

**Pacific Northwest Aerospace Alliance**  
**Bylaws**  
**Adopted - October 13, 2016**

**Article I - Members**

**Section 1: Constitution of Membership.**

The Corporation, Pacific Northwest Aerospace Alliance, a IRS 501(c)(6) trade association, with the purpose of promoting the growth of the Pacific Northwest Aerospace Industry by assisting members in being globally competitive, by providing education, access to business opportunities, information on emerging markets, and facilitating development of key relationships, shall have members and operate in perpetuity.

**Members** of the Corporation shall be those persons or entities who support the Corporation through the payment of annual dues as established from time to time by resolution of the Board of Directors ("**Directors**"). The Board of Directors shall have the authority to establish more specific or detailed membership criteria through resolutions. Members shall be encouraged to participate as volunteers in some service or educational activity in support of the purpose of the Corporation. Membership in the Corporation shall be open to any person or entity regardless of race, creed or origin, and include: businesses, or individuals who are actively engaged in the design, manufacturing, operations and/or support through services or supplies, the aerospace industries throughout the greater Pacific Northwest.

**Affiliate Members** of the Corporation shall be those persons or entities who have been approved by the Board of Directors to receive special recognition as Affiliates in that they support the Corporation through the payment of Affiliate dues and who in the judgment of the Board of Directors, have a valid business interest in the activities of the Corporation but do not otherwise meet membership criteria. Affiliate member organizations do not have reciprocal member benefits, but are offered a reduced rate.

**Reciprocal Members** are similarly tasked organizations who support the Corporation and who in the judgment of the Board of Directors, have a valid business interest in the activities of the Corporation. Reciprocal Member organizations do not pay dues but receive member rates at PNAA events, and PNAA Members reciprocally receive member rates at their events

**Section 2: Dues.**

- a. Dues will be assessed annually in an amount to be determined from time to time by the Directors.
- b. Any Member or Associate Member whose dues are not paid at least annually

shall automatically be considered to have resigned as a Member from the Corporation. Members who are considered to have resigned their membership shall be automatically resigned from any position they hold in the Corporation.

### **Section 3: Privileges of Membership.**

a. All Members of record in good standing may vote in person or by proxy on such matters requiring approval of the Members under the Act, Articles of Incorporation, or these Bylaws. Associate Members may not vote.

b. Any officer, director, agent, or employee of a Corporate Member or Individual Member (either an SME or aerospace focused support service supplier specifically recruited by a Board Member) and in good standing, may serve on the Board of Directors and hold office in the Corporation. Affiliate, Reciprocal or other types of members which may be established by the Board of Directors through resolution, may not serve as a Director or hold office in the Corporation, but may serve as ex officio or non-voting members of committees of the Corporation.

c. No Member may be expelled or suspended, and no Membership may be terminated or suspended, except as provided in the Act or these Bylaws.

### **Section 4: Annual Meeting.**

The Members of the Corporation shall hold meetings at least once each calendar year, or more often as necessary, for the purpose of electing the Board of Directors of the Corporation and transacting such other business as may be properly brought before the meeting. The Board of Directors shall designate such date, time, and place as it may choose for such meetings; provided, however, the annual meeting of the Members shall be held no later than September 30th of each year.

The meeting may be held at a later date if the Directors find it in the best interest of the Corporation. E-mail notice of the date, time, place, and agenda of such meeting of the Members of the Corporation shall be given to each Member at least seven days before the meeting and ballots for voting shall be emailed to each member as a Word Document.

### **Section 5: Special Meetings.**

Special meetings of the Members may be called by the Chair and must be called by the Chair upon the written request of a majority of the Directors or upon the initiative of the Members as provided by the Act. Notice of a special meeting of the Members shall be emailed to each Member not less than seven days prior to the meeting. The notification shall include the date, time, place and purpose of the special meeting.

### **Section 6: Quorum and Voting.**

At all meetings of the Membership, the presence of 10 Members in person, via Conference Call, or by proxy, shall constitute a quorum.

### **Section 7: Action by Written or Electronic Ballot.**

Any action, which may be taken at an annual, regular, or special meeting of the Members, may be taken without a meeting if the Corporation delivers an e-mail ballot to every Member entitled to vote on the matter. The e-mailed ballot shall set forth the proposed action and shall provide an opportunity to vote for or against the proposed action. All solicitations for votes by email ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve such matter other than the election of Corporation in order to be counted. Approval by e-mail ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

### **Section 8: Vote by Proxy.**

A Member may appoint a proxy to vote or otherwise act for the Member. A proxy is valid for 11 months unless a different period is expressly provided in the appointment or unless revoked by the Member. An appointment of a proxy is effective when received by the Secretary or other officer or agent of the Corporation authorized to tabulate votes.

### **Section 9: Meeting by Demand - Record Date.**

The record date for determining Members entitled to notice of any meeting of the Members of the Corporation, to demand a special meeting, to vote or to take any lawful action is 10 business days prior to the delivery of the notice of the meeting or 10 business days prior to the first Member signing the demand for a special meeting, the mailing of an action by consent or written ballot or adoption of a resolution by the Board for other such lawful action in respect of which Members are entitled to exercise rights. The Secretary shall prepare and make available a list of Members entitled to vote at any meeting of Members, in accordance with the provisions of the Act.

## **Article II – Board of Directors**

### **Section 1: General Powers.**

a. Definition. The Board of Directors is comprised of individuals representing aerospace or support service businesses that maintain current status as Corporate or qualifying Individual members in PNAA's service region. Each Director has one (1) vote and its authority is defined in Section II of these Bylaws. The Directors serve without remuneration. Qualifications for eligibility to run for position on Board of Directors shall be set forth in Exhibit A of these Bylaws.

b. Role. The role of the Board of Directors shall be to manage the business and affairs of the Corporation as defined in Exhibit A of these Bylaws and within these Bylaws themselves. The Board speaks with one voice and its role is to establish the mission, goals, policies, and strategic direction of PNAA. The Board is not conceived to carry on the day to day operations of the organization, but the “Governance” as it delegates its authority to the officers, and in turn the staff, so the organization can operate effectively and efficiently. The Board oversees the actions of the officers holding them accountable.

c. Obligations to Corporation. Each member of the Board of Directors has a fiduciary obligation to the organization to act in good faith, with honesty, and loyalty on behalf of the members of PNAA and have ultimate responsibility and authority over the business affairs of the corporation.

Other responsibilities and qualifications of the members of the Board of Directors shall be set forth in the PNAA Policy Manual and in Exhibit A (Exhibit A is attached hereto and incorporated by reference). If there is any conflict between these Bylaws and the PNAA Policy Manual and/or Exhibit A, the Bylaws shall prevail. If there is a conflict between the PNAA Policy Manual and Exhibit A, Exhibit A shall prevail.

## **Section 2: Number and Tenure.**

a. Number. The number of Directors of the Corporation shall be no fewer than seven, but not more than fifteen (15), the exact number to be fixed from time to time by resolutions of the Board of Directors, except that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Directors.

i. Three Classes. Effective as of the Annual Meeting on September 24, 2015 with the adoption of these Amended and Restated Bylaws, the directors shall be divided into three (3) term classes to be known as Class I, Class II and Class III.

ii. Initial Three Classes of Directors. The initial Class I directors shall hold office commencing September 24, 2015 and shall serve until the next annual election of directors in September 2016. The initial Class II directors shall hold office commencing September 24, 2015 and shall serve until the next annual election of directors in 2017. The initial Class III directors shall hold office commencing September 24, 2015 and shall serve until the annual election of directors in 2018.

iii. Term. Thereafter, following each of the Class terms set forth in Subsection 2(a)(ii), directors of each new Class shall serve for a term of three (3) years, commencing on the date of election and each director shall hold office until the expiration of the term, or until his or her earlier death, resignation or removal (e.g., a new Class I will be elected in September 2016 and shall serve until the annual meeting in 2019). A single year does not constitute a full term in the definition of a 2 Term Limit.

iv. One Additional Term. Any previous unlimited terms for Directors are revoked as of the date these Bylaws are approved. At each subsequent annual meeting of directors, the successors of those directors in any one Class whose terms expire may be elected to serve for one additional term of three (3) years or until their earlier death, resignation or removal.

v. Required Hiatus. Any director may serve a maximum of two (2) consecutive terms before a break in service of at least one year is required. Following any such hiatus, a former Director may be considered for election as a new Director and serve a term or terms as set forth above.

b. At each annual meeting of the Members, the successors to the Directors whose terms expire that year shall be elected to serve a term of three years.

c. The failure by member of the Board of Directors to attend 3 or more consecutive meetings of the Board may result in a vote by the Board to consider the removal of that Director.

d. The Board of Directors may, at its option, and subject to the tenure requirements above, from time to time by resolution appoint up to three additional members to the Board in excess of the number currently on the Board under Section 2(a) if the Board reasonably concludes it will be in the best interests of the Corporation to do so.

### **Section 3: Election Procedure.**

a. The nominees for the Board of Directors shall be established by the Nominating Committee.

b. Each year, prior to the scheduled date of the Annual Meeting, the Nominating Committee shall make a list of the names of Member nominee's willing to serve.

c. At the annual meeting of the Members, the Members shall elect new Directors, equal in number to the number of Directors whose terms of office are scheduled to terminate at year- end, from among those names submitted by the Nominating Committee, by the affirmative vote of a majority of the Members.

### **Section 4: Annual Meetings.**

a. An annual meeting of the Board of Directors shall be held no later than September 30th of each year and shall be for the purpose of the transaction of such business as may come before the Board. If the day fixed for the annual meeting is a legal holiday in the State of Washington, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.

b. If the annual meeting is not held at the designated time, the Chair or any member

of the Board of Directors may call the annual meeting at a time fixed by him or her not more than 60 days after such designed time by proper notice designating the meeting as the annual meeting.

#### **Section 5: Special Meetings.**

Special meetings of the Board of Directors may be called by or at the request of the Chair, Secretary, or 60% of the Directors.

#### **Section 6: Place of Meeting.**

The Board of Directors may designate any place, either within or without the State of Washington as the place of meeting for any annual meeting, regular meetings, or for any special meetings called by the Board of Directors. If no designation is made, or if a special meeting is called, the place of meeting shall be at the principal office of the Corporation in the State of Washington.

#### **Section 7: Telephone Conference Meeting.**

Any annual, regular or special meeting of the Board may be by means of conference telephone or similar computer communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute presence in person at the meeting.

#### **Section 8: Notice of Meeting.**

Notice of any annual meeting shall be given at least seven days prior to such meeting by e-mail to each Director. Notice of any special meeting shall be given at least two days prior to such meeting verbally or at least seven days prior to such meeting by e-mail to each Director. No notice is required for regular meetings.

#### **Section 9: Quorum.**

50% + 1 of the Directors in office immediately before the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, the Directors present may adjourn the meeting from time to time without further notice.

#### **Section 10: Manner of Acting.**

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act the Board of Directors except as may be otherwise provided herein.

#### **Section 11: Removal.**

Individual Directors may be removed at any time, with or without cause, by an affirmative vote of a majority of the Members.

#### **Section 12: Vacancies.**

In the event of a vacancy, the Board of Directors shall, by a majority vote, elect an interim Director for the uncompleted term.

#### **Section 13: Presumption of Assent.**

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file his or her written dissent to the action with the person acting as the Secretary of the meeting before the adjournment of it or shall deliver such dissent by certified mail to the Secretary of the Corporation within three days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of the action.

#### **Section 14: Action Without a Meeting.**

Any action that may be taken at a meeting of the Directors may be taken without a meeting if consent in writing or e-mail, setting forth the action so taken, shall be signed by all Directors and included in the minutes of the Corporation.

#### **Section 15: Compensation.**

Directors shall not be compensated for their services as Directors. The Corporation may reimburse the Directors for necessary expenses incurred in the execution of their duties and responsibilities, which have been authorized by the Chair or the Board as reasonable and necessary for the purposes of the Corporation. No Director shall be liable to account to the Corporation for any profit realized by him or her from or through any transaction or contract of the Corporation' provided, however, in the case of any such contract or transaction requiring authorization by the Board of Directors, no Director who personally or through any firm or corporation is interested in such a contract or transaction shall be entitled to vote thereon, although such Director may be counted in determining whether a quorum is present at any meeting upon which action thereon is taken and such Director shall be responsible for disclosing to the Board of Directors his or her interest in any such contract or transaction.

#### **Section 16: Liability.**

The Corporation shall limit the personal liability of the Directors to the Corporation for monetary damages as related to conduct when serving on the Board by a bond or other instrument; PROVIDED, that the bond does not limit the liability of a Director for acts or omissions that involve intentional misconduct by a Board Member, a knowing violation

of law by a Board Member, or for any transaction from which the Board Member will personally receive a benefit in money, property, or services to which the Board Member is not legally entitled.

## **Article III – Officers**

### **Section 1: General Powers.**

- a. Definition. Officers are individuals of the Board of Directors, and elected by the Board to set the strategic direction of the organization.
- b. Role. Officer roles shall be Chair, Vice Chair, Secretary and Treasurer, and such other officers as maybe necessary may be elected or appointed by the Board of Directors
- c. Obligations to Corporation. Officers are considered fiduciaries of great importance as they are trusted with the power and obligation to act in good faith and honesty on all aspects of the organization on behalf of their Board. They are accountable to the Board of Directors and report through the Chair.

Other responsibilities and qualifications of the members of the Officers shall be set forth in the PNAA Policy Manual and in Exhibit A (Exhibit A is attached hereto and incorporated by reference). If there is any conflict between these Bylaws and the PNAA Policy Manual and/or Exhibit A, the Bylaws shall prevail. If there is a conflict between the PNAA Policy Manual and Exhibit A, Exhibit A shall prevail.

### **Section 2: Election and Tenure.**

The officers of the Corporation shall be elected annually at the annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held, as soon thereafter as may be convenient. Each officer shall hold office until his or her successor shall have been duly elected and qualified or until the officer's death or until he or she shall resign or shall have been removed in the manner provided in this Article.

### **Section 3: Removal.**

Any officer may be removed, with or without cause, by the affirmative vote of a majority of the Board of Directors then in office, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

### **Section 4: Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

## **Section 5: Duties of Officers.**

a. Chair. The Chair shall preside at all meetings of the Board of Directors, Executive Committee and Special Sessions. He/she Chairs the Board at all meetings of the Board of Directors, Executive Committee and Special Sessions by reference. If there is any conflict between directives, strategies and setting priorities. The Chair serves as the conduit from the Board to the Executive Director to execute and implement policies, directives and strategies. In the absence of the Executive Director or by agreement, the Chair serves as the alternate spokesman for the organization.

b. Vice Chair. The Vice Chair serves as a vital part of the Board leadership and shall understand the responsibilities of the Board Chair and be able to perform those duties when called upon. The Vice Chair shall attend all meetings and in the absence of the Chair, shall serve and perform the duties of the Chair and be subject to all the same authority and restrictions. The Vice Chair shall serve on the Executive Committee and perform such other duties as may be assigned by the Chair or Board of Directors.

c. Secretary. The Secretary shall (a) keep a determination of eligibility to vote; (b) the keeping of the minutes of the proceedings of the Board of Directors; (c) see that all notices are duly given in accordance with the provisions of these Bylaws; (d) review board minutes for accuracy, distribute copies of minutes, distribute Board Agenda; (e) be custodian of the corporate records; (f) be responsible for authenticating the records of the Corporation; (g) keep a register of the email address of each Director; (h) maintain all board records and ensure accuracy, safety and have general charge of the books of the Corporation; (i) serve on the Executive Committee; (j) assume responsibilities of the chair in the absence of the chair & vice chair; and (k) in general perform all duties incident to the office of Secretary and such other duties assigned by the Chair or Board of Directors.

d. Treasurer. The Treasurer shall (a) have charge and custody of and be responsible for overseeing all funds and securities of the Corporation and shall make a report at each Board Meeting; (b) Chair the Finance Committee; (c) assist in the preparation of the budget and present it to the Board; (d) make financial information available to Board Members; (e) oversee the receipt of and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust company or other depositories as shall be selected in accordance with the provisions of Article IV of these Bylaws; and (f) in general perform all of the duties of the office of Treasurer and other duties that may be assigned by the Chair or Board of Directors.

## **Section 6: Compensation and Expenses.**

Unless otherwise established by the Board of Directors, no officer shall be compensated for his or her services as an officer. Expenses incurred in connection with performance of an officer's official duties may be reimbursed upon approval of the Board of Directors.

## Article III.5 – Staff

### Section 1: Executive Director General Powers.

- a. Definition. The Executive Director shall not be a member of the Board, but rather, contract labor or an employee of PNAA, and subject to the Board of Director's oversight and control.
- b. Role. The Executive Director reports to the Board of Directors through the Chair and is responsible for the management of the business affairs of the organization.
- c. Responsibilities. The Executive Director shall supervise and control all the administrative affairs of PNAA. With the Secretary or other designated officers of PNAA authorized by the Board of Directors, he or she may sign deeds, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the PNAA or is required by law to be otherwise signed or executed by some other officer or in some other manner. In general, he or she shall perform the day-to-day administration and management of the business and affairs of PNAA and shall perform the duties incident to being Executive Director or other duties requested by the Board of Directors.
- d. Duties. The Executive Director provides recommendations and insights to the Board of Directors regarding the policies that frame the vision, mission and strategy of the organization. He/she implements those approved decisions, policies and directives while ensuring that the organizational systems which are essential to growth; membership, programs, corporate recruitment, finances, personnel, support technology and other services, are well managed. The Executive Director reports the activities and status of the business to the Board of Directors, maintains effective internal and external communications with the Board, other executives, staff and serves as the spokesman of the organization to build support throughout the aerospace industrial base in the service area and shall perform other duties as may be assigned by the Board of Directors.

Other responsibilities and qualifications of the Executive Director shall be set forth in the PNAA Policy Manual and in the Executives Handbook (Executives Handbook is attached hereto and incorporated by reference). If there is any conflict between these Bylaws and the PNAA Policy Manual and/or Executives Handbook, the Bylaws shall prevail. If there is a conflict between the PNAA Policy Manual and Executives Handbook, Executives Handbook shall prevail.

### Section 2: Appointment of Executive Director.

The Executive Director shall be hired by the Board of Directors. The Board of Directors shall be authorized to negotiate the Executive Director's compensation and such employment agreement as required.

### **Section 3: All Other Contract Labor or Employees.**

Subject to the approval of the Board of Directors, the Executive Director is responsible for creating all additional contract labor or employment positions within PNAA and the selection, salary, negotiations, supervision and termination of all staff positions.

### **Section 4: Resignations and Terminations.**

The Executive Director of PNAA may be removed by the Board of Directors whenever in its judgment the best interest of PNAA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. All other employees of PNAA may be removed by the Executive Director.

### **Section 5: Vacancies.**

A vacancy in the position Executive Director may be filled by the Board of Directors.

### **Section 6: Salaries.**

The salary of the Executive Director of PNAA shall be made and fixed as necessary by the Board of Directors. The selection and salary of all other staff positions shall be the responsibility of the Executive Director, subject to the approval of the Board of Directors.

### **Section 7: Chief Operating Officer General Powers.**

- a. Definition. The Chief Operating Officer shall not be a member of the Board, but rather, contract labor or an employee of PNAA, and subject to the Executive Director's oversight and control.
- b. Role. The Chief Operating Officer reports to the Executive Director and is responsible for overseeing the operational functions of the organization.
- c. Duties. The Chief Operating Officer carries out the operational duties requested by the Executive Director and reports to the Executive Director on their status along with any other information that's reasonably needed for the Executive Director to manage the day to day operations of the organization.

Other responsibilities and qualifications of the Chief Operating Officer shall be set forth in the PNAA Policy Manual and in the Executives Handbook (Executives Handbook is attached hereto and incorporated by reference). If there is any conflict between these Bylaws and the PNAA Policy Manual and/or Executives Handbook, the Bylaws shall prevail. If there is a conflict between the PNAA Policy Manual and Executives Handbook, Executives Handbook shall prevail.

### **Section 8: Appointment of Chief Operating Officer.**

The Chief Operating Officer shall be hired by the Executive Director. The Executive Director shall be authorized to negotiate the Chief Operating Officer's compensation and such employment agreement as required.

### **Section 9: Resignations and Terminations.**

The Chief Operating Officer of PNAA may be removed by the Executive Director or the Board of Directors whenever in its judgment the best interest of PNAA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **Section 10: Vacancies.**

A vacancy in the position Chief Operating Officer may be filled by the Executive Director.

### **Section 11: Salaries.**

The salary of the Chief Operating Officer of PNAA shall be made and fixed as necessary by the Executive Director, subject to the approval of the Board of Directors.

## **Article IV – Administrative and Financial Matters**

### **Section 1: Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

### **Section 2: Loans.**

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specified instances.

### **Section 3: Checks, Drafts, Etc.**

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be authorized by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Section 4: Deposits.**

All funds of the Corporation not otherwise employed shall be deposited from time to

time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

#### **Section 5: Facsimile Signatures.**

Contracts and agreements of the Corporation, and endorsements, renewals and amendments of the same, may be authenticated by facsimile of the signature of a duly authorized officer of the Corporation in lieu of a signature of such officer. In the event of such authentication by facsimile signature, such contract of agreement shall be valid only if countersigned by an agent of the Corporation authorized to execute such type of contractor agreement. The validity of any such contractor agreement shall not be affected in the event that the delivery of such document occurs after the officer whose signature appears by facsimile is no longer serving as an officer of the Corporation by reason of death or any other cause.

#### **Section 6: Fiscal Year.**

The last day of the fiscal year of the Corporation shall be June 30th.

#### **Section 7: Seal.**

The Corporation shall have no seal.

#### **Section 8: Yearly Financial Review.**

The Corporation shall, upon resolution by the Board of Directors, create a function by which the yearly financial status is reviewed.

### **Article V – Executive Committee**

#### **Section 1: Appointment.**

The Board of Directors, by resolution adopted by a majority of the Board, may designate three or more of its members to constitute an Executive Committee. The designation of such committee and the delegation to it of authority, except as may be prohibited by the Act or these Bylaws.

#### **Section 2: Authority.**

The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all the authority of the Board of Directors except to the extent, that such authority shall be limited by the resolution appointing the Executive Committee or the Act and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending Bylaws of the Corporation, adopting a plan of merger or consolidation, recommending the sale, lease or other disposition of all or substantially all of the property and assets of the Corporation otherwise than in the

usual and regular course of its business, recommending a voluntary dissolution of the Corporation, authorizing distributions, or filling vacancies on the Board of Directors or on any committee of the Board of Directors.

Section 2 of this Article V, shall not operate to relieve the Board of Directors, or any member of it, of any responsibility imposed by law.

### **Section 3: Tenure and Qualifications.**

The Executive Committee shall consist of a minimum of 3 and a maximum of 8 Board Members who are able to commit to be actively engaged in the internal activities of PNAA, to participate in a majority of the monthly (or more) meetings, and are well versed and engaged in the industry.

The Chair of the Board of Directors shall be the Chair of the Executive Committee and the Vice Chair, Secretary, and Treasurer should be included on the Executive Committee. The selection of the Executive Committee shall be based on the nomination process, with written ballots tallied by staff. The results with a majority rule standard shall fill the slots. Except as set forth in Section 8, each member of the Executive Committee shall hold office until the next regular or annual meeting of the Board of Directors following such member's resignation and until the member's successor designated as a member of the Executive Committee and is duly elected and qualified.

### **Section 4: Meetings.**

Regular meetings of the Executive committee may be held without notice at such time and places as the Executive committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member of the committee upon not less than seven days' notice stating the place, date, and hour of the meeting, which notice may be emailed or verbal. Any member of the Executive Committee may waive notice of any meeting, and no notice of any meeting need be given to any member of the committee who attends in person.

The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting. Any regular or special meeting may be by means of telephone conference under the conditions prescribed in Section 7 of Article II of these Bylaws.

### **Section 5: Quorum.**

All actions taken by an Executive Committee shall be approved by a majority of the members of the Executive Committee then in office.

### **Section 6: Action Without a Meeting.**

Any action that maybe taken by the Executive Committee at a meeting may be taken without a meeting if a consent is emailed, setting forth action so taken, and shall be

acknowledged by all members of the Executive Committee.

### **Section 7: Reporting.**

The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have occurred. All actions taken by the Executive Committee shall be subject to revision, alteration and approval of the Board of Directors; provided, however, that such revision or alteration shall adversely affect no rights or acts of third parties.

### **Section 8: Resignation and Removal.**

Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by the Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the Chair or Secretary of the Corporation, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 9: Vacancies.**

Any vacancy in the Executive Committee may be filled by a resolution adopted by the Board of Directors.

### **Section 10: Procedure.**

The Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure, which shall not be inconsistent with these Bylaws.

## **Article VI – Standing Committees**

### **Section 1: Committees Generally.**

The following may be standing committees:

- a. Executive Committee
- b. Finance Committee
- c. Strategy Committee
  - i. Membership Sub Committee
  - ii. Programs Sub Committee
- d. Development Committee
  - i. Nominating Sub Committee

ii. Governance Sub Committee

e. And the Board of Directors may create other standing or ad hoc committees at its discretion.

**Section 2: Committee Members.**

At least one member of the Board of Directors appointed by the Chair shall serve on each standing committee and shall serve as the chairperson of the committee. The Chair of the Board, with the advice and consent of the Directors, shall select and name such other persons to the committee as may be necessary to accomplish the committee's purpose.

**Section 3: Duty and Authority.**

Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board and by applicable Washington law except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or him or her by law.

**Section 4: Quorum; Manner of Acting.**

A majority of the whole committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

**Section 5: Resignation.**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairman of such committee, or by giving oral notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6: Removal of Committee Member.**

The Board may remove from office any member of any committee elected or appointed by it.

### **Section 7: Compensation.**

The Committee Members shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

## **Article VI.5 – Board of Advisors**

### **Section 1: Duties and Authority.**

a. The Board of Directors may constitute a Board of Advisors. The designation of such Board of Advisors shall not operate to represent the Board of Directors. The Board of Advisors is a “non-board” committee, authorized by the Board having no authority to act or vote, no duty to perform for the organization. The Board of Advisor’s sole purpose is to serve only as an outside “advisory” resource to the Board of Directors.

b. Advisors shall be asked to join the Advisory Board for a term of three years. Advisors shall be limited to a total of two terms.

c. The Board of Advisors shall be made up of former members of the Board of Directors or other industry leaders that the Board of Directors would like the expertise and/or advice of. All Advisors must be nominated by the Board of Directors to become an Advisor

### **Section 2: Resignation.**

Any member of the Board of Advisors may resign at any time by delivering written notice thereof to any member of the Board, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 3: Removal of member of Board of Advisors.**

The Board may remove any member of the Board of Advisors at any time, with or without cause, by an affirmative vote of the majority of the Board.

### **Section 4: Compensation.**

The Board of Advisors shall receive no compensation for their service as Advisors but may receive reimbursement for expenditures incurred on behalf of the corporation if such expenditures are approved by the Board in advance. .

The Board of Directors shall delegate to the Executive Committee, reserving the right for final approval; Structure of the Board of Advisors including but limited to: number of seats, qualifications, engagement, and recruitment of members.

### **Article VII – Interest Parties**

A Director of the Corporation shall not be disqualified by the Director's office from contracting with the Corporation as vendor, purchaser or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Corporation in which any Director is in any way interested be avoided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors without counting in such majority the Director so interested, although such Director maybe counted toward a quorum, and provided further that the material facts of the transaction and Director's interest are disclosed or known by the disinterested members of the Board of Directors.

### **Article VIII – Amendments to Bylaws**

Except where the Act, the Articles of Incorporation, or these Bylaws require the vote of the Members, these Bylaws may be amended by majority vote of the Board of Directors in office, at any annual, regular or special meeting provided the notice given for such meeting indicates that such amendments will be considered. Where the amendment requires the vote of the Members, these Bylaws may be amended by the Membership at any annual or special meeting provided the notice for such meeting indicates that such amendments will be considered.

### **Article IX – Distribution of Assets**

In the event the Corporation is liquidated, after payment of all obligations, remaining funds and/or assets shall be distributed to a like trade organization in the greater Pacific Northwest.

### **Identification**

I hereby certify that I was the Chair of the Board of Directors of Pacific Northwest Aerospace Alliance, effective \_\_\_\_\_, 2016 and that the foregoing Bylaws in eighteen (18) typewritten pages numbered consecutively from 1 to 18 were and are the Bylaws as Amended and Restated and duly adopted by the Directors of Pacific Northwest Aerospace Alliance, the Corporation, at a meeting of the Board of Directors on \_\_\_\_\_, 2016.

Chair: See next page for signed copy

Date: \_\_\_\_\_

Registered Office: Pacific Northwest Aerospace Alliance  
16625 Redmond Way, Ste M, #187 Redmond, WA 98052. Phone: 425.885.0290  
Registering Agent: Pacific NW Law Group

any way interested be avoided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors without counting in such majority the Director so interested, although such Director maybe counted toward a quorum, and provided further that the material facts of the transaction and Director's interest are disclosed or known by the disinterested members of the Board of Directors.

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#### Article IX – Distribution of Assets

In the event the Corporation is liquidated, after payment of all obligations, remaining funds and/or assets shall be distributed to a like trade organization in the greater Pacific Northwest.

#### Identification

I hereby certify that I was the Chair of the Board of Directors of Pacific Northwest Aerospace Alliance, effective OCTOBER 13, 2016 and that the foregoing Bylaws in eighteen (18) typewritten pages numbered consecutively from 1 to 18 were and are the Bylaws as Amended and Restated and duly adopted by the Directors of Pacific Northwest Aerospace Alliance, the Corporation, at a meeting of the Board of Directors on OCT. 13, 2016.

Chair: \_\_\_\_\_

Date: OCT. 13, 2016

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