



## **BYLAWS OF THE INTERNATIONAL SOCIETY OF TRANSPORT AIRCRAFT TRADING FOUNDATION**

**(As Amended and Restated – February 2016)  
(As Amended and Approved – June 2016)  
(As Amended and Restated – October 2020)  
(As Amended and Restated – June 2021)  
(the “Bylaws”)**

### **ARTICLE I**

#### **NAME AND CREATION**

**Section 1.** Name. A Foundation is hereby created which shall be called the International Society of Transport Aircraft Trading Foundation (the “**Foundation**” or the “**ISTAT Foundation**”). The Foundation is a Virginia not-for-profit Non-Stock Corporation.

### **ARTICLE II**

#### **PURPOSE**

**Section 1.** Purpose. The Foundation will provide funds for scholarships, internships, educational programs, grants and humanitarian aid to qualified individuals and charities that relate to or promote the advancement of civil aviation. Financial support given to charities may include humanitarian aid to organizations that relate to the aviation field.

### **ARTICLE III**

#### **NOT FOR PROFIT**

**Section 1.** No Members. The Foundation shall not have members.

**Section 2.** No Stock. The Foundation shall not issue shares of stock.

**Section 3.** Nonprofit Operations. No dividend will be paid and no part of the income of assets of this Foundation will be distributed to its Trustees or Officers. However, the Foundation may contract in due course of business with its Officers or Trustees for services rendered to the extent permissible under the Articles of Incorporation, under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter “**Code**”).

**Section 4.** No Loans to Trustees or Officers. The Foundation will loan no money to any of its Trustees or Officers.

**Section 5.**     No Vested Rights. No Trustee or Officer of the Foundation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the Foundation.

## **ARTICLE IV**

### **BOARD OF TRUSTEES**

**Section 1.**     Membership and Election. The Board of Trustees of the Foundation shall be composed of no more than eighteen (18) individuals (each, a “**Trustee**”, and collectively, the “**Trustees**” and/or the “**Board of Trustees**”, as the context may require) including a Chairperson of the Board of Trustees (the “**Chairperson**”), and a Vice Chairperson of the Board of Trustees (the “**Vice Chairperson**”) of the Foundation. The position of the Vice Chairperson shall alternate between the Immediate Past Chairperson of the Board of Trustees (the “**Immediate Past Chairperson**”) and the successor Chairperson Elect (the “**Chairperson Elect**”). The Chairperson and Chairperson Elect shall be elected to his/her position by the ISTAT Foundation Board of Trustees per Article VII below. Along with this, the following individuals who serve as officers of the International Society of Transport Trading (“**ISTAT**”) shall be automatic members of the Board of Trustees:

- (a)     The President of the Board of Directors of ISTAT;
- (b)     The Immediate Past President of the Board of Directors of ISTAT; and
- (c)     The Treasurer of Board of Directors of ISTAT who shall also serve as the Foundation Treasurer (the “**Treasurer**”) (each, an “**ISTAT Officer**”, and collectively, the “**ISTAT Officers**”).

**Section 2.**     Eligibility. Trustees are required to be members in good standing of ISTAT with the exception that up to two (2) Trustees at any time may be non-ISTAT Members (noting that such non-ISTAT Member Trustees are not eligible to serve as Officers of the Foundation or Committee Chairs of the Foundation) if those Trustees bring special expertise to the Board of Trustees that is not readily available from the ISTAT membership and there is unanimous consent of the existing Trustees to elect such non-ISTAT Member as a Trustee.

**Section 3.**     Duties. The management of the business and affairs of the Foundation and the general policies to be followed by the Foundation shall be the responsibility of the Board of Trustees.

**Section 4.**     Terms of Office. The following shall apply to all Trustees:

- (a)     All who serve as Trustees by virtue of office as an ISTAT Officer shall serve as Trustees during their term of such office;
- (b)     The term of office of any Trustee elected under the provisions of Article V hereof shall be three (3) years;

(c) All terms of office shall begin or expire at the close of the annual meeting of the Board of Trustees; and

(d) Trustees may be re-elected to additional terms up to a maximum of three (3) consecutive terms (or, if longer, a maximum of nine (9) years). The preceding restrictions in this clause (d) shall not apply to the Chairperson, the Vice Chairperson or any of the automatic members of the Board of Trustees pursuant to Article IV, Section 1 hereof.

(e) The Immediate Past Chairperson shall serve for a term of one (1) year as the Vice Chairperson and may not serve more than one (1) consecutive term.

(f) The Chairperson Elect shall serve for a term of one (1) year as the Vice Chairperson and will become the Chairperson after such term.

## **ARTICLE V**

### **ELECTION OF THE BOARD OF TRUSTEES**

**Section 1.** Nominating Committee. A committee shall be formed for the purpose of nominating qualified candidates to serve as Trustees (the “**Nominating Committee**”). The Nominating Committee shall be comprised of Trustees appointed by the Chairperson and shall be chaired by the Vice Chairperson, or such other member appointed by the Chairperson if the Vice Chairperson is unable or unwilling to serve as chair.

**Section 2.** Elections. The Nominating Committee shall develop a slate of candidates interested in serving as Trustees prior to the fall Board of Trustees meeting. The Board of Trustees shall at the fall Board of Trustees meeting discuss the candidates and then approve or reject the slate as presented in the manner provided below. The slate shall include a total number of candidates exceeding the Trustee positions anticipated to be open at the Board of Trustees meeting coinciding with ISTAT’s annual meeting by at least two (2) candidates. The Chairperson may determine in his/her discretion to have less than 18 but at least 15 Trustees following the election and therefore instruct the Nominating Committee to present a slate of candidates that has at least two (2) more candidates than the number of open positions based upon the desired size of the Board of Trustees. The Board of Trustees shall vote on each individual candidate on the presented slate. Those candidates receiving a majority vote of the Trustees present at the meeting will be placed on the slate to be presented to the ISTAT Board of Directors as set out in Section 3 below. If, following the first vote of the Board of Trustees, a total number of eligible candidates receiving a majority vote is less than two (2) candidates more than the number of open seats (as determined in accordance with the foregoing), the Board of Trustees shall hold a second (2<sup>nd</sup>) vote for those candidates that were not approved in the first (1<sup>st</sup>) vote and those receiving a majority of votes shall be added to the slate to be presented to the ISTAT Board of Directors. If after the second (2<sup>nd</sup>) vote the slate still has fewer than two (2) more candidates than the number of open seats, the slate of only those candidates receiving a majority vote shall be submitted to the ISTAT Board of Directors for consideration and approval (in accordance with Section 3 below).

**Section 3.** Results. The approved slate of candidates resulting from the voting procedure set out in Section 2 above shall be presented to the ISTAT Board of Directors for

consideration and approval at the first ISTAT Board of Directors meeting each year. Those candidates receiving the most votes from the ISTAT Board of Directors (up to the number of open Trustee positions as determined by the Chairperson in accordance with Section 2 above) shall be officially elected to fill each of the open Trustee positions for the Board of Trustees. Such elected candidates shall take office as Trustees at the conclusion of the Board of Trustees meeting coinciding with ISTAT's annual meeting.

## **ARTICLE VI**

### **MEETINGS**

**Section 1.** Annual Meeting. The annual meeting of the Board of Trustees will be held at a time and place selected by the Board of Trustees. This meeting will typically occur during the first quarter of each year.

**Section 2.** Regular Meetings. One (1) or more regular meetings shall be held during the year as set by the Board of Trustees. Trustee participants are encouraged to attend meetings in person but may also attend electronically via video conference or telephone. The locations of such meetings shall be agreed to by the Board of Trustees at the immediately preceding meeting.

**Section 3.** Special Meetings. Special meetings of the Board of Trustees may be called at any time by the Chairperson, and may be called on the written request of any five (5) members of the Board of Trustees.

**Section 4.** Notice of Meetings. Except when the time and place of a regular meeting is set by the Board of Trustees by resolution in advance, the notice stating the place, date and hour of any regular or special meeting of the Board of Trustees shall be given at least ten (10) days prior thereto by (i) electronic transmission or (ii) first-class mail, postage prepaid. If mailed, such notice shall be deemed to have been delivered ten (10) business days after deposit in the mail system. Neither the business to be transacted at nor the purpose of any meeting of the Board of Trustees need be specified in the notice of such meeting.

**Section 5.** Waiver of Notice. A waiver of notice of meeting by a Trustee provided to the Secretary in writing or by electronic transmission, whether given before or after the meeting time stated in such notice, is deemed equivalent to notice. Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except when the Trustee attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at the meeting on the grounds that the meeting was not lawfully called or convened.

**Section 6.** Quorum and Manner of Acting. No vote may be taken without a quorum present (including proxies) either in person or by telephone. A quorum will consist of at least two-thirds (2/3) of the members of the Board of Trustees. Except as expressly set forth in these Bylaws, the act of a majority vote of the members of the Board of Trustees present in person or by telephone at a meeting at which a quorum is present (including proxies) shall be the act of the Board of Trustees.

**Section 7.** Proxy Voting. Any member of the Board of Trustees entitled to vote may do so in person or by proxy provided that the proxy is given in writing to another member of the

Board of Trustees entitled to vote. The member holding the proxy must attend the meeting in person or by telephone to be entitled to vote.

**Section 8.** Action by Trustees without a Meeting. Any action of the Trustees of the Foundation may be taken without a meeting if 100% consent to such action is received from all Trustees. Such consent shall have the same effect as a passing vote of the Board of Trustees or a committee thereof at a duly called and convened meeting thereof. Email votes on motions are permitted, providing that there is a minimum seven (7) day notification and the email vote would not result in a Foundation expenditure that exceeds five percent (5%) of the current approved budget. For any expenditure below this amount, instead of submitting to the full Board of Trustees for approval, the Chairperson of the Board of Trustees shall have the authority to submit the expenditure to the Executive Committee for approval.

**Section 9.** Participation of Trustees by Means of Communications Equipment. Members of the Board of Trustees, or of any committee thereof, shall be deemed present at a meeting of the Board of Trustees or committee if a fully functional conference telephone or similar communications equipment is used, by which all Trustees participating may simultaneously hear each other during the meeting.

## ARTICLE VII

### OFFICERS

**Section 1.** Officers. The Officers of the Foundation shall be elected by the Board of Trustees from among the members of the Board of Trustees and shall consist of the Chairperson, the Vice Chairperson, a secretary designated in the discretion of the Chairperson (the “**Secretary**”) and the Treasurer (each, an “**Officer**”, and collectively, the “**Officers**”).

**Section 2.** Eligibility. All Officers must be ISTAT members in good standing. Under no circumstances shall two (2) or more Officers be employed by the same company. In the event that two (2) or more Officers are employed by the same company, one (1) of the Officers employed by the same company shall be removed from his/her respective Officer position (but not a position on the Board of Trustees) until there is only one Officer employed by such company, with the removals occurring in the following order: Vice Chairperson, Treasurer, then the Secretary. Any Officer removed from his/her Officer position through the provisions of this Article VII, Section 2 shall continue to serve the Foundation as a Trustee.

**Section 3.** Term. Officers (other than (i) Officers who are designated as Officers by virtue of being ISTAT Officers and (ii) the Vice Chairperson which shall alternately be the Immediate Past Chairperson or the Chairperson Elect, as the case may be) shall serve a term of two (2) years. One year prior to each Officer’s term expiration, his/her successor will be elected in accordance with Article VIII below by the Board of Trustees to allow for an orderly transition; provided, however, the Vice Chairperson shall be the Immediate Past Chairperson once his/her term as Chairperson expires. A retiring Treasurer may continue in office for a period not to exceed sixty (60) days in order to allow time for closing and auditing of the books of the Foundation. The books shall then be turned over to his/her successor who shall thereupon assume the duties of Treasurer, and who shall keep the records in such manner as directed by the Board of Trustees.

An Officer's term as a Trustee on the Board of Trustees will automatically be extended as necessary to correspond with such Trustee's term as an Officer. If a Trustee's term has expired but that Trustee has been elected as an Officer, that Trustee's seat will be filled by the election process described in these Bylaws and such retiring Trustee will remain as a Trustee during the interim period between his/her existing term and the commencement of the newly elected Officer's position. For purposes of clarification, if a Trustee's term is expiring at the end of his/her three year term, even if that Trustee has been elected to an Officer position that will commence one year following the expiration of their existing term, a new Trustee will be elected in accordance with Section 2 of Article V to fill the retiring Trustee's seat and the retiring Trustee shall remain on the Board of Trustees during the interim year. No person may hold the same Officer position for more than one (1) term, except that the Treasurer may serve one (1) additional term if reelected to the same position on the ISTAT Board of Directors. Further, no individual may serve as an Officer, in any position, for more than eight (8) consecutive years.

**Section 4.**     Resignation. Any Officer may resign at any time by delivering notice of resignation in writing to the Chairperson (with the Treasurer copied thereto).

**Section 5.**     Removal. Any Officer may be removed with or without cause at any time by an affirmative vote of two-thirds (2/3) of the entire Board of Trustees; provided that the Treasurer (if concurrently serving as the Treasurer of the Board of Directors of ISTAT) may not be removed unless simultaneously removed as Treasurer of the Board of Directors of ISTAT.

**Section 6.**     Vacancies. Any vacancy occurring in any position of the Foundation by death, resignation, incapacitation, removal or otherwise shall be filled by a majority vote of the entire Board of Trustees.

## **ARTICLE VIII**

### **ELECTION OF AND DUTIES OF OFFICERS**

**Section 1.**     Nomination. At the meeting of the Board of Trustees held no less than three (3) months prior to the annual meeting each year, the Board of Trustees will determine a slate of candidates for each office that will be vacated at the following annual meeting. Subject to the term limits set forth in Article VII, Section 3 above, any Trustee may nominate himself or herself for any specific vacancy or vacancies of an Officer position, although no person may be nominated to become an Officer who has not been a member of the Board of Trustees for the preceding two (2) years prior to the date such nominee would assume such Officer position. The Chairperson shall manage and oversee the election of Officers, which shall be conducted no less than seventy-five days (75) days prior to the next annual meeting. For the purpose of clarification, the above timing for the election of Officers is necessary so that it can be determined well in advance of the annual meeting how many Trustee vacancies will need to be filled.

**Section 2.**     Voting Procedure. The election of Officers shall be conducted by secret ballot as instructed by the Chairperson at a meeting of the Board of Trustees. Each member of the Board of Trustees shall be entitled to one (1) vote. Votes will be counted by the Chairperson and two (2) other Trustees randomly selected, provided that such selected Trustees are not running for office. The first (1<sup>st</sup>) vote will be for the position of Chairperson. Once the Chairperson position

is filled, any candidate for that office that did not win the election for Chairperson may, at the candidate's request (and subject to applicable eligibility requirements), be added to the ballot for Chairperson Elect. The candidates receiving the most votes for each vacant position shall be awarded such position.

**Section 3.**     Results. The Chairperson, or his designee, will communicate the results of each election in a timely fashion to the Board of Trustees.

**Section 4.**     Chairperson. The Chairperson of the Board of Trustees shall be the executive head of the Foundation, subject to policy control by the Board of Trustees. The Chairperson shall preside at all meetings of the Board of Trustees. The Chairperson shall have all general powers and duties which are generally vested in the Office of the Chief Executive, including the power to make appointments to all committees from time to time as in his or her discretion may be deemed appropriate to assist in the conduct of the affairs of the committee. He or she shall promote and foster the objectives and supervise the activities of the Foundation.

**Section 5.**     Vice Chairperson. The Vice Chairperson of the Board of Trustees shall, in the continuing absence or during the disability of the Chairperson, perform the duties of the Chairperson. The Vice Chairperson shall also act as parliamentarian and be the final judge on any matter relating to "Roberts Rule of Order". The Vice Chairperson shall have such other duties and responsibilities as shall be assigned to him/her by the Chairperson or the Board of Trustees.

**Section 6.**     Secretary. The Secretary shall have official responsibility for keeping of the official minutes and records of the Foundation, except such financial records as are the responsibility of the Treasurer, and shall have such other duties and responsibilities as may be assigned to him or her by the Board of Trustees.

**Section 7.**     Treasurer. The Treasurer shall be responsible for the financial records of the Foundation. He or she shall be responsible for the receipt, custody and disbursement of the funds of the Foundation under procedures, rules and orders prescribed and made by the Board of Trustees. The Treasurer shall post such bond as may be required by the Trustees; expense incident to such bond to be borne by the Foundation.

**Section 8.**     Vice Treasurer. The Treasurer may, in his or her discretion, appoint a Vice Treasurer (the "**Vice Treasurer**") from among the Board of Trustees to assist the Treasurer with his or her duties. The Vice Treasurer shall have the authority to act on behalf of and at the request of the Treasurer. The Vice Treasurer will not in his or her own right be an Officer, but the Vice Treasurer may act as an Officer by way of representing the Treasurer by proxy. For the avoidance of doubt, the Vice Treasurer will not automatically assume the role of Chairperson of the Finance Committee, as such role is solely appointed by the Treasurer.

## **ARTICLE IX**

### **VACANCIES AND RESIGNATIONS**

**Section 1.**     Resignation. Any member of the Board of Trustees may resign at any time by giving written notice to the Board of Trustees or the Chairperson. Any such resignation shall

take effect at the time specified therein, or, if the time is not specified therein, upon its acceptance by the Board of Trustees.

**Section 2.** Vacancies. The Board of Trustees shall have full authority, consistent with the provisions of the Bylaws, to fill the remaining term of any vacancy in the ranks of the Trustees of the Foundation by presenting new Trustees for the Board's consideration at least 30 days prior to the next Board meeting, and having such nominees confirmed by a vote of at least 2/3 of the Trustees at the next Board meeting provided a quorum is present. This process shall be monitored by the Nominating Committee.

**Section 3.** Removal. The Board of Trustees shall, notwithstanding any other provision of these Bylaws, have authority by a two-thirds (2/3) majority vote of the full Board of Trustees to remove from membership on the Board of Trustees any elected Trustee who, in the judgment of that number of members of the Board of Trustees, should, because of adverse interests or cause or lack of participation, cease to be a member of the Board of Trustees. Any Trustee(s) missing three (3) meetings of the Board of Trustees either in person or by telephone during a twelve (12) month period shall be deemed to have resigned from his/her position as a Trustee.

**Section 4.** ISTAT Officers. Notwithstanding the above, those individuals serving as the ISTAT Officers shall only be removed from the Board of Trustees if and when they vacate their officer position on the Board of Directors of ISTAT; whereupon the individual who fills such ISTAT officer or director position shall correspondingly fill the vacancy on the Board of Trustees for his/her remaining term.

## **ARTICLE X**

### **COMMITTEES AND OPERATION PROCEDURES**

**Section 1.** Committees. The Chairperson of the Board of Trustees shall appoint such committees as he or she deems necessary or as directed by the Board of Trustees (each, a "**Committee**", and collectively, the "**Committees**"). All Committee chairs and/or co-chairs shall be Trustees. Such Committees may consist of sub-Committees of the Board of Trustees, which shall be comprised solely of Trustees and shall have the authority to act on behalf of the Board of Trustees to the extent indicated in the resolution creating such Committee (such as, but not limited to, Executive, Governance, Trustee Nominating Committees), and Committees of the Foundation, which may contain some non-Trustees and which shall have such authority to act on behalf of the Foundation as indicated in the resolution establishing such Committee (such as, but not limited to, Scholarships, Education and Internship, Humanitarian, Grants, Communications and Development and Finance, or such other Committees as may be created or consolidated from time to time).

**Section 2.** Committee Procedures. At any meeting of any Committee, the presence of a majority of its members shall constitute a quorum for the transaction of business, unless (a) such Committee has only one or two members, in which case a quorum shall be one member, or (b) a greater quorum is established by the Board of Trustees. The vote of a majority of any Committee members present at a meeting at which a quorum is present shall be the act of such Committee. Each Committee shall report to the Board of Trustees when required.



**Section 3.** Vacancies on Committees. If a vacancy occurs in any Committee of the Board of Trustees for any reason, the remaining members of the Committee may continue to act if a quorum is present. A Committee vacancy shall be filled by the chair of such Committee.

**Section 4.** Executive Committee. An executive committee shall be formed and shall comprised of the Chairperson, Vice Chairperson, Treasurer, current President of the Board of Directors of ISTAT and the ISTAT Foundation Executive Director (who shall serve as a non-voting member of the Executive Committee) (collectively, the “**Executive Committee**”). In the event that a vote results in a tie among the Executive Committee, the matter will be decided by referendum of the Board of Trustees. In the event that two (2) or more Officers are employed by the same company, the provisions of Article VII, Section 2 shall apply.

**Section 5.** Executive Committee Authority. The Executive Committee shall facilitate the ongoing operations of the Foundation and have the authority to approve unbudgeted expenditures up to 5% of the approved Foundation Annual Budget for actions consistent with these Bylaws, if necessary, between meetings. The Executive Committee shall also make periodic recommendations to the Board of Trustees for consideration and approval.

**Section 6.** General. The Board of Trustees shall establish such procedures as it deems necessary or desirable for the handling of the business and activities of the Foundation. The Board of Trustees may delegate to the Chairperson or others such reasonable authority with respect to operational procedures as in the judgment of the Board of Trustees is desirable or necessary. On issues before the Board of Trustees, the Chairperson will vote only in instances where the Chairperson’s vote will change the outcome of the vote.

## **ARTICLE XI**

### **STAFF**

**Section 1.** Staff. The Foundation may retain or employ compensated executive and administrative staff members and other personnel to administer its affairs in accordance with these Bylaws and the policies established by the Board of Trustees. The Board of Trustees may delegate duties of Officers to such staff members under the supervision of such Officers.

**Section 2.** Staff Responsibilities. The administration and day-to-day operations of the Foundation shall be the responsibility of a salaried staff head or, in the case of a management firm, executive director retained by such firm (the “**Executive Director**”). This Executive Director shall have the authority to execute contracts on behalf of the Foundation, subject to the limitations set forth in these Bylaws, according to policies and procedures approved by the Board of Trustees. He/she may carry out such other duties as specified by the Board of Trustees and may attend and participate in all meetings of the Board of Trustees and committees except as otherwise provided by these Bylaws.

**Section 3.** Authority. The Executive Director shall have the standing authority to sign all checks and arrange all funds transfers, in each case in connection with a single transaction or series of related transactions, in each case as contemplated by the then-approved fiscal year budget

or otherwise as approved by the Board of Trustees in accordance with these Bylaws, in an amount up to twenty-five thousand dollars (\$25,000).

## **ARTICLE XII**

### **BUDGET**

**Section 1.** Budget. The Foundation budget for a given year will be formulated in draft form no later than the third quarter of the preceding year for submission to ISTAT along with the Foundation annual grant request from ISTAT. The final budget shall be presented for approval no later than the commencement of applicable fiscal year.

## **ARTICLE XIII**

### **ACCOUNTS AND DISBURSEMENT OF FUNDS**

**Section 1.** Accounts. The Foundation's funds shall be deposited in a bank account or investment accounts, in the Foundation's name, in depositories designated by the Board of Trustees; provided that such banks, bank accounts, investment accounts and deposits are in accordance with approved Foundation investment guidelines that have been adopted by the Board of Trustees for the management of such funds.

## **ARTICLE XIV**

### **DISSOLUTION**

**Section 1.** Dissolution. If the Foundation is dissolved, the Foundation's assets shall be disbursed and applied only for the purposes and objectives of the Foundation. In the event the Foundation's assets are transferred to another organization, that organization must be classified as a Section 501(c)(3) entity pursuant to the Code by the Internal Revenue Service.

**Section 2.** Limitations. No part of the Foundation's assets shall inure to the benefit of any Trustee or private individual; no substantial part of the Foundation's activities (including the publishing and distribution of statements) shall be concerned with propaganda or attempt to influence legislation; and no part whatsoever of the Foundation's activities shall be concerned with participation in any political campaign on behalf of (or opposition to) any candidate for public office.

## **ARTICLE XV**

### **AMENDMENTS**

**Section 1.** Amendments to these Bylaws. These Bylaws may be amended at any regular or special meeting of the Board of Trustees, called in conformity with the provisions of these Bylaws, by a favorable vote of four-fifths (4/5) of the Trustees present and voting, provided a quorum is present and provided that the official notice of the meeting shall have contained a statement of the particular amendment or amendments to be considered at the meeting. In addition to the foregoing, any amendment to Article IV or Article V of these Bylaws or this Article XV

shall require the affirmative vote of two-thirds (2/3) of the President of the Board of Directors of ISTAT, the Immediate Past President of the Board of Directors of ISTAT and the Treasurer.

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