

**BYLAWS**  
**OF**  
**CHOOSE AEROSPACE, INC.**

ARTICLE I

NATURE AND PURPOSE OF CORPORATION

1.1 Nonprofit Organization. As a nonprofit corporation organized pursuant to the provisions of the Oklahoma Nonprofit Corporations Statutes, Choose Aerospace, Inc. (“Corporation”) shall have no capital stock and no shareholders, and no part of the net earnings, income, or profit of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private individual except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its charitable purposes.

1.2 Purposes. Choose Aerospace, Inc. is a 501(C)(3), nonprofit organization dedicated to promoting aerospace technical careers by facilitating a scholarship program to support and educate future aerospace maintenance professionals, raising national awareness of the importance of the aviation field, and other charitable causes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). Choose Aerospace, Inc. is expressly not permitted or empowered to engage, other than in any insubstantial part of its activities, in any activities that do not further one or more of the purposes set forth above or as otherwise permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II

BOARD OF DIRECTORS

2.1 Permanent Board. The Board of Directors shall be composed of no fewer than three (3) members, which may be subsequently amended by majority vote of the members of the Board.

2.2 Term of Office of Directors; Succession. The term of office of each member shall be three (3) years. Whenever the Board of Directors shall by resolution increase or decrease the number of members of the Board of Directors, such increase or decrease shall be arranged so that, as nearly as possible, the terms of office of one-third (1/3) of the members of the Board of Directors shall continue to expire each year thereafter. The term of office of each member shall commence upon the adjournment of the annual meeting at which such member is elected. A director shall be eligible for reelection to succeed himself or herself.

2.3 Qualifications of Members. Members of the Board of Directors shall be at least eighteen (18) years old and may reside within or without the State of Oklahoma at the time of their election.

2.4 Authority. The Board of Directors shall manage the business and affairs of the Corporation and may exercise all powers of the Corporation, subject to any restrictions imposed by law, the Articles of Incorporation, or these Bylaws.

2.5 Annual Meeting. The annual meeting of the Board of Directors for the purpose of electing directors and officers and transacting such other business as may be brought before the meeting shall be held each year. The Board of Directors may by resolution provide for the time and the place of other regular meetings, and no notice of such regular meetings need be given. Special meetings of the Board of Directors may be called by the President or by any two (2) members of the Board of Directors, and written notice of the time and place of such meeting shall be given to each member of the Board of Directors by first class or email, or in person at least two (2) days before the meeting. Any member of the Board of Directors may execute a waiver of notice either before or after any meeting and shall be deemed to have waived notice if he or she is present at such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be stated in the notice or waiver of notice of such meeting.

2.6 Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting. When a quorum is present, the vote of a majority of directors present shall be the act of the Board of Directors, unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws.

### ARTICLE III

#### OFFICERS

3.1 In General. The officers of the Corporation shall consist of a President, a Vice-President, and a Secretary/Treasurer. Each officer shall hold office until the end of the annual meeting of the Board of Directors next following the date of his or her election and until his or her successor has been elected and has qualified, or until his or her earlier resignation, removal from office, or death. Any two or more offices may be held by the same person, except that the same person shall not be both President and Secretary.

3.2 President. The President shall give general supervision and direction to the affairs of the Corporation, subject to the direction of the Board of Directors.

3.3 Vice President. The Vice President shall act in the case of the absence or disability of the President and shall have other duties as may be assigned by the President or the Board of Directors.

3.4 Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the maintenance of proper financial books and general records of the Corporation, and shall have custody of its funds and other assets. If no Vice President has been appointed/elected, the Treasurer shall act in the case of the absence or disability of the President and shall have other duties as may be assigned by the President or the Board of Directors.

3.5 Other Authority and Duties. Each officer, employee, and agent of the Corporation shall have such other duties and authority as may be conferred upon him or her by the Board of Directors or delegated to him or her by the President.

3.6 Removal. Any officer may be removed at any time by the Board of Directors, and such vacancy may be filled by the Board of Directors.

3.7 Compensation. No salaries shall be paid to members of the Board of Directors or officers for their services in such capacity, but the Board of Directors may authorize reimbursement of expenses incurred by them on behalf of the Corporation. The Board of Directors may authorize reasonable compensation for the services of any officers who serve as employees or agents of the Corporation and may authorize reasonable compensation for the services of any independent contractors who provide consulting, management, or other professional services to the Corporation.

#### ARTICLE IV

##### DEPOSITORIES, SIGNATURES, AND SEAL

4.1 Depositories. All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks, or other financial institutions as the Board of Directors may from time to time designate and shall be drawn out on checks, drafts, or other orders signed on behalf of the Corporation by such person or persons as the Board of Directors may from time to time designate.

4.2 Execution of Legal Instruments. All contracts, deeds, and other instruments shall be signed on behalf of the Corporation by the President, the Corporation's Executive Director, or by such other officer, officers, agent, or agents as the Board of Directors may from time to time provide.

#### ARTICLE V

##### INDEMNITY

5.1 Actions Against Directors and Officers. The Corporation shall indemnify, to the fullest extent permitted by the Oklahoma Non-Profit Corporation Statutes and, if applicable, Section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a director or officer of the Corporation against liability incurred in the proceeding, if such individual conducted himself or herself in good faith,

and (1) in the case of conduct in his or her official capacity, reasonably believed his or her conduct was in the best interests of the Corporation, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of the Corporation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

5.2 Advance for Expenses of Directors and Officers. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding because such individual is a director or officer in advance of final disposition of the proceeding, if:

(1) The director or officer furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Article 5.1 above or that the proceeding involves conduct for which liability has been eliminated by the Corporation's Articles of Incorporation; and

(2) The director or officer furnishes the Corporation a written undertaking to repay any advances if it is ultimately determined that the director or officer is not entitled to indemnification.

The written undertaking required by paragraph (2) above must be an unlimited general obligation of the director or officer but need not be secured and may be accepted without reference to financial ability to make repayment.

## ARTICLE VI

### CONFLICT OF INTEREST POLICY

In order to ensure that the management and operation of the Corporation shall be operated in accordance with the highest levels of professional excellence and service to the public, the Directors of the Corporation shall approve, adopt and ratify, and the actions of all officers and directors of the Corporation shall be governed and controlled by, the Conflict of Interest Policy attached to these Bylaws and incorporated herein by this reference.

## ARTICLE VII

### AMENDMENT OF ARTICLES OF INCORPORATION OR BYLAWS

The Board of Directors shall have the power to alter and amend the Certificate of Formation or Bylaws and to repeal the Bylaws or to adopt new Bylaws. Action by the directors with respect to the Certificate of Formation or Bylaws shall be taken by an affirmative vote of a majority of all of the directors then in office.

## ARTICLE VIII

DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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[CONFLICT OF INTEREST POLICY ATTACHED]