

**BYLAWS  
OF  
ORGANIZATION OF BLACK AEROSPACE PROFESSIONALS, INC.**

***ARTICLE I  
Offices***

Section 1. Name. The name of this corporation is the Organization of Black Aerospace Professionals, Inc. (“OBAP”).

Section 2. Principal Office. OBAP may have such offices, either within or without the State of Illinois, as may be designated from time to time by resolution of the Board of Directors (the “Board”), one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. OBAP shall maintain a registered office and registered agent in the State of Illinois. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Illinois Secretary of State pursuant to the provisions of the Chapter 805, Illinois Compiled Statutes, General Not For Profit Corporation Act of 1986 (the “ILCS”).

Section 4. Organization. OBAP shall govern itself in accordance with the laws of the State of Illinois and its Articles of Incorporation.

***ARTICLE II  
Membership***

Section 1. Classes of Members. OBAP shall have one (1) class of Regular Members and one (1) class of Associate Members designated as follows:

Regular Members - Voting  
Associate Members - Non-voting

Section 2. Qualifications. In addition, members specified in Section 1 of this Article shall at all times meet the following qualifications:

(a) Regular Members. Regular Members shall at all times be:

- (i) Active, formerly active, or retired aerospace professionals;
- (ii) Persons who are interested in the aerospace industry and support the OBAP’s mission and goals to “enhance, advance and promote educational opportunities in aviation and mentor our youth;”

- (iii) Accredited institutions that are listed in the most current edition of the “Higher Education Directory” with an existing or planned aviation program or course

offerings in the aviation field. Each institutional member shall appoint one person to serve as its member representative.

(iv) Corporations that support OBAP's mission and goals to "enhance, advance and promote educational opportunities in aviation and mentor our youth." Each corporate member shall appoint one person to serve as its member representative.

(b) Associate Members. Associate Members shall at all times be twenty-three (23) years of age or younger, and enrolled in an educational institution or have attended an ACE ("Aviation Career Education") Academy.

Section 3. Dues. The Board of Directors may at any meeting of the Board fix, change, amend or adjust the dues and donations applicable to the classes of members enumerated in these Bylaws, without amending the Bylaws. Regular Member delinquent in the payment of dues shall not be entitled to vote.

Section 4. Termination of Membership. Membership in the OBAP may be terminated as follows:

(a) The failure of a member to pay dues within thirty (30) days after the mailing of a second notice of dues payable or to meet other qualifications required for membership may result in the delinquent member's membership being terminated.

(b) In addition, any member may be expelled from membership, for good cause shown which may include, but is not limited to, conduct determined to be detrimental to the purpose, philosophy or intent of the OBAP, by an affirmative vote of a super-majority (66%) of the directors then in office or by a majority (51%) of the Regular Members. Members shall be entitled to thirty (30) days written notice of the directors or the Regular Members' intent to terminate his or her membership.

(c) In addition, the membership of an individual shall terminate upon the death of the member.

Section 5. Transfer of Membership. A member may not transfer a membership or any right arising from a membership.

Section 6. Privileges of Membership.

(a) Voting. Except to the extent that the voting rights of members are enlarged, limited or denied by these Bylaws, each Regular Member who has paid the dues required for that class shall have one vote upon each matter submitted to a vote at any meeting of the OBAP, annual or special, and may vote either in person or by proxy. Associate members shall not have voting privileges.

(b) Other Privileges. Regular Members shall be eligible to be officers or directors of the OBAP. Other membership privileges include participation in various activities,

programs and publications of the OBAP as may be designated from time to time by the Board of Directors.

Section 7. Membership Year. Annual memberships shall extend for twelve (12) months from the first day of the month membership dues are due.

Section 8. Annual Meeting. The annual meeting of members, for the purpose of electing directors and for the transaction of such other business as may come before the meeting, shall be held in the month of August in each year, at such time and place as the Board of Directors may determine, either within or outside the State of Illinois; provided, however, that if the meeting is not held in the month of August for any reason, it shall be held as soon thereafter as is practicable. At each annual meeting of members, a report on the activities and financial condition of the OBAP shall be presented.

Section 9. Regular Meetings. Regular meetings of the members shall be held at such time and place either within or outside the State of Illinois as the Board of Directors may determine.

Section 10. Special Meetings. Special meetings of the members may be held at any time and place either within or outside the State of Illinois for any purpose or purposes, unless otherwise prescribed by the ILCS, on call of the Chair or Secretary, and shall be called by the Secretary on written request signed and dated by not less than twenty percent (20%) of all members of the OBAP entitled to vote describing one or more purposes for which the meeting is to be held.

Section 11. Adjourned Meetings. Unless otherwise provided by the ILCS, if an annual, regular or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment.

Section 12. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any meeting shall be given by oral or written notice delivered personally to each member in one of the methods described in Article V hereof not less than five (5) days prior thereto and not more than sixty (60) days prior thereto; provided, however, that in the case of a meeting to remove one or more directors or to consider a merger, consolidation, dissolution, sale, lease or exchange of assets, notice shall be provided to each member not less than twenty (20) days nor more than sixty (60) days prior thereto. The purpose of and the business to be transacted at any special meeting of the members shall be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the ILCS or under the provisions of the Articles of Incorporation or Bylaws of the OBAP, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance

of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### Section 13. Fixing of Record Dates.

(a) Record Date for Notice. The Board of Directors may fix a future date as the record date for determining the members entitled to notice of a members' meeting; provided, however, that the record date is not more than sixty (60) days before the meeting. If no such record date is fixed, members at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. However, if a meeting is held without notice, the determination of who is entitled to waive notice is made as of the close of business on the business day preceding the day on which the meeting is held.

(b) Record Date for Voting. The Board of Directors may fix a future date as the record date for determining the members entitled to vote at a members' meeting. Provided, however, that the record date is not more than sixty (60) days before the action requiring a determination of the members occurs. If no such record date is fixed, members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting.

(c) Record Date for Exercise of Other Rights. The Board of Directors may fix a future date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any lawful action. If no such record date is fixed, members at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, or the 60th day before the date of such other action, whichever is later, are entitled to exercise such rights.

Section 14. Quorum and Manner of Acting. Five Percent (5%) Regular Members entitled to vote shall constitute a quorum for consideration of such matter at a meeting of members. The vote of a majority (51%) of the Regular Members entitled to vote represented at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by the ILCS, the Articles of Incorporation or Bylaws of the OBAP. The intent is that a quorum of entitled members must be aware of and allowed the opportunity to participate in any election or voting process, either by being physically present at a meeting or by having the opportunity to vote via mail, email, or other electronic means as designated by the Board of Directors. Valid votes of the majority (51%) of the Regular Members entitled and participating in the voting shall be the act of the members, unless the act of a greater number is required by the ILCS, the Articles of Incorporation or Bylaws of the OBAP. Though less than a quorum of the members is represented at a meeting, a majority of the members (51%) so represented may adjourn the meeting from time to time without further notice.

Section 15. Meetings by Telephone or Other Communication Technology. Any or all Regular Members may participate in a regular or special meeting or in a committee meeting of the members by, or conduct the meeting through the use of, a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communications by means of which all persons participating in the meeting can communicate

with each other. Participation in such meeting shall constitute attendance in person

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at the meeting of the person or persons so participating. Such meetings shall not be combined with an in person meeting. The meeting shall either be conducted in person or through communication technology.

Section 16. Conduct of Meetings. The Chair of the Board, and in his or her absence, the Vice-Chair, and in their absence any person chosen by the members present shall

call the meeting of the members to order and shall act as chair of the meeting, and the Secretary of the OBAP shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 17. Inspectors. At any meeting of the members, the chairman of the meeting may, or upon the request of any members shall, appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of votes represented at the meeting, count all votes, and report the results. Inspectors shall do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members.

Section 18. Action by Written Ballot. With regard to any action that may be taken at an annual, regular or special meeting of members (including the election of directors and/or officers), a member may vote by mail, e-mail, or other electronic means on printed or electronic ballot forms provided by the OBAP. Not less than 30 days prior to the date set for such action, the OBAP shall mail or e-mail a ballot form or instructions for accessing an electronic or Internet accessed ballot form, to each member eligible to vote at the member's e-mail or regular mail address of record with the OBAP. The ballot form shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. The ballot form may not be revoked. Any solicitation for votes by written ballot shall (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; and (iii) specify the time by which a ballot must be delivered to the OBAP in order to be counted, which time shall not be less than three (3) days after the date that the OBAP delivers the ballot.

Section 19. Action by Written Consent of Members.

(a) Any action required by the Articles of Incorporation or Bylaws of the OBAP, or any provision of the ILCS, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed and dated by either: (i) all of the members of entitled to vote with respect to the subject matter thereof, or (ii) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting.

(b) If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only: (i) if, at least five (5) days prior to the effective date of

such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (ii) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those member entitled to vote who have not consented in writing. The required

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written consent may be communicated by electronic means pursuant to ILCS Section 101.80(p).

Section 20. Presumption of Assent. A member of the OBAP who is present at a meeting of the members, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such member's dissent shall be entered in the minutes of the meeting or unless such member shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the OBAP immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

### ***ARTICLE III*** ***Board of Directors***

Section 1. General Powers. The affairs of the OBAP shall be managed by its Board of Directors.

Section 2. Number and Qualifications of Directors.

(a) The number of directors shall be fixed at eleven (11). No amendment of this section shall reduce the number of directors to less than the number required by the ILCS.

(b) The directors specified in this Section 2 shall at all times be Regular Members of the OBAP who:

(i) are in good standing and who are not delinquent in the payment of dues.

(ii) consistently participate in the OBAP's organizational affairs.

(iii) have exhibited prior organizational leadership roles or other demonstrated leadership experience.

(iv) have documented work experience, educational skill-sets or professional experience that indicates an ability to successfully lead the Organization.

(c) Directors need not be residents of the State of Illinois.

Section 3. Election and Term.

(a) Method of Election. Succeeding directors of OBAP shall be elected by the Regular Members at the annual meeting of the members and shall be elected by Plurality

vote.

(b) Term of Office. Directors shall hold office from the first day of January following the annual conference for a term of three (3) years, or until their successors have been elected and qualified.

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The Board of Directors shall initially classify directors with respect to the time for which they shall hold office by dividing them into three (3) classes, each class to consist of as nearly as possible, an equal number of directors. The directors of the first class shall hold office for an initial term of one (1) year, and the directors of the second class for an initial term of two (2) years, and the directors of the third class for an initial term of three (3) years. At the close of each annual meeting of OBAP, the successors to the class of directors whose terms expire that year shall commence to hold office for a term of three (3) years, or until their successors have been elected and qualified. In the event of an increase in the number of directors, the existing directors shall assign the newly created directorship(s) to the appropriate class or classes so that the three (3) classes shall continue to consist of, as nearly as possible, an equal number of directors. Any director who has served for three (3) consecutive full terms shall be ineligible for re-election for a period of one (1) year immediately following the expiration of the third full term.

Section 4. Advisory Directors. A person who has served for at least six (6) years on the Board of Directors may be elected as an advisory director by the Board at any regular or special meeting. The Board of Directors, in its discretion, may also appoint other individuals to serve as advisory directors upon such conditions as the Board deems appropriate. Advisory directors shall serve at the discretion of the Board. Advisory directors may be invited to undertake special assignments at the request of the Board of Directors but shall not be entitled to vote.

Section 5. Resignation. A director may resign at any time by filing a written resignation with the Chair or the Secretary of the OBAP. Any director who fails to attend two (2) consecutive meetings of the Board of Directors or one-half of the meetings in a calendar year without being excused may be deemed to be a resignation by the director. The Secretary shall provide twenty (20) days notice of intent to remove a board member to all members of the Board prior to such meeting.

Section 6. Removal. A director may be removed from office with or without cause by the sixty-six percent (66%) of the Regular Members present and voting in person either at a regular meeting or at any special meeting called for that purpose.

Section 7. Vacancies. In the event a vacancy occurs in the Board of Directors that causes the number of Board Members to drop below three (3) directors, an interim director shall be elected by the directors of OBAP specified in Section 2 of this Article, whether or not a quorum. An interim director shall serve until a successor is elected upon expiration of the term of office for that director.

Section 8. Compensation. Directors of the OBAP shall not receive compensation for serving as directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the OBAP. In addition,

directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors. Compensation decisions shall be made in compliance with the OBAP's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

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Section 9. Reimbursement by Directors. Any payments made to a director, including those for reimbursements of expenses, which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such director to the OBAP to the full extent of such disallowance. In lieu of payment by the director from whom reimbursement is sought, subject to a determination made by the remainder of the directors, amounts may be withheld from his or her future reimbursement payments until the amount owed to the OBAP has been recovered.

#### ***ARTICLE IV*** ***Meetings of the Board***

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of August in each year, at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting; provided, however, that if the meeting is not held in the month of August for any reason, it shall be held as soon thereafter as is practicable.

Section 2. Regular Meetings. The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 3. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ILCS, on call of the Chair of the Board or Secretary, and shall be called by the Secretary on the written request of any twenty (20%) of the directors.

Section 4. Meetings by Telephone or Other Communication Technology. Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communications by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance in person at the meeting of the person or persons so participating.

Section 5. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty eight (48) hours



prior thereto. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting unless required by the ILCS.

(b) Methods of Giving Notice. Notice of any annual or special meeting of directors, and any other notice required to be given under these Bylaws or the ILCS may be communicated in person, by telephone, telegraph, teletype, e-mail, facsimile or other form of

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wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(c) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the ILCS or under the provisions of the Articles of Incorporation or Bylaws of the OBAP, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Chair. At all meetings of the Board, the Chair, or in his or her absence, the Vice-Chair, or in his or her absence, a chairman chosen by a majority of the directors present shall preside.

Section 7. Quorum. A majority (51%) of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority (51%) of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the ILCS, or the Articles of Incorporation or Bylaws of the OBAP.

Section 9. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the OBAP, or any provision of the ILCS, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. The required written consent may be communicated by electronic means pursuant to ILCS Section 101.80(p). Such consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting.

Section 10. Presumption of Assent. A director of the OBAP who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate

matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the OBAP immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

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Section 11. Voting and No Proxies. At any meeting of the Board of Directors, every director entitled to vote may vote in person. Each director shall have one vote. Directors shall not vote by proxy.

Section 12. Committees.

(a) Power to Create and Abolish. The Board by resolution may create or abolish one or more committees, each consisting of two (2) or more directors designated by the Board of Directors, having such powers and duties, not inconsistent with subsection (c) hereof or any existing delegation of powers to a committee of directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. All committee members shall serve at the pleasure of the Board.

(b) Executive Committee. The Board of Directors by resolution may create an executive committee consisting of three or more directors designated by the Board of Directors, having such powers and duties, not inconsistent with subsection (c) hereof or any existing delegation of powers to a committee of directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. Additionally, any executive committee shall have and may exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the OBAP; provided, however, that all actions of the Executive Committee shall be presented at the next meeting of the Board of Directors for ratification by the full Board of Directors. Any executive committee serves at the pleasure of the full board of directors and may be dissolved by vote of the Board of Directors at any time.

(c) Nondelegable Powers; Alternative Members; Rules of Committees. The Board may delegate to any such committee that consists solely of Board members any of the authority of the Board, except in reference to the following matters: (i) adopting a plan for the distribution of the assets of the OBAP or for dissolution; (ii) filling vacancies on the Board or on any committee of the Board; (iii) electing, appointing or removing any officer or director or member of any committee, or fixing the compensation of any member of a committee; (d) adopting, amending, or repealing the bylaws or the articles of incorporation; (iv) adopting a plan of merger or adopting a plan of consolidation with another OBAP, or authorizing the sale, lease, exchange,

or mortgage of all or substantially all of the property or assets of the OBAP; (v) amending, altering, repealing, or taking action inconsistent with any resolution or action of the board of directors when the resolution or action of the board of directors provides by its terms that it shall not be amended, altered or repealed by action of a committee; (vi) the Board of Directors may create and appoint persons to a commission, advisory body or other such body which may or may not have directors as members, which body may not act on behalf of the OBAP or bind it to any action but may make recommendations to the board of directors or to the officers. All members of the Board who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the Executive Director or the chairman of such meeting. Each committee of directors shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board, and shall make such reports to

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the Board of its activities as the Board may request. Absent such rules, a majority of the members of each committee shall constitute a quorum for purposes of conducting committee business and a vote of a majority of the committee members shall be a vote of the committee.

(d) Service by Non-board Members on Board Committees. The Board of Directors may also designate persons who are not directors to serve as voting members of any such committee with the exception of the Executive Committee so long as a majority of the committee's membership consists of members of the Board of Directors.

#### ***ARTICLE V*** ***Methods of Giving Notice***

Notice of any annual, regular or special meeting of members, any annual or special meeting of directors, and any other notice required to be given under these Bylaws or the ILCS may be communicated in person, by telephone, telegraph, e-mail, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier, and, if these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. Oral notice is effective when communicated. Written notice is effective at the earliest of the following:

(a) When received.

(b) Five days after its deposit in the U.S. mail, as evidenced by the postmark, if mailed postpaid and correctly addressed.

(c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

#### ***ARTICLE VI*** ***Officers***

Section 1. Number. The principal officers of the OBAP shall be a Chair, a Vice Chair, an Executive Director, a Secretary, and a Treasurer, each of whom shall be elected by the

Board of Directors. The Board of Directors may elect such other officers and assistant officers and agents as may be deemed necessary. Officers, other than the Executive Director, shall be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the OBAP shall be elected by the Board of Directors at the annual meeting of the directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is practicable. Each officer shall hold office from the close of the annual meeting for a term of one

(1) year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

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Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the OBAP will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment 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. Chair and Vice-Chair of the Board. The Chair of the Board shall call and preside at all meetings of the Board of Directors, shall be, ex officio, a voting member of all committees of the Board of Directors, and shall be the liaison between the Executive Director and the Board of Directors. The Vice-Chair shall serve in this capacity in the absence of the Chair or in the event of the Chair's death or inability or refusal to act.

Section 6. The Executive Director. The Executive Director shall be the principal executive officer of OBAP and, subject to the control of the Board of Directors, shall in general supervise and control all of OBAP's business and affairs. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the Executive Director. In general, the Executive Director shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the members' and Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the ILCS; (c) be custodian of the corporate records and of the seal of the OBAP if one is authorized by the Board of Directors, in which case the Secretary shall see that the seal of the OBAP is affixed to all documents the execution of which on behalf of the OBAP under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section 8. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the OBAP, and for moneys due and payable to the OBAP from any source whatsoever, including the deposit of such moneys in the name of the OBAP in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (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 Chair or by the Board of Directors.

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Section 9. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 10. Compensation. Officers of the OBAP shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the OBAP. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors. Compensation and reimbursement decisions shall be made in compliance with the OBAP's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

## ***ARTICLE VII***

### ***Agents and Representatives***

The Board may appoint such agents and representatives of the OBAP with such powers and to perform such acts or duties on behalf of the OBAP as the Board may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

## ***ARTICLE VIII***

### ***Advisory Committees***

The Board may create one or more advisory committees. Each such committee may consist of any number of persons who are not directors and who the Board deems appropriate to serve on such committee. The Board at any time may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board. Such advisory committees shall advise with and aid the officers and directors of the OBAP in all matters designated by the Board. Each such committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

## ***ARTICLE IX***

## *Indemnification*

Section 1. Mandatory Indemnification. OBAP shall, to the fullest extent permitted or required by Sections 108.75(a)-(k), inclusive, of the ILCS, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the OBAP to provide broader indemnification rights than prior to such amendment), indemnify its directors and officers against any and all liabilities, and advance any and all reasonable Expenses incurred thereby in any proceeding to which any director or officer is a party because such director or officer is a director or officer of the OBAP. OBAP may indemnify its

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employees and authorized agents, acting within the scope of their duties as such, to the same extent as directors or officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such director or officer may be entitled under any written agreement, Board resolution, the ILCS or otherwise. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Sections 108.75(a)-(k) of the ILCS.

Section 2. Permissive Supplementary Benefits. OBAP may, but shall not be required to, supplement the foregoing right to indemnification against liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such directors, officers, employees or agents, whether or not the OBAP would be obligated to indemnify or advance Expenses to such director, officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such directors or officers.

Section 3. Private Foundations. Notwithstanding the foregoing, whenever the OBAP is a private foundation as defined in I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

## *ARTICLE X Conflict of Interest*

The Board of Directors shall adopt a comprehensive Conflict of Interest Policy.

## *ARTICLE XI Prohibition against Private Inurement; Prohibition against Loans*

No director, officer, employee of the OBAP, member of a committee of the OBAP, or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the OBAP, except that the OBAP can pay reasonable compensation for services rendered. OBAP shall not make loans to directors or officers.

## *ARTICLE XII Fiscal Year*

The fiscal year of the OBAP shall end on the last day of December in each year.

**ARTICLE XIII**  
**Corporate Acts, Loans, Deposits, and Funds**

Section 1. Corporate Acts. All officers and the Executive Director shall have authority to sign, execute and acknowledge on behalf of the OBAP, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the OBAP's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by the ILCS or directed by the Board of Directors, the Chair of the Board may authorize in writing any officer or agent of

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the OBAP to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the OBAP is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the OBAP, provided, however, that an attestation is not required to enable a document to be an act of the OBAP.

Section 2. Seal. The Board of Directors may provide a corporate seal and prescribe the form thereof.

Section 3. Loans. No moneys shall be borrowed on behalf of the OBAP and no evidences of such 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 specific instances.

Section 4. Deposits. All funds of the OBAP, not otherwise employed, shall be deposited from time to time to the credit of the OBAP in such banks, investment firms or other depositories as the Board of Directors may select.

Section 5. Contributions. Contributions may be made to OBAP by organizations and individuals. The Board may accept on behalf of the OBAP any contribution for the general purposes of the OBAP or for any specific purpose consistent with the purposes of the OBAP, but not contributions earmarked for a specific organization other than the OBAP. A separate accounting may, by resolution of the Board, be kept of all funds received and designated by the donor for a specific purpose. The Board may reject any contribution not consistent with the OBAP's purposes.

**ARTICLE XIV**  
**Regions**

Section 1. Creation and Existence. The Board of Directors may, in its discretion, create and abolish geographically based committees of the Corporation and assign them to a group of states or countries defined on **Exhibit A**, attached hereto and incorporated herein ("Regions"). **Exhibit A** may be updated from time to time to reflect changes in the geographical distribution of the Corporation's Regions.

Section 2. Purpose; Membership. Representatives of each Region shall promote the purposes of the Corporation as set forth in the Corporation's Articles of Incorporation, these

Bylaws, corporate resolutions and in policies adopted by the Board of Directors from time to time.

Section 3. Region Vice-President. Each Region shall elect a Vice-President to represent the Region. Regional Vice-Presidents shall serve for a term of two (2) years or until their successors are elected and qualified. Region Vice Presidents shall supervise and coordinate the functions and affairs of the Region and shall call meetings of the Region he or she represents .

Section 4. Prohibited Activities. No regional committee shall engage in any activity which may jeopardize the tax exempt status of the Corporation.

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Section 5. Revocation of a Region. The Corporation's Board of Directors may revoke a regional committee's status as a Region of the Corporation and upon such revocation any assets of the Corporation under the direction or control of the regional committee shall be remitted to the Corporation.

## ***ARTICLE XV*** ***Amendments***

Section 1. Proposed by the Directors. The Board of Directors may adopt a resolution setting forth any proposed amendment and directing that it be submitted to a vote at a regular or special meeting of the Voting Members.

Section 2. Voted by the Members. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the a majority (51%) of the Regular Members of OBAP at any regular or special meeting thereof at which a quorum is present at the time of the vote.

Section 3. Implied Amendments. Any action taken or authorized by the Board of Directors or members having voting rights, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors or members having voting rights required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Certified a true and correct copy of the Bylaws adopted on the 1st Day of September, 2021, by the Board of Directors of the Organization of Black Aerospace Professionals, Inc..

Joel Webley, Chairman

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