

AMENDED AND RESTATED
BYLAWS OF
THE HELICOPTER SAFETY ADVISORY CONFERENCE
REVISION No.3

Dated as of November 9, 2017

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Article One

General Provisions

Section 1.01 Name

The name of the conference shall be:

THE HELICOPTER SAFETY ADVISORY CONFERENCE

Section 1.02 Accounting Period

The fiscal year of the Conference begins on the first day of January and ends on the last day of December in each year.

Section 1.03 Finance

The Conference shall seek annual dues from its members as set forth below. If a Regular Member or Associate Member fails to timely submit its annual dues to the Conference, that Member's rights to participate and/or vote on Conference matters shall be suspended until its full dues are received by the Conference. If annual dues are not provided in full by the Conference's last General Membership Meeting of the year, the non-paying party's membership shall be terminated. No part of the Conference's dues or net earnings shall inure to the benefit of, or be distributed to, its Members, the Conference's Board of Directors, Committee Members, or other private persons.

(a) Annual Contributions of Regular Members

Regular Members are asked to pay a non-refundable, of \$1,000.00, payable as of the date of the first General Membership Meeting of the year as set forth in Article Four hereunder. Regular Members in their first year of admission are asked to pay \$1,000.00, pro-rated based on a three hundred sixty five (365) day year, and payable within thirty (30) days of admission.

(b) Annual Contributions of Associate Members

Associate Members are asked to pay a non-refundable, annual contribution of \$250.00, payable as of the date of the first General Membership Meeting of the year as set forth in Article Four hereunder. Associate Members in their first year of admission are asked to pay an annual contribution of \$250.00, pro-rated based on a three hundred sixty five (365) day year, and payable within thirty (30) days of admission.

(c) Revisions of Annual Dues

The Board of Directors (the "Board"; an individual member of the Board is a "Director" and collectively the "Directors") may revise the annual dues of both Regular Members and Associate Members from time to time pursuant to the Board's authority set forth in Article Five hereunder.

Section 1.04 Voting Closure Period

For any vote required by these Bylaws, eligible voters shall have no less than fourteen (14) calendar days to provide said vote, but such time period may be extended as required by any Section of these Bylaws.

Article Two

Statement of Purpose

Section 2.01 Common Business Interest

The Helicopter Safety Advisory Conference (the “Conference”) was formed in January 1978 to provide a forum for individuals, corporations, government agencies, and others to exchange ideas, concepts, mutual problems and solutions related to the safe operation and performance of rotary-winged aircraft. The Conference’s motto is “Safety Through Cooperation.”

The Conference’s mission also includes promoting and discussing best practices for the safe and legal operation of fixed-wing aircraft and unmanned aerial systems (“UAS”) in the United States for various purposes, including offshore oil industry support and aerial surveillance of pipelines.

No substantial part of the Conference’s activities will be related to influencing legislation, carrying on propaganda, or intervening in political campaigns. Notwithstanding any other provision of these Bylaws, the Conference shall not carry on any other activities not permitted to be carried on by a corporation exempt under Section 501(c)(6) of the Internal Revenue Code.

Article Three

Membership

Section 3.01 Qualifications

A Regular Member is defined as a company that owns, operates, charters, contracts, or has direct operating involvement in helicopter/airplane or UAS operations in the Gulf of Mexico or pipeline aerial surveillance activities within the United States or its territories. Company members and active individual members shall be such companies and individuals as may be admitted in accordance with these Bylaws.

Associate Members are defined as aircraft manufacturers; suppliers of electronic, navigation, data gathering, and safety systems which are used in UAS, fixed-winged, or rotary-winged aircraft; and other parties not actively engaged directly in the day-to-day operations, lease, charter, or hire of helicopters/airplanes or UAS in support of the offshore oil industry or pipeline aerial surveillance industry, but excluding governmental entities and military services.

Persons, groups, or entities not otherwise eligible for membership may participate as “Interested Parties” pursuant to the terms of Article Seven hereunder.

Section 3.02 Membership

Membership of the Conference is comprised of two classes: (i) Regular Members, who may vote to elect Directors and Committee Members; and (ii) Associate Members, who may participate in Conference meetings but are non-voting, except as specified in Article Five, Section 5.01(a) hereunder. Application for membership for both regular and associate member classes will be

submitted to the Conference's Board of Directors on the applicant's letterhead for evaluation of membership in the Conference. The Board shall have the sole authority to vet and reject or approve individual applicants. The applicant shall state whether it is applying for Regular or Associate membership. If the applicant desires to become a Regular Member, it must state the names of the persons whom it will designate as its voting person and alternate voter (the Regular Member's designated voting person and alternate voter collectively the "RM Designee"). If the applicant desires Associate membership, it must name the persons whom it will designate as primary and secondary delegate representatives (the Associate Member's designated primary and secondary delegates collectively the "AM Designee"). Alternates of the foregoing parties shall only act upon resignation of the regular voting person. The RM Designee shall be the person who attends Conference meetings and votes to elect members to the Board of Directors pursuant to Section 3.03(b). The AM Designee shall be the person who attends Conference meetings, but shall have no voting rights unless otherwise allowed by these Bylaws.

(a) Resignation of Membership

Regular Members and Associate Members may resign from the Conference by providing written notice (which may include e-mail or other electronic medium) to the Secretary or Vice-Chairman of the Board of Directors. Withdrawing members shall not be entitled to a refund of annual dues in the year of withdrawal.

Section 3.03 Board of Directors

(a) Composition and Term

The Board shall consist of five (5) Directors chosen from the Regular Members to represent the Conference's companies and operators. Directors shall serve three (3) year terms after being elected pursuant to Section 3.03(b) hereunder. The Board and the Chairman of the Board shall hold the powers set forth in Articles Five and Six.

(b) Electing Directors

All Directors, other than the "Director-at-Large" (as described in Section 3.03(b)(3) hereunder), shall be elected pursuant to the following procedures for staggered three (3) year terms. At the first General Membership Meeting of the year, the Regular Members' RM Designees will be polled to nominate a Regular Member to serve in each open Director seat. The RM Designees may provide their vote by email, other electronic communications, or in writing to the Secretary of the Board; when the position of Secretary of the Board is being voted upon, votes shall be provided to the Vice-Chairman of the Board. Only RM Designees who are present in person or by proxy at the first General Membership Meeting of the year may vote for new Directors. Each RM Designee shall provide one (1) name for each open Director seat. The Secretary of the Board (or Vice-Chairman of the Board when the Secretary position is being filled) shall tabulate the results of the vote. The nominees with the highest number of votes shall be appointed to fill the open seats. In the event of a statistical tie between two (2) or more nominees, the Chairman of the Board of Directors shall, subject to the same voting procedure, present the nominees to the RM Designees for subsequent rounds of voting until each open Director position is filled. The staggered voting shall occur as follows:

(1) Chairman of the Board and Vice-Chairman of the Board

Subject to the voting requirements set forth in Section 3.03(b), the Conference shall elect a Chairman of the Board and Vice-Chairman of the Board every three (3) years.

(2) Treasurer and Secretary

Subject to the voting requirements set forth in Section 3.03(b), the Conference shall elect a Treasurer of the Board and Secretary of the Board in the year following the election of the Chairman of the Board and Vice-Chairman of the Board. The terms of the Treasurer and Secretary shall be extended by one (1) year by the other Directors after the conclusion of the Treasurer's and Secretary's initial three (3) year appointments until: (i) a new nominee for each position comes forward; or (ii) until the incumbent Treasurer or Secretary wishes to retire from his or her respective position, whichever of Section 3.03(b)(2)(i) or (ii) occurs first.

(3) Individual Director-at-Large

The Conference shall elect one (1) Director-at-Large in the year following the election of the Treasurer of the Board and Secretary of the Board. The Director-at-Large shall be appointed by majority (51%) vote of the Board. In the event the Director-at-Large is not elected by majority vote of the remaining Directors within three (3) rounds of voting, the Regular Members of the Conference shall be polled to elect the Director-at-Large by majority (51%) vote.

In the event a Director resigns during his or her term, the Board shall poll its members via electronic or written means to select a successor Director by majority (51%) vote. In the event a successor Director is not elected by majority vote of the remaining Directors within three (3) rounds of voting, the Regular Members of the Conference shall be polled to elect a successor Director by majority (51%) vote. A successor director shall complete the term of the resigning Director. Subject to the provisions for extended terms of the Treasurer and Secretary set forth in Section 3.03(b)(2), no person may serve more than a single term in the same Board position.

Section 3.04 Confidentiality and Distribution of Information

A detailed membership list for the purpose of mailing minutes, notices, or advisory documents will be maintained by the Board. The detailed membership list is not for public distribution. The Board will mail Conference correspondence only to RM Designees and AM Designees. An abbreviated membership list will be distributed to the members (both Regular and Associate) to assist with internal communications. Any member may decline to have its name on the abbreviated membership list if so desired. Members of the Board of Directors will be mailed individual copies of agendas, minutes, and other pertinent Conference documents.

Article Four Meetings

Section 4.01 Working Group (“WG”) Committee Meetings

Meetings of the WG Committees designated in Article Five hereunder should occur on the Wednesday before the General Membership Meetings. Ad-hoc WG Committee meetings may be held at the discretion of the WG Committee Chairman.

Section 4.02 Board of Directors Meetings

Meetings of the Board of Directors should occur on the Wednesday after the WG Committee Meetings and prior to the General Membership Meetings, and as required for Special Meetings of the Board subject to Section 4.04 hereunder.

Section 4.03 General Membership Meetings

“General Membership Meetings,” which term shall mean meetings of Regular Members and Associate Members outside of WG Committees or meetings of the Board of Directors, should be scheduled on the third Thursday in the months of January, May, and October of each year at a location and venue determined by the Board.

Section 4.04 Special Meetings of the Board

Special meetings of the Board may be called at any time by majority (51%) vote of the individual Directors. Special meetings may be held by physical meeting, conference call, or any other electronic medium. Voting to hold a special meeting may be done by telephone, fax, email, or any other electronic medium submitted to the Board. The Secretary of the Board shall tally votes to hold a special meeting and notify the individual Directors if sufficient votes were obtained. Voting at a special meeting shall require a quorum as described in Section 4.05 hereunder.

Section 4.05 Quorum and Voting at Board and Committee Meetings

(a) Quorum

Before a vote can be taken by the Board or Committee at any regular or special meeting, a quorum must be present or represented by a signed ballot, or represented by an email message from the absent voting Board or Committee Member submitted to the Secretary of the Board.

(1) Board Quorum

A quorum for the Board of Directors requires at least three (3) individual Directors to be present, among which must be the Chairman of the Board or Vice-Chairman of the Board.

(2) Sub-Committee Quorum

A quorum for sub-committees (if so created by the Board) requires at least fifty one (51%) percent of eligible voting members of the sub-committee to be present.

(3) Working Group Committee Quorum

A quorum for WG Committees (as defined in Section 5.01(a) hereunder) requires at least fifty one (51%) percent of eligible voting members (as defined in Section 5.01(a)) to be present, among which must be the Chairman of the WG Committee.

(b) Voting

The Board and Committees may vote by voice, writing, email, or other electronic medium. The Secretary of the foregoing bodies shall tally all votes, and provide the results to the Chairman of the Board or Committee Chairman. In the event a present Director or Committee Member abstains from voting and an even deadlock results, the Board or Committee shall submit the issue to the Chairman of the Board who shall provide the binding vote (the “Ex Cathedra Vote”). By majority vote, the Board may allow Associate Members who are members of WG Committees to vote on Committee Recommendations; the Board shall, if such voting is authorized, provide written notice (which may include e-mail or other electronic medium) of voting authorization to each WG Committee Chairman. The Board’s approval of the foregoing Associate Member voting authority may be on a “per-issue” or “per-WG Committee” basis, which shall be specified in the notice of authority provided to the WG Committee Chairman. The WG Committee Chairman shall then advise the Associate Members of that WG Committee that they may vote on WG Committee Recommendations.

Section 4.06 Proxies

The Conference allows voting by proxy. A Director or Member may designate one (1) person (the “Designated Proxy”) who may vote on the Director’s or Member’s behalf in accordance with these Bylaws. The name of each Designated Proxy shall be provided to the Secretary of the Board. The Director or Member may at any time withdraw the right of a Designated Proxy to vote by providing written notice (including via e-mail or other electronic method) to the Secretary of the Board.

Article Five Authority for Operation

Section 5.01 Distribution of Authority

The Conference has adopted the following management and voting structure. Regular Members vote to elect Directors pursuant to Section 3.03(b). Regular Members may also join the committees designated below (collectively referred to herein as “WG Committees”). The WG Committees discuss and vote on specific areas of interest (“WG Committee Recommendations”) to the Conference. WG Committee Recommendations are provided to the Board (or any sub-committee created and specified by the Board); the Board (or a Board designated sub-committee) will provide the binding vote on behalf of the Conference. The Board is therefore the body that holds binding authority for all matters within the Conference’s purview. In the event that the Conference wishes to pursue an issue not otherwise described in these Bylaws, the Board shall dispense with the matter in its sole discretion. The Board may create sub-committees to assist with Conference business. Any sub-committee created by the Board shall operate and be staffed in the Board’s sole discretion.

In the event these Bylaws do not otherwise describe a power necessary to conduct Conference business, said power shall reside solely with the Board. Notwithstanding the foregoing, the Board, Committees, and Conference’s collective members may not consider or pursue any matters which would violate the Conference’s tax-exempt mission, or otherwise result in

termination of the Conference's tax exempt status pursuant to any provision of Title 26 of the United States Code (the "IRC") and its related regulations.

(a) Working Group Committees

The Conference may utilize working group committees ("WG Committees") which shall include the positions set forth in Sections 5.01(a)(1) and (2). The Board shall have the exclusive authority to approve the formation of WG Committees. WG Committees may be composed of Regular Members and Associate Members. These WG Committees are charged with discussing and developing WG Committee Recommendations related to their areas of interest. WG Committee Recommendations must be approved at meetings by a majority (51%) of present WG Committee members who are eligible to vote on Committee Recommendations. WG Committee Members who are Regular Members are eligible to vote on WG Committee Recommendations. Associate Members who are WG Committee Members may also vote on WG Committee Recommendations, provided that Board approval is first obtained pursuant to the procedures set forth in Section 4.04(b). All approved WG Committee Recommendation will be presented to the Board for evaluation and approval on behalf of the Conference. Each WG Committee shall have a Chairman whose powers are more fully defined in Article Six hereunder.

(1) Working Group Committee Chairman

The Directors shall nominate and by majority (51%) vote of the Directors appoint a Regular Member to serve as Committee Chairman for each WG Committee. In the event of a statistical tie, voting shall occur amongst the Directors in subsequent rounds until a Regular Member obtains the highest number of votes to serve as Chairman of a WG Committee.

(2) Working Group Committee Secretary

Subject to the same voting requirements as set forth in Section 5.01(a)(1), the Directors shall appoint a Secretary of the WG Committee. The Secretary shall tabulate the results of voting for WG Committee Recommendations, and otherwise assist the WG Committee Chairman in furtherance of the WG Committee's functions.

In the event a WG Committee Chairman resigns, the Board of Directors shall hold a special meeting to fill a WG Committee position by majority vote. The successor appointee shall serve the remaining term of the resigning WG Committee ~~Member~~ Chairman.

Article Six Duties and Powers

Section 6.01 Duties and Powers of Chairmen

(a) Chairman of the Board of Directors

The duties of the Chairman shall include, but not be limited to, presiding at all meetings; plan and present all matters requiring Board action and the expeditious processing of said matters to a conclusion; direct the activities of the Board and Committees; serve as ex-officio member of all Committees; and conduct Conference business in accordance with

the policies set by the Board to assure representation on all matters of concern to the Conference. The Chairman will be a Regular Member of the Conference and serve a three (3) year term after being elected pursuant to Article Section 3.03(b)(1).

(b) Working Group Committee Chairmen

The Chairman of each WG Committee shall preside at all WG Committee meetings; plan and present all matters requiring WG Committee action and the expeditious processing of said matters to a conclusion; direct the activities of his or her respective WG Committee; bring WG Committee matters and opinions to the attention of the Board; and where necessary, vote to break any deadlocks solely with respect to WG Committee business so that any WG Committee Recommendations may be brought to the Board's (or Board designated sub-committee's) attention for a binding vote. As set forth in Section 4.05(b), the Chairman of the Board of Directors shall provide the Ex Cathedra Vote to break any voting deadlocks of the Board or WG Committees.

Section 6.02 Duties of the Vice-Chairman of the Board

The duties of the Vice Chairman shall include, but not be limited to, assuming the duties of the Chairman at death or in his absence; acting as liaison with other Committees and keeping the Chairman informed of various programs; and assisting the Chairman as required. The Vice Chairman will be a Regular Member of the Conference and serve a three (3) year term.

Section 6.03 Duties of the Secretary of the Board

The duties of the Secretary shall include, but not be limited to, the call of all meetings, and when required for voting or balloting purposes, the Secretary shall: take, keep, and maintain minutes and/or records of all meetings and forward to the Chairman or Vice Chairman for approval; conduct correspondence on behalf of the Conference or Committees and/or other official correspondence as may be furnished him; process membership applications, maintain membership rolls, including names, addresses and class of membership; and any other duties as assigned by the Chairman. The Secretary will be a Regular Member of the Conference and serve a three (3) year term.

Section 6.04 Duties of the Treasurer of the Board

Duties of the Treasurer shall include, but not be limited to, serving as custodian of all Conference funds; keep a strict accounting of all receipts and expenditures; collect and receive all monies due the Conference and pay only such expenditures as have been authorized by the Board; deposit all Conference funds in suitable checking or savings institutions; insure that signature cards on file with the banks bear the signature of the Chairman of the Board, Vice Chairman of the Board, Board Secretary and Treasurer; and to make arrangements at the direction of the Chairman of the Board for meeting places for General Membership Meetings. The Treasurer will be a Regular Member of the Conference and serve a three (3) year term.

Section 6.05 Vacancies

Vacancies of Committee Chairmen shall be filled by appointment by majority vote of the Board of Directors. Any person so appointed by the Chairman of the Board of Directors shall complete the term of the vacated position.

Article Seven

Miscellaneous Provisions

Section 7.01 Amendments to the Bylaws

(a) Amendments at General Membership Meetings

The Regular Members may, by two-thirds (2/3) majority, vote to submit proposed written amendments to the Bylaws (“Proposed Amendments”) to the Board at any General Membership Meeting. At the next General Membership Meeting, the Regular Members may approve any Proposed Amendments by two-thirds (2/3) majority.

(b) Amendments between General Membership Meetings

The Regular Members may, by two-thirds (2/3) majority, vote on Proposed Amendments between General Membership Meetings via email. The Regular Members shall submit their emailed votes to the Secretary of the Board, who shall tally the votes and provide the result of the vote to the Board.

For purposes of Sections 7.01(a) and (b), the referenced two-thirds (2/3) majority shall be based on the number of Regular Members of the Conference at the time of the vote, not actual votes submitted.

Section 7.02 Captions

Captions contained in these Bylaws are inserted only as a matter of convenience and reference and in no way define, limit, extend, or describe the scope of these Bylaws or the intent of any provision hereof.

Section 7.03 Construction

Whenever the context may require, any pronouns used herein shall include the corresponding masculine, feminine, or neuter forms, and the singular form of nouns and pronouns shall include the plural and vice versa. Unless the context clearly indicates otherwise, “including” means “including, without limitation”.

Section 7.04 Severability

Every provision of these Bylaws is intended to be severable. If any term or provision hereof is illegal or invalid for any reason whatsoever, such illegality or invalidity shall not affect the validity of the remainder of the terms or provisions within these Bylaws.

Section 7.05 Entire Agreement

These Bylaws embody the entire agreement and understanding between the Members with respect to the subject matter hereof, and supersede all prior agreements and understandings between such Members relating to the subject matter hereof.

Section 7.06 Compliance with Applicable Laws

It is the Conference’s intention that these Bylaws comply with and be construed in accordance with the laws of the United States, the individual states, any state or local government, and agencies and administrative bodies of the foregoing sovereigns and authorities, including, but not limited to IRC § 501(c)(6) and its related regulations.

Section 7.07 Indemnity

The Conference shall indemnify the Directors against actual and necessary expenses, costs, and liabilities incurred in connection with the defense of any pending or threatened action, suit or proceeding to which a Director is made a party by reason of his acting or having acted in an official capacity on behalf of the Conference. Such indemnification shall not be exclusive of any other rights of indemnity to which the indemnified party may be entitled. Notwithstanding any other provision hereof to the contrary, no person shall be entitled to indemnity hereunder if the acts giving rise to the liability constituted willful misconduct, breach of fiduciary duty, self-dealing, and/or bad faith. The Conference shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of fact that he or she is or was a Director of the Conference or is or was serving at the request of the Conference as a Director.

Section 7.08 Dissolution


The Conference may elect to wind up its affairs and voluntarily dissolve by the vote of a majority of the Regular Members. Upon dissolution of the Conference, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this Corporation shall be distributed exclusively for purposes within the scope of sections 501(c)(3) or (6) of the IRC.

Section 7.09 Affiliation with Interested Parties

Persons, entities, or groups (collectively “Interested Parties”) which have an interest in Conference business (such as regulatory bodies, government agencies, journalists, military services, law firms, or fish spotters), but which are not otherwise eligible for membership in the Conference may participate in Conference meetings solely at the discretion and invitation of the Board. The terms of Interested Parties’ participation shall be exclusively provided by the Board. Interested Parties may only participate in WG Committees with the consent of individual WG Committee Chairman. Interested Parties shall have no voting rights.

[Signature page follows]

The undersigned Chairman of the Board of the Conference hereby certifies that the foregoing Bylaws were adopted by the Conference as of the 9th day of November 2017.

By: 
Title: Chairman of the Board