the Board of Directors at its next regular meeting. The Board of Directors shall have the authority to adopt such other policies and procedures as it deems necessary relating to the operation of the Executive Committee.

2. The Chairman shall have the authority to appoint the at-large Executive Committee members. The at-large Executive Committee members shall serve for a one-year term (which may be renewed by the Chairman at the end of each term for an additional one-year term).

3. The Board of Directors may vote to remove any at-large member from the Executive Committee at any time by majority vote. The at-large member who is the subject of the vote shall not be precluded from voting on the matter. If an at-large member is removed from the Executive Committee, the Chairman shall appoint his/her replacement. The Board of Directors shall have the authority to adopt policies and procedures for the removal of an at-large member of the Executive Committee.

G. Minutes

Minutes of the meetings of the Board of Directors and committees of the Board of Directors shall be kept on file at the office of the Association and may be inspected by any voting member of the Association. The approved minutes of the meetings of the Board of Directors shall be published following each meeting on the Association's website. The published

minutes shall not include matters regarding personnel issues, legal matters, or matters which the Board of Directors determines, in its discretion, shall not be publicly available.

H. Removal of a Director

A Director may be removed from the Board of Directors with a two-thirds majority vote of the Board of Directors. Prior notice of a vote to remove a Director must be sent to all Directors not less than 48 hours prior to a vote to remove is conducted. A motion to remove a Director may be made by any voting member of the Board for violation of the ICAS bylaws, violation of written ICAS policy or if the Board votes that a Director has behaved in a manner that is detrimental to the good name or effectiveness of the Board of Directors or ICAS as an organization. A vote to remove a Director by the Board of Directors will be considered a final decision.

SECTION 9. ELECTIONS/TERMS OF OFFICE

A. Elections

All voting members in good standing shall be eligible to be elected to the Board of Directors. Three (3) directors shall be elected annually unless vacancies are to be filled. The Nominating Committee shall determine the number and designation, if any, of the terms expiring, and whether a Canadian and/or a United States resident must be elected to comply with the requirements of Section 8, Paragraph A (1) of the Bylaws.

B. Nominations

1. A Nominating Committee shall be established annually. It shall have no less than five (5) members and no more than seven (7) members. The purpose of the Nominating Committee shall be to seek, evaluate and recommend a slate of qualified director candidates to the voting membership for the annual election of directors. It shall be chaired by a member of the Board of Directors not eligible for re-election appointed by the Chairman of the Board of Directors, and shall include two former directors of the Association, at least one of whom shall have served as an officer of the Association, and at least two at-large members who are not currently on the Board of Directors. The Chairman of the Board of Directors and the Chairman of the Nominating Committee shall propose to the Board of Directors the individuals to serve on the Nominating Committee, and such members shall be deemed to be approved by the Board of Directors absent the rejection of one or more members by a sixty (60) percent vote of the Board of Directors within seven (7) calendar days of notification by the Board Chair and/or Nominating Chair to the Board of Directors of who the Nominating Committee members will be. If the Board of Directors rejects a nominee for membership on the Nominating Committee, the Board of Directors shall appoint a replacement by majority vote.

2. A prospective candidate must be the designated voting representative for an organization that is a member in good standing of the Association. Prospective candidates must also commit to being in attendance at the Annual Convention and the Annual Meeting.

3. (a) No less than one-hundred (100) days prior to the Annual Meeting the Nominating Committee shall present to the Board of Directors its list of proposed nominees, and such members shall be deemed to be approved by the Board of Directors absent the rejection of one or more members by a sixty (60) percent vote of the Board of Directors within seven (7) calendar days of notification by the Nominating Committee to the Board of Directors of who the Nominating Committee's list of proposed nominees will be. If the Board of Directors rejects a nominee, the Board of Directors shall appoint a replacement by majority vote. No less than ninety (90) days prior to the Annual Meeting, the Association shall publish on its website the Nominating Committee's proposed slate of candidates.

(b) Any designated voting representative for an organization that is a member in good standing of the Association (hereinafter referred to as the "petition candidate") may seek to have his/her name added to the ballot, by presenting to the President of the Association the signatures of twenty (20) members petitioning that the petition candidate's name be included on the ballot. The Board of Directors shall adopt procedures to allow such petitions to be prepared and submitted by electronic transmission. The petition candidate must submit the twenty (20) signatures at least fifty (50) days prior to the Annual Meeting. Any dispute as to whether an individual's name shall be included on the ballot shall be exclusively resolved by a committee comprised of the immediate past Chairman of the Board of Directors, the current Chairman of the Board of Directors and the Chairman of the Nominating Committee (the "Review Committee"). Upon verification by the President that petition candidates are in good standing, have provided the requisite number of signatures, and have

been approved for inclusion on the ballot by the Review Committee in the event of a dispute, the President shall publish on the Association's website the names of the additional petition candidates no less than forty (40) days before the Annual Meeting.

(c) The Board of Directors shall have the authority to waive or modify the timelines set forth in this Section as to any particular election to the extent it deems necessary to ensure that the election process is fair to the membership as a whole.

4. The Board of Directors shall adopt policies and procedures to ensure that information about any candidate whose name appears on the ballot is reasonably available to the entire membership and that all candidates have a fair opportunity to present to the membership their qualifications for office.

5. (a) The Nominating Committee shall prepare a ballot containing the names of all qualified candidates and distribute it by mail or by electronic means to all voting members and/or the voting members present at the Annual Meeting or at a Board of Directors approved voting location during the Annual Convention. The Nominating Committee shall indicate its recommendations on the ballot, provided the names of all qualified candidates appear and are printed in the same type-face and type-size.

(b) The Board of Directors shall adopt such procedures and guidelines as it deems appropriate relating to actual casting of ballots, including, but not limited to, allowing voting by electronic transmission or requiring that written ballots be voted on at the Annual Meeting. The procedures to be used for any election shall be published on the Association's website no less than forty (40) days before the Annual Meeting.

(c) The Board of Directors shall adopt such procedures and guidelines as it deems appropriate to ensure that only the authorized individual of any corporate membership is the person actually casting the ballot.

C. Procedure for Determining Election

The ballot shall designate candidates for the Board of Directors as being within one or more of the following categories: event organizer, performer, service provider or other. The top two vote getters in each category (except "other") shall be elected to the Board of Directors. The remaining candidates shall then be ranked from the highest vote getter to the lowest (the "at-large list") and the top three candidates on such list shall be deemed elected to the Board of Directors. The foregoing notwithstanding, if none of the elected candidates is from Canada, then the Canadian candidate (if any) with the highest vote total shall be deemed elected to the Board of Directors in lieu of the candidate on the at-large list with the third highest vote total. Similarly, if none of the elected candidates is from the United States, then the American candidate (if any) with the highest vote total shall be deemed elected to the Board of Directors in lieu of the candidate on the at-large list with the third highest vote total. The Board of Directors shall have the authority to modify these procedures to carry out the intent of this Section should vacancies on the Board of Directors create more openings than otherwise would be filled in a standard election.

D. Terms of Office

Each director shall be elected to a three (3) year term, unless filling a vacancy or during a transitional period. The Board of Directors shall adopt a policy providing for shorter terms covering any transitional period. No director may serve more than two (2) consecutive terms on the Board of Directors except when, at the time of the election, the director serving as Chairman is in his/her last year of a second three-year term, has only served one year as Chairman, and is willing to serve a second year as Chairman if re-elected to the Board of Directors. In that event, the Chairman may be re-elected to the Board of Directors for a one-year term to complete his/her two-year term as Chairman.

E. Vacant Office/Unexpired Term

In the event any director or officer is unwilling, unable or ineligible to serve or complete his/her term of office, leaving an unexpired term of office, the Board of Directors may, by a Board of Directors' resolution, appoint a successor to serve until the next Annual Meeting or the expiration of the original term of office, whichever shall come first. If any portion of the term of said office remains at the time of the Annual Meeting, a general election shall be held for the purpose of filling the remaining unexpired portion of said term of office only. The position shall be filled by the individual having the greatest number of votes after all three (3) year Board of Directors positions have been filled. For purposes of determining

the number of terms a person may serve as a director or officer, a partial term to fill a vacancy -- by appointment or election of less than 19 months as a director, or less than 7 months as an officer -- shall not be counted as a term held.

SECTION 10. OFFICERS

A. Officers

The officers of the Association shall be Chairman of the Board of Directors, Vice Chairman of the Board of Directors, Secretary of the Board of Directors, and Treasurer of the Board of Directors (or Secretary/Treasurer of the Board of Directors), and President of the Association. In addition, the Board of Directors may appoint an Assistant Secretary and/or Assistant Treasurer.

B. Elected Officers

The elected officers of the Association shall be a Chairman of the Board of Directors, a Vice Chairman, a Secretary, and a Treasurer. Alternately, the Board may elect to combine the positions of Secretary and Treasurer into one position, a Secretary/Treasurer with the duties of both the Secretary and Treasurer. All offices must be occupied by members elected to the Board of Directors by the membership and shall serve until their successors have been duly elected and assume office. Such offices shall be determined in an election to be held by the newly constituted Board of Directors at the Annual Meeting of the Association.

C. Qualifications for Elected Office

Any director elected at the Annual Meeting who is a designated voting member in good standing shall be eligible for election by the Board of Directors to an elective office of the Association, except candidates for the positions of Chairman or Vice Chairman, who shall have served at least one (1) year as a member of the Board of Directors at any time prior to the elective term of office.

D. Terms of Office

Each elected officer shall take office immediately and shall serve for a term of one (1) year or until a successor is duly elected. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee. No individual may serve more than four (4) consecutive terms in the same elected office except for the offices of Secretary and Treasurer (or Secretary/Treasurer).

E. Vacancies/Removal

Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors. The Board of Directors, by two-thirds (2/3) vote of all its members, may remove any officer from office for cause.

F. Duties of Elected Officers

1. Chairman of the Board of Directors -- The Chairman of the Board of Directors shall be the chief elected officer of the Association and serve as Chairman of both the Board of Directors and the Executive Committee. The Chairman shall also serve as an ex-officio member of all committees, except the Nominating Committee and Ethics Committee, and shall make all required appointments of standing and special committee chairmen. The Chairman shall communicate to the members such matters and make suggestions as may tend to promote the welfare and increase the usefulness of the Association. The Chairman shall perform such other duties as are necessarily incidental to the office of the Chairman of the Board of Directors or as may be prescribed by the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors, the Executive Committee, and at the Annual Meeting of the Association.

2. Vice Chairman of the Board of Directors -- The Vice Chairman of the Board of Directors shall be responsible for such duties as are assigned by the Chairman of the Board of Directors and shall perform all duties of the Chairman of the Board of Directors during the absence of the Chairman.

3. Treasurer -- The Treasurer of the Board of Directors shall oversee: the funds and records of the Association; the collections of members' dues and/or assessments; the establishment of proper accounting procedures for the handling of the funds of the Association; and, further, shall see that a report on the financial condition of the Association is made at all

meetings of the Board of Directors, the Annual Meeting and at all other times as called upon by the Chairman of the Board of Directors.

4. The Secretary shall oversee the proper recording of proceedings of meetings of the Association and the Board of Directors, and shall ensure that accurate records of all members are kept.

5. Contracts signed by officers -- Any officer of the Association may enter into contracts on behalf of the Association, provided such contracts are in accordance with the policies established by the Board of Directors from time to time, and such contracts have the majority approval of the Executive Committee or the Board of Directors, or are contracts necessary for the prudent management of the business affairs of the Association and are in accordance with an approved budget.

SECTION 11. STAFF

A. Appointment

The Board of Directors shall employ a salaried chief staff officer, who shall have the title of President, and whose term and conditions of initial employment shall be specified by the Board of Directors. The Executive Committee shall recommend, subject to the approval of the Board of Directors, the ongoing compensation and other financial arrangements of the President. The President may not be a member of the Association.

B. Authority and Responsibility

The President, as chief staff officer, shall manage and direct all activities of the Association subject to the policies of the Board of Directors and through the office of the Chairman of the Board of Directors. The President shall employ, and may terminate the employment of, members of the staff necessary to carry on the work of the Association and fix their compensation within the Board of Directors' approved budget and policies. The President shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Association. The President shall serve without vote as an *ex-officio* member of the Executive Committee and the Board of Directors. The President, or his/her designee, shall also serve as an ex-officio member of all committees except the Nominating Committee and Ethics Committee.

SECTION 12. REGIONS

A. Twenty-five (25) or more members of the Association in a geographic area may request in writing to organize a Region of the Association as an affiliated organization. Upon the express approval of the Board of Directors, and subject to such guidelines and provisions as may be established from time to time by the Board of Directors for such approval, the Regions may be organized.

B. The approval of the Board of Directors of each Region's affiliation with the Association shall be granted for one year, and renewal is required annually. The renewal procedure shall be in a manner prescribed by the Board of Directors and shall require each Region to submit a report to the Board of Directors to include at least the financial status of the Region, a list of members, and a list of activities conducted by the Region.

C. All Regions must incorporate the mission and purpose of the Association, and may not adopt goals or provisions inconsistent with the well-being of the Association as determined by the Board of Directors.

D. The Board of Directors may revoke any Region affiliation for legal cause, for not following the guidelines and provisions established by the Board of Directors, or for engaging in activities detrimental to the Association or the mission and purpose of the Association.

E. No Region shall have authority to speak for, or on behalf of, the Association, or to bind or obligate the Association in any way.

F. The Board of Directors may decide from time to time to have the Association provide benefits and services to the Regions to assist them in carrying out their purposes.

G. Existing approved Affiliated Chapters shall automatically become Regions under this Section.

H. The ICAS Regional Council is hereby established. The purpose of the Council is to address matters of regional importance. The Regional Council shall be comprised of one (1) representative from each recognized and approved Region under this Section. Each Region shall determine the manner of selection of the representative. The Council shall elect a Chairperson from the representatives to the Council and that Chairperson shall become the Regional Director on the ICAS Board of Directors in accordance with Section 8, Paragraph A (2) of these Bylaws.

SECTION 13. LIABILITIES AND INDEMNIFICATION

A. General Non-liability

Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, agent or employee shall be liable for the acts or failure to act of any other member, officer, agent or employee of the Association, or for the obligations of the Association itself.

B. Protection of Volunteers, Directors and Officers

A volunteer, director and/or officer shall not be personally liable to the Association, its members or creditors, or to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, or a breach of or failure to perform any duty resulting solely from his/her status as a director, officer or employee, except as otherwise provided by statute.

C. Indemnification

1. The Association shall indemnify any covered person who is or was a party, or is threatened to be made a party, to any covered proceeding to the extent permitted by law and within the provisions of this Article, or as may be required by law if greater than permitted under these Bylaws.

2. Persons covered by this indemnification provision are directors, officers, employees or agents of the Association, or persons who are or were serving at the request of the Association as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another Association, partnership, joint venture, trust, employee benefit plan or other enterprise, if:

(a) the person's act or failure to act was in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association or its members,

(b) with respect to any criminal action or proceeding, the person had reasonable cause to believe his/her conduct was lawful or had no reasonable cause to believe the conduct was unlawful,

(c) the transaction was not one from which the person derived an improper personal profit,

(d) in a matter in which the person had a material conflict of interest, the person did not engage in a willful failure to deal fairly with the Association or its members, and

(e) the person did not engage in willful misconduct.

3. The proceedings covered by this Section are any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, if the proceeding involves the person due to the person's relationship with the Association.

4. The coverage under this Section includes indemnification against liability, expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit or proceedings. In the event insurance coverage is available to protect the person, this indemnification shall only be for amounts in excess of the amounts covered by such insurance.

5. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere, shall not, of itself, create a presumption that the person is not covered. Such facts may be considered, however, in making that determination.

6. No indemnification shall be made if the person was adjudged to be liable for criminal and/or willful misconduct in the performance of an important and material duty to the Association, unless the court determining such liability determines that, despite the adjudication of liability, under the circumstances the person is fairly and reasonably entitled to indemnity for such expenses which the court shall determine proper.

7. Expenses incurred may be paid by the Association in advance of the final disposition of the proceeding, when approved as required by law and upon receipt of an undertaking by or on behalf of the person to repay such amount, unless it is ultimately determined that the person is entitled to be indemnified by the Association.

8. Except as provided in Section 13, Paragraph C (6) above, the right of a person to indemnification shall be determined by the Board of Directors under a procedure it shall adopt for the particular determination. The Board of Directors may adopt any of the methods which are provided by statute for use by an officer or director.

SECTION 14. FUNDS

A. Finances

The Association shall be operated as a non-profit organization, and shall use its funds only for objects and purposes specified in the Articles of Incorporation and in these Bylaws.

B. Bonding

Persons entrusted with the handling of Association funds may be required at the direction of the Board of Directors to furnish (at corporate expense) a suitable fidelity bond.

SECTION 15. INSIGNIA

A. Intangible Property Rights

The Board of Directors may adopt such insignia, copyrights, trade names, trademarks, service marks, colors, badges and flags (collectively referred to in these Bylaws as "marks") for the Association as it deems desirable.

B. Board of Directors' Authority

The use of the Association's name and all marks shall be under the exclusive control of the Board of Directors. The Board may permit members and others to use the name and marks, on such terms and conditions as the Board of Directors deems appropriate. Any authorization by the Board of Directors to any other person or member to use the Association's name or marks may be revoked at any time.

C. Member Acknowledgment

Each member recognizes that the use of the Association's name and marks constitutes a valuable property right, and agrees to refrain from any use that is not authorized by the Board of Directors by its policies or specific approval, and further agrees not to attempt to use or knowingly permit the use of the name and marks by any person or entity whose use is not authorized by the Board of Directors. Any unauthorized use shall be brought to the attention of the Board of Directors promptly. Each member agrees to cease use of any materials, signs, or equipment bearing the Association's name or marks at any time when the member is no longer eligible to use them.

D. Liability of Association

The Association is not liable for any use or misuse of the insignia by members or non-members.

SECTION 16. DISSOLUTION

The Association may be dissolved by the vote of a two-thirds (2/3) majority of its voting members present in person. In the event that this Association should be dissolved or should cease to operate, all of the assets of this Association, after payment or provision for payment of all debts and liabilities, shall be distributed pursuant to direction of the Board of Directors to a non-profit organization organized as such under the laws of appropriate jurisdiction and qualified under the Federal Internal Revenue Code as either a Section 501 (c)(3) or a 501 (c)(6) organization or a duly authorized tax-exempt organization in a foreign jurisdiction.

SECTION 17. AMENDMENTS

A. These Bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote of the voting membership in attendance at any duly organized meeting of the Association or by such other processes and procedures (including electronic transmission) as the Board of Directors may adopt from time to time. Amendments may be proposed by the Chairman of the Board of Directors, or by a majority vote of the Board of Directors. In addition, members may propose an amendment pursuant to subsection (B) below.

B. Members may propose a Bylaw amendment(s) by informing the Secretary in writing (including electronic transmission) of their proposed amendment at least sixty (60) days prior to the meeting at which the vote is desired. Each amendment request must contain the supporting signatures of a minimum of twenty (20) voting members of the Association. The Board of Directors shall have the authority to adopt procedures allowing the supporting signatures to be delivered by electronic means.

C. The Board of Directors shall indicate its position on any amendment proposed to the membership.

D. Procedures for voting on proposed amendments shall be adopted by the Board of Directors and may include voting by electronic transmission.

E. The foregoing notwithstanding, the Board of Directors may adopt amendments to these Bylaws by a two-thirds (2/3) affirmative vote of the Board of Directors. In the event the Board of Directors adopts an amendment through such means, the Board of Directors shall immediately notify the membership of such amendment by electronic transmission

SECTION 18. RETROACTIVE RATIFICATION OF BOARD OF DIRECTORS' ACTIONS

Adoption of these Bylaws by the membership of the Association shall automatically and expressly ratify all prior actions taken on behalf of the Association by vote of the Board of Directors at any prior Board of Directors meeting.

SECTION 19. NON-DISCRIMINATION

The Association accepts individuals of any race, sex, or national and ethnic origin for all the rights, privileges, obligations and activities generally accorded or made available to individuals in the various programs, and shall not discriminate in the administration of its policies.

SECTION 20. DISPUTE RESOLUTION

All disputes between and among the Association, its members, directors and officers relating to the management of the Association and the application of these Bylaws shall be resolved exclusively by arbitration in Washington, DC, according to the rules of the American Arbitration Association then in effect. The arbitrator may award attorney's fees and costs to the prevailing party in such arbitration.

CERTIFICATION

The undersigned hereby certifies that the above Bylaws are a true and complete copy of the current Bylaws of the International Council of Air Shows, Incorporated, as of this date.

Date: November 17, 2025
Corporate Secretary: Vicky Benzing