

BY LAWS
AIR AMERICA ASSOCIATION, INC.
A NON PROFIT CORPORATION
P.O. Box 1522
Castroville, Texas 72009

ARTICLE I

NAME, PURPOSE AND OFFICES

Section 1. The name of this organization shall be AIR AMERICA ASSOCIATION, INC., a non profit corporation in the State of Texas, hereinafter referred to as the Association and/or Corporation.

Section 2. The purpose of this Association is to create, foster and maintain contact among former employees of Air America and the Pacific Corporation of Delaware.

Section 3. Principal Office. The principal office of the corporation in the State of Texas shall be located in the city of Castroville, County of Medina. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 4. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

MEMBERS

Section 1. Classes of Members and Eligibility. The Association shall have two (2) classes of members. The classes are regular and associate. Each class may be awarded honorary memberships as directed by the Board. The designation of each class, eligibility and rights of the members of each class shall be as follows: Regular class of membership is open to all former employees of the Pacific Corporation or one of its subsidiaries, with their spouse, or widow and children. Associate class of membership is open to the employee's other family members and former spouses. All persons in other organization that worked along side of us are eligible for associate membership. All associate members must be sponsored by a member who will vouch for their associate status. Acceptance for Regular and Associate membership requires approval by the Board of Directors. The personal conduct of an applicant that is deemed by the Board of Directors to not be in the best interest of the Association or our country will be denied membership.

ARTICLE 1, SECTION 2, REVISED FEB 3 90. Word "Social" deleted.

ARTICLE 1, SECTION 2 & 3, ARTICLE 2, SECTION 1, REVISED JUN 29 90. Name change and address.

An affirmative vote by a majority of the Board of Directors shall be required for acceptance. The Secretary is authorized to act in behalf of the Board on routine membership acceptance. Any person's application whose qualifications are in doubt will be referred to the Board for approval.

Section 2. Voting Rights. Each regular member shall be entitled to one vote on each matter submitted to a vote of the membership. The member and spouse will each be privileged to vote. Children who are full dues paying members are entitled to one vote per member and one vote for their spouse. Widows, who pay the reduced dues of U.S.\$15, are entitled to one vote. Associate members are not accorded voting privileges.

Section 3. Termination of Membership. A majority vote of all members of the Board of Directors may suspend or expel a member for cause. The regular membership may override the decision of the Board by two-third vote. Any member in default of the payment of dues will automatically be placed on suspension for 30 days. If the dues are not paid at the end of 30 days, a member will be placed on the Inactive Roster.

Section 4. Resignation. Deleted

Section 5. Reinstatement. A former member may be reinstated by submitting a signed, written request to the Secretary.

Section 6. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual business meeting shall be held once a year to transact such business that may come before the meeting. The date and time shall be selected by the Board of Directors. Notification of the date and time will be by mail to the address on file with the Association.

Section 2. Special Meeting. Special meetings of the members may be called by the President, or the Board of Directors, or not less than a majority of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place within the USA as the place of meeting for any annual meeting or for any special meeting.

Section 4. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten days and not more than 90 days prior to such meeting.

ARTICLE 2, SECTION 2, REVISED DEC 12 98. Expanded and clarified Voting Rights.

ARTICLE 2, SECTION 5, REV. DEC 12 98. Delete requirement for Board Action on Reinstatement.

ARTICLE 3, SECTION 3, REVISED FEB 3 90. Designates USA as location.

ARTICLE 3, SECTION 1 & 4, REVISED JUN 90. Name change.

ARTICLE 2, SECTION 4, REVISED AUG 13 02. Deleted requirement for resignation.

In the case of Special Meetings, the purpose of the meeting will be stated in the notice. If mailed, the notice will be deemed delivered when deposited in the United States mails addressed to the member's address on file with the Association.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. A membership quorum shall be constituted by a simple majority of the regular members in attendance at any meeting, formally called, as specified in Article III, Section 1 or 2. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of members requiring a vote, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors. Directors need not be residents of the State of Texas. The Board will meet twice annually.

Section 2. Qualifications, Number, and Tenure. A person must be a regular member in good standing in the Association to serve on the Board of Directors. The number of directors shall be five (5). The elected President and Vice President, during their terms of office, shall serve on the board as one of the five authorized directors. The Secretary is a permanent director. The tenure for each elected director is one term of three (3) years. Vacancies created by resignation or death will be filled by the Board for the remainder of the Director's term. Impeachment of a director requires a majority vote of the Board.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the President or any Director. The President or Chairman of the Board may designate the place and time of the special meeting.

Section 4. Notice. Notice of any special meeting of the Board of Directors may be made personally or by United States mail to the address on file in the Association records. The telephone conference method may be used if deemed necessary by the Chairman of the Board.

ARTICLE 3, SECTION 7 & 8, REVISED FEB 3 90. Balloting By Mail.

ARTICLE 4, SECTION 1, REVISED FEB 3 90. Schedule of Board Meetings.

ARTICLE 4, SECTION 2, REVISED FEB 3 90. Terms Of Directors.

ARTICLE 4, SECTION 4, REVISED JUN 90. Name Change.

ARTICLE 4, SECTION 2, REVISED JUN 2 95. Secretary Permanent Board Member.

ARTICLE 4, SECTION 2, REVISED AUG 28 02. Limit tenure to 1 term.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6. 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 of the Board of Directors.

Section 7. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by appointment from the General Membership by the Board of Directors.

Section 8. Compensation. Directors, officers, staff and committee members shall not receive any stated salaries for their services. The following expenses may be paid to Board Members for the purpose of attending scheduled board meetings conducted in the USA: Allowance for air travel is set at a maximum of \$600. Allowance for travel by personal auto is .37 cents per mile not to exceed a normal air fare to the meeting site from the members home. Total allowance per meeting for meals and lodging per member is \$200. Any expenses incurred in excess of these limits must be approved on an individual basis by the Board. The same expense schedule is applicable to the Treasurer, Membership Secretary, Storekeeper, and Editor, for the purpose of attending scheduled Reunion Board Meetings. Any other request for approval of expenses and reimbursement must be submitted in writing to the Board of Directors.

Section 9. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors. Association Officer positions of Secretary and Treasurer, staff positions such as editor, staff assistants, committee members, and others deemed necessary to the efficient operation of the Association shall be appointed by the Board of Directors.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Association shall be a President, a Vice President, a Treasurer, and a Secretary. The Board of Directors may appoint Assistant Secretaries or Treasurers as they deem necessary. Any two or more offices may be held by the same person, except for President and Secretary.

ARTICLE 4, SECTION 8, REVISED FEB 3 90. Business Expenses Paid.

ARTICLE 4, SECTION 9, REVISED JUN 90. Name Change.

ARTICLE 5, SECTION 2, REVISED FEB 3 90. Elections and Terms of Office.

ARTICLE 5, SECTION 1 & 2, REVISED JUN 90. Name Change.

ARTICLE 5, SECTION 2, REVISED MAY 99. Take Office.

ARTICLE 4, SECTION 8, REVISED JUN 02. Business Expenses Paid.

ARTICLE 4, SECTION 8, REVISED JUN 08 91. To Include Editor.

ARTICLE 4, SECTION 8, REVISED AUG 24 02. To Include Membership Secretary and Storekeeper.

Section 2. Election and Term of Office. The officers of the Association, with the exception of the Secretary and Treasurer, shall be elected by the regular membership utilizing a mail-in ballot issued by the Secretary. Their terms of office will be for three (3) years commencing at the annual meeting of Members following their election. Ballots will be mailed out to the regular paid membership prior to the scheduled election listing the choice and candidates and term of office. The Secretary and Treasurer will be appointed by the Board of Directors and will be required to be bonded. The Board may waive this bond requirement.

Section 3. Removal. Any officer or agent elected by the membership or appointed by the Board of Directors, may be removed by the Board of Directors whenever in its judgement, the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed.

Section 4. Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. During his term the president will serve on the Board of Directors. Subject to vote of the Board of Directors, the president may also serve as Chairman of the Board and in this capacity generally supervise all of the business affairs of the Association. He shall preside at all meetings of the members and, if elected as chairman, he shall chair meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Association so authorized by the Board, any deed, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such duties as may be prescribed by the Board from time to time.

Section 6. Vice President. During his term the Vice President will serve on the Board of Directors. In the absence of the President or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and then so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time be assigned to him by the President or by the Board of Directors.

Section 7. Secretary. The Secretary is appointed by the Board of Directors and will serve as a permanent director. The Secretary shall: (a) keep the minutes of the meetings of the members and of the Board of Directors in one (1) or more books provided for that purpose; (b) see that all notices are given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) maintain the membership rolls and issue Certificates of Membership or Membership Cards, and (f) in general perform all duties as from time to time may be assigned to the Secretary by the Board of Directors.

ARTICLE 5, SECTION 3 & 5, REVISED JUN 90. Name Change.

ARTICLE 5, SECTION 7, REVISED JUN 2 95. Secretary Permanent Board Member.

Section 8. Treasurer. The Treasurer is appointed by the Board of Directors. The Treasurer shall be bonded for the faithful discharge of his duties in the sum and with such surety or sureties as the Board of Directors shall determine. The requirement for Bonding may be waived by the Board. The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors. (B) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of directors.

ARTICLE VI

COMMITTEES

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees. These committees shall report their recommendations directly to the Board of Directors.

Section 2. Term of Office. Committees will automatically dissolve one year from appointment unless renewed by the Board of Directors. Each member of a committee shall serve for this period unless the committee is terminated, or unless such member shall resign or cease to qualify as a member thereof.

Section 3. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint members thereof.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 7. Nominating. The Board of Directors shall appoint a Nominating Committee for the purpose of selecting candidates for an election of officers. The committee shall be appointed in sufficient time to solicit suggestions for candidates from the general membership, secure their willingness to serve, and submit the slate of candidates to the Board for approval. Ballots containing the committee's slate of candidates will be mailed out by the Secretary to all paid regular members as scheduled by the Board. A simple majority of ballots received is required to approve the slate of candidates. All correct returned mail-in ballots and proxy ballots will be included in this count.

ARTICLE 6, SECTION 7, REVISED FEB 3 90. Nominating Committee Duties.

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, 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. Checks, Drafts, and Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issue in the name of the Corporation, shall be signed 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 3. 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 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII

CERTIFICATE OF MEMBERSHIP

Section 1. Deleted requirement for Membership Card.

Section 2. Deleted requirement for Issuance of Certificates.

ARTICLE 8, SECTION 1, REVISED JUN 90. Name Change.

ARTICLE 8, SECTION 1 & 2, REVISED AUG 02. Deleted Certificates and Membership Cards

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected at any reasonable time. After three (3) years, and with Board of Directors approval, Association records not needed for normal operation may be donated to the CAT/Air America Archives at the McDermott Library for preservation and safekeeping.

ARTICLES XI

DUES

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation by members of each class.

Section 2. Payment of Dues. Dues shall be paid on an annual basis. Payment of up to three (3) years in advance is allowed. A lifetime membership policy is not in effect.

Section 3. Default and Termination of Membership. Membership voting privileges are suspended when dues are delinquent. Delinquent members will be placed on suspension for 30 days and if dues are not paid within this time span, the member will be deleted from the active membership rolls.

ARTICLES XII

CAT/AIR AMERICA ARCHIVES

Recognizing the approving majority vote of our membership at the 1987 General Membership Meeting, the Air America Association formally supports the CAT/Air America Archives and Memorial located at the McDermott Library, University of Texas at Dallas, Richardson, Texas. This support includes both materials and financial assistance. All donations may be made directly to the McDermott Library's History of Aviation Collection.

ARTICLE XIII

SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation.

ARTICLE XIV

AMENDMENTS

Section 1. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

ARTICLE XV

NOTICE AND WAIVER OF NOTICE

Section 1. Whenever any notice is required to be given under the provisions of the Texas Non Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ADOPTED AND ACCEPTED on August 30, 2002, by the Board of Directors of the **Air America Association, Inc.**, pursuant to Article 2.23 of the Texas Business Corporation Act.

Originally signed by _____
John W. Knotts, Director
President

Originally signed by _____
Boyd D. Mesecher, Director
Vice President

Originally signed by _____
John R. Greenway, Director

Originally signed by _____
Judith E. Porter, Director
General Secretary