

AMENDED AND RESTATED BYLAWS
OF
USMC/COMBAT HELICOPTER ASSOCIATION
a California nonprofit mutual benefit corporation
(As amended and restated on August 27, 2009)

ARTICLE 1

OFFICES

Section 1.01. PRINCIPAL OFFICE. The principal office of the corporation for its transaction of business is located in the County of Prince William, Virginia.

Section 1.02. CHANGE OF ADDRESS. The Board of Directors is hereby granted full power and authority to change the principal office of the corporation from one location to another. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE 2

MEMBERS

Section 2.01. NO STATUTORY MEMBERS. The corporation shall have no statutory members. As provided in Article 3, the business and affairs of the corporation shall be exclusively managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2.02. ASSOCIATED PERSONS.

(a) The corporation shall have classes of associated persons. These associated persons shall be referred to as members but shall not be statutory members within the meaning of section 5056 of the California Corporations Code. The Board of Directors shall establish the rights, obligations and privileges of all members.

(b) Any person dedicated to the purposes of this corporation and who meets the requirements for membership, including any requirement for approval by a membership committee, shall be eligible for membership on approval of the membership application by the Board of Directors and the payment of such dues and fees as the Board of Directors may fix from time to time.

(c) All members must have been a pilot, an air crewman or otherwise associated or have an interest in U.S. Marine Corps helicopter/tilt rotor operations. Relatives of deceased members and relatives of deceased individuals who would otherwise be eligible for membership will also be allowed membership in the corporation.

1. Regular Membership is available for all those who have served with or supported a helicopter or tilt-rotor squadron in combat.

2. Associate Membership is available for those not directly qualified as REGULAR MEMBERS, but who have an interest in Marine helicopter/tilt-rotor operations. This entitles the holder to all the rights and privileges of a full member as long as the dues are current.

Section 2.03. FEES. The annual fees payable to the corporation by members shall be determined by the Board of Directors. The members shall be entitled to pay fees annually or pay a lifetime fee. The Board of Directors shall set annual and lifetime fees during a meeting prior to the year assessed. Members paying lifetime fees shall have the right to pay lifetime fees in two separate payments during any one calendar year. The fees solicitation for the upcoming year shall be mailed so as to reach the membership prior to November 10 of the preceding year.

Those members who have paid the required fees and who are not suspended shall be members in good standing.

Section 2.04. ASSESSMENTS. Memberships shall be non-assessable.

Section 2.05. CERTIFICATES OF MEMBERSHIP. The corporation shall not issue membership certificates; however, the corporation reserves the right to issue identity cards or similar devices to members which serve to identify members qualifying to use the facilities or services of the corporation or to attend events of the corporation.

Section 2.06. NON-LIABILITY OF MEMBERS. A member of the corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the corporation.

Section 2.07. TRANSFERABILITY OF MEMBERSHIP. A membership may be transferred to another person meeting the qualifications of the transferring member as authorized by the Board of Directors. The Board of Directors may by resolution impose transfer fees or other conditions on the transferring party as it deems fit provided those fees and conditions are the same for similarly situated members.

Section 2.08. TERMINATION OF MEMBERSHIP.

(a) Causes. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member with notice as prescribed by Section 2.08(b);
- (2) Where a membership is issued for a period of time, the expiration of such period of time;
- (3) The death of a member; or
- (4) The nonpayment of fees, subject to the limitations set forth in Section 2.08(c).