

AVIATION HERITAGE GROUP, INC. BYLAWS

December 31, 2006

ARTICLE I

Name, Purpose, and Offices

SECTION I. NAME. The name of this Corporation shall be Aviation Heritage Group Inc. ("AHG"), a Rhode Island not for profit corporation.

SECTION 2. MISSION AND OBJECTIVES. The Corporation exists to facilitate the exchange of information, provide mutual support and encourage cooperation among organizations, institutions and individuals working all over the world to preserve aviation heritage.

The objectives of AHG are:

To educate its members about best practices for them to employ as they inform the public about the role that aviation and space exploration have played in world history;

To act as the unified voice of the aviation heritage community on matters of mutual concern, not only in the United States but worldwide;

To communicate and encourage the use of the best professional standards in the preservation, restoration and display of artifacts and memorabilia;

To act as a clearinghouse for information, products and services that may help institutional members manage and operate their facilities in more cost-efficient and professional ways;

To host meetings, events and other networking opportunities to facilitate an exchange of information;

To provide a tangible return on the membership investment by offering benefits that save money, save time and increase revenue;

To help members do all they can to ensure that future generations never forget the sacrifices of those who have gone before.

SECTION 3. PRINCIPAL OFFICE. The principal office of the Corporation shall be within the State of Rhode Island at a location determined by the Board of Governors. The Corporation may have such other offices or places of business, either within or outside the State of Rhode Island, as the business of the Corporation may require and as the Board of Governors may from time to time establish.

SECTION 4. REGISTERED OFFICE. The registered office of the Corporation need not be identical to its principal office. The registered office may be changed from time to time by the Board of Governors in compliance with the provisions of applicable law.

ARTICLE II

Members

SECTION 1. QUALIFICATIONS FOR MEMBERSHIP. Any person, firm, corporation, organization or association with an interest in the purposes of the Corporation and a desire to join may become a member of the Corporation by registering at the Corporation's principal office.

SECTION 2. CLASSES OF MEMBERSHIP

Class 1. A not-for-profit organization accessible to the public on a regular basis that exists to acquire, conserve, research, communicate and exhibit objects of aviation history and technological achievement. (Includes, but not limited to, museums, archives, libraries, educational institution, halls of fame, etc., that have collections and are open to the public.) Category 1 Members have full voting rights and may hold any office in AHG.

Class 2. An organization or group subscribing to the objectives, codes of ethics and standards of practice of AHG but not qualifying for membership in Class 1. (Could include, for example, for-profit

museums, aviation historical societies, professional associations, etc.) One member from this Class will be elected to represent this Class as either an officer or member of the Board of Governors.

Class 3. Any individual who has a professional interest in and shares the objectives of AHG but does not qualify for membership in Classes 1 or 2. (Could include, for example, aviation writers, photographers, model-makers. Candidates for this Class must demonstrate their professional commitment to the mission and objectives of AHG as determined from time to time by the Board of Governors or be sponsored by a Class 1 or Class 2 member.) One member from this Class will be elected to represent this Class as either an officer or member of the Board of Governors.

Class 4. Organizations or individuals who desire to provide goods or services to the aviation heritage community on a for-profit basis. Anyone who desires access to our membership for reasons of personal or corporate gain should be prepared to pay a higher membership fee for that access. The dues structure will reflect this supplier relationship which can benefit the Class 4 member. In order to display, promote or advertise products and services to the AHG community, or to attend AHG events for commercial purposes, one must be a Class 4 member in good standing. One member from this Class will be elected to represent this Class as a non-voting member of the Board of Governors.

Class 5. Associate member: Any individual who supports the mission and objectives of AHG and who is ineligible for membership in Class 3 or 4 above. Students or enthusiasts may join in this class. Associate members will have access to certain restricted areas of the AHG web site, and will enjoy benefits as determined by the Board of Governors. Associate members may not vote or hold office in the organization.

HONORARY MEMBERS are individuals who may be chosen by the Board of Governors in recognition of significant contributions to aviation in general or to AHG in particular. They are to be confirmed by the voting members at the next scheduled general meeting of AHG. Honorary Members shall not be required to pay dues and are not eligible to hold elective office but shall receive such communications of AHG as are regularly sent to other classes of Members.

SECTION 2. VOTING. As defined above each voting member of the Corporation in good standing shall be entitled to cast one vote in person on any matter required to be submitted to the members for voting under these Bylaws or under statute and on any other matter submitted to a vote by the members. Members shall not be entitled to vote by proxy except as provided for in Article III section 7 hereunder.

SECTION 3. REMOVAL OF MEMBERS. Any member may be removed from membership by a two-thirds vote of the Board of Governors, or by a majority vote of the members present at any annual meeting or at any special meeting called for that purpose, provided that such member shall have first been served with written notice of the accusations against him or her and shall have been given an opportunity to be heard at the meeting at which such vote is taken.

SECTION 4. RESIGNATION. Any member may resign from membership in the Corporation at any time upon the filing of written notice of intention to resign with the Secretary of the Corporation. The acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. DUES. Members are required to pay dues according to their class of membership, as determined by the Board of Governors. Dues are payable at the time of application for membership and as invoiced thereafter. Dues shall run from April 1 to March 31 of each year and will be prorated; any new member joining after September 30 will pay half the membership fee. Members shall be considered delinquent if dues remain unpaid ninety days after being invoiced, after which time all membership rights and benefits will be automatically suspended until the arrears have been brought current.

ARTICLE III

Meetings of the Members of the Corporation

SECTION 1. ANNUAL MEETING. There shall be an annual meeting of the members of the Corporation, to be held at such time and place as determined by the Board of Governors. At this meeting the voting members shall elect Governors and officers and transact such other business as may properly be brought before them.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members of the Corporation may be called by the President or upon an affirmative vote of two-thirds (2/3) of the Governors then in office. A special meeting may also be called upon the written request of no fewer than twenty-five (25) Class 1, 2, and 3 Members of the Corporation. Such request shall be delivered by certified mail to the principal office of AHG, and shall specify the reason for the meeting. On receipt and verification of such request, the Board shall within thirty days call a special meeting of the Members, for the purpose of dealing with the matter specified in the notice.

No other business may be conducted at such special meeting without a two-thirds vote of voting members present at such special meeting.

SECTION 3. TIME AND PLACE. The Board of Governors shall designate the time and place of all meetings, annual and special, of the members of the Corporation.

SECTION 4. NOTICE OF MEETINGS. Notice of each meeting of the members, whether annual or special, shall be given at least sixty (60) days before the day on which the meeting is to be held by providing written or e-mailed notice to all members of record and by posting such notice on AHG's website. Every such notice shall state the time and place of the meeting, and, in cases of a special meeting, shall state briefly the purposes thereof.

SECTION 5. FIXING RECORD DATE. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty (50) nor less than ten (10) days before any such meeting, nor more than fifty (50) days prior to any other action. All voting members appearing on such membership roll as of the Record Date shall be entitled to vote at the meeting.

SECTION 6. QUORUM. At each meeting of the members, the presence of ten (10) voting members of the Corporation shall constitute a quorum for the transaction of business. Each voting member in good standing shall be entitled to one vote and said members must be present to vote, except as noted

elsewhere in these Bylaws. Except where otherwise specified in these Bylaws, a majority vote of those present and eligible to vote shall be the act of the members.

In the absence of a quorum, a majority of the voting members present may reschedule the meeting for another date and time. Notice of the rescheduled meeting shall be provided in accordance with Article III, Section 4. At any such rescheduled meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the originally scheduled meeting.

SECTION 7. PROXIES. Proxies may be allowed for general meetings provided such procedure is authorized and specified in advance by the Board of Governors.

SECTION 8. PARLIAMENTARY PROCEDURE

Parliamentary procedure for all meetings of AHG shall be guided by Roberts Rules of Order.

ARTICLE IV

Board of Governors

SECTION 1. GENERAL POWERS. The property, affairs and business of the Corporation shall be managed by a Board of Governors and the Board shall have, and may exercise, all of the powers of the Corporation, except such as are conferred by law, the Articles of Incorporation or these Bylaws, upon the members.

SECTION 2. BOARD SIZE AND COMPOSITION. The Board of Governors shall consist of not fewer than eleven (11) and not more than fifteen (15) voting Governors, each of whom shall be a member of the Corporation. Five (5) of these Governors will be the elected officers of the Corporation, and at least two Governors (who may also be officers) must represent Class 1 member organizations

from countries other than the United States and Canada. One of the **Governors** must be a Class 2 Member and one must be a Class 3 Member. In addition, there shall be two non-voting members of the Board: a representative from Class 4 Members, and the Immediate Past President.

SECTION 3. ELECTION AND TERM. Officer/Governors shall be elected every two years to serve for a term of two years (see Article V, Section 2). Governors-at-large shall also be elected every two years to serve for a term of two years. However, the the term of the first group of **Officer/Governors (the Interim Board continued in office in March, 2006)** shall be one year, with terms being two years thereafter. For the first three years of operation following the adoption of these Bylaws, the Board will be fixed at 11 voting members. Since there **were five Officer/Governors and one Governor at-large on the Interim Board, the members shall elect five** Governors-at-large **before the end of 2006. The terms of all six Governors-at-large will expire on the date of the annual meeting in 2008.** Each Governor shall hold office from the end of the annual meeting at which he/she was elected, until his or her successor has been duly elected and qualified, or until his or her death, or until he or she has resigned or been removed in the manner provided by these bylaws.

SECTION 4. PROCEDURES FOR THE ELECTION OF GOVERNORS AND OFFICERS. From time to time the Board shall establish minimum requirements for election and re-election to the Board, including qualifications of prospective new members and performance requirements (such as attendance and participation in Corporation activities), for Governors and/or Officers being considered for re-election. Not later than sixty (60) days prior to the annual meeting, the existing Board of Governors shall determine the number of Governors and/or Officers to be elected and shall solicit nominees by providing notice on the website, by e-mail or by regular mail, of the election to all

members. Interested and eligible applicants who wish to run for a position on the Board should provide a Letter of Intent and Resume, which will be reviewed by the Nominating Committee. No later than thirty (30) days prior to the annual meeting the Nominating Committee will provide a proposed slate to the full Board. The Nominating Committee may include in its proposed slate one or more persons who did not submit a Letter of Intent, but whom the Nominating Committee believes would serve the best interest of AHG. The Board may accept or reject some or all of the proposed slate. The Board may on its own motion add one or more other persons to the official slate, whom the Board believes would serve the best interest of AHG. All candidates shall be notified of the Board's decision within five (5) days. Any person who submitted a Letter of Intent but is not included by the Board in the official slate may have his or her name entered into the election by submitting a written request to the Secretary of the Corporation no less than ten (10) days prior to the annual meeting for that particular election. Nominations may be made from the floor by any Category 1 member in good standing, so long as the member seeking office has presented a Letter of Intent in a timely fashion. The Board of Governors shall then present a slate of nominees for election by the members present at the annual meeting of the Corporation. At each annual meeting of the members at which a quorum is present, the persons receiving the greatest number of votes shall be elected, subject to the restrictions imposed by Section 2 above.

Given the special circumstances involving the first (2006) election of Governors-at-large, the Interim Board may establish procedures at variance with these Bylaws in order to conduct that election (and only that election) as directed by the membership at the March 2006 meeting.

SECTION 5. INCREASE OR DECREASE IN NUMBER OF GOVERNORS.

The number of Governors may be increased or decreased by a 2/3 vote of the entire Board subject to

Section 3 above. No decrease in number of Governors shall shorten the term of any incumbent Governor.

SECTION 6. RESIGNATION. Any Governor of the Corporation may resign at any time by giving written notice to the Board of Governors, the President or the Secretary of the Corporation. The resignation of any Governor shall take effect immediately unless otherwise indicated in the notice; formal acceptance of such resignation shall not be necessary to make it effective.

SECTION 7. REMOVAL. Any Governor may be removed at any time by a two-thirds vote of the members present at any meeting of the Corporation whenever in their judgment, the best interests of the Corporation would be served thereby. Any Governor proposed to be so removed shall be entitled to notice of the meeting at which such removal is to be voted on and shall be entitled to appear before and be heard at such meeting by members of the Corporation or the Board of Governors, as the case shall be.

SECTION 8. VACANCIES. Vacancies in the Board of Governors, however existing or arising, shall be filled by the affirmative vote of the majority of all remaining Governors then in office. A member elected to fill a vacancy shall be elected to serve the unexpired portion of the term of the person who preceded him or her in that position.

SECTION 9. REGULAR MEETINGS. Regular meetings of the Board of Governors shall be held at such times and such places as shall be fixed from time to time by the Board of Governors.

A regular annual meeting of the Board shall be held immediately following the annual meeting of

members at the place of such annual meeting of members.

SECTION 10. SPECIAL MEETINGS. The President or a majority of the Board of Governors in office may convene special meetings of the Board of Governors. The person or persons convening a special meeting shall designate the time and place of the meeting.

SECTION 11. NOTICE OF MEETINGS. Notice of all meetings of the Board of Governors shall be given by mail, by e-mail or telephone by the Secretary, or his or her designee, at least three (3) days prior to the meeting. Such notice is to be addressed to the usual business or residence address of the director. The purpose of the meeting shall be specified in the notice. In case of emergency, the President may waive the notice requirement, and actions taken at such emergency meeting will be binding so long as a quorum is present. "Present" as defined herein includes participation by telephone or teleconference.

SECTION 12. ACTIONS OF THE BOARD. The act or decision done or made by the majority of the Governors present at a meeting duly held at which a quorum is present shall be the act of the Board of Governors, unless a greater number is required by law or by the Articles of Incorporation. "Present" as defined herein includes participation by telephone or teleconference. No proxies shall be allowed for any actions by the Board.

SECTION 13. ACTION WITHOUT A MEETING. Any action that may be taken by the Board of Governors at a meeting may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed before or after such action by all of the Governors. Such

written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 14. PRESUMPTION OF ASSENT. A Governor who is present at a meeting of the Board of Governors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless the Governor 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 Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Governor who voted in favor of such action.

SECTION 15. PRESIDING AT MEETINGS. The President or the Vice President(s) in the absence of the President, shall preside at all meetings of the Board of Governors. If both the President and Vice President(s) are absent, a majority of the Governors present shall elect a person to preside at the meeting.

SECTION 16. QUORUM AND VOTING. A majority of the Governors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Governors. A vote of the Governors shall be valid only if taken at a meeting of the Governors at which a quorum is present. "Present" as defined herein includes participation by telephone or teleconference. The act of the majority of the Governors present at a meeting where a quorum is present shall be the act of the Board of Governors. If less than a majority of the Governors then in office are present at a meeting, a majority of those present may reschedule the meeting for another date and time. Notice shall be provided to Governors in accordance with Article IV, Section 11.

SECTION 17. PROHIBITION OF COMPENSATION. Governors may not be paid compensation for performance of their duties as Governors. The Board of Governors may, however, authorize reimbursement for expenses incurred by Governors for official business of AHG. Reimbursement shall be at such rate and under such conditions as approved by the Board of Governors. No Governor shall receive a loan from the Corporation.

SECTION 18. CONFLICT OF INTEREST Governors, officers and trustees of AHG have a fiduciary duty to act in the best interests of AHG. The purpose of this bylaw is to avoid actions by officers, Governors or trustees which amount to a conflict of interest between the individual's own interest and the interest of AHG. However, it is in the interest of AHG to encourage participation in the organization and discussion of issues of interest to the organization by a broad group of individuals who bring diverse knowledge and experience to their roles at AHG.

(a) A conflict of interest exists where an individual, Governor or officer of AHG has a direct or indirect personal or financial interest which is in substantial conflict with the proper discharge of his or her duties as Governor or officer of AHG.

(b) When a situation involving a conflict of interest arises, Governor or officer should advise the Board or committee of the Board on which he or she sits, the highest elected officer, and the Executive Director of AHG of the nature of the conflict and refrain from participation in the discussion as well as voting or any other action with respect to the issue or matter which gives rise to the conflict. Such notice of conflict shall be reported in the minutes of the meeting or if possible shall be in writing and delivered to the Executive Director and the appropriate officer prior to the meeting for inclusion with the minutes of the meeting.

(c) A Governor or officer does not have an interest which is in substantial conflict with proper discharge of his or her duties to AHG, if any benefit or detriment accrues to him or her or any person within his or her family or any business associate, or any business by which the person is employed or which the person represents, to no greater extent than any other similarly situated member of the business profession, occupation or group or of the significant or definable class of persons within the business profession, occupation or group.

SECTION 19. SELF DEALING

AHG shall not enter into any contract with or engage in any financial transaction which benefits one or more of its Governors or officers unless:

- (a) The interest of the Governor/Officer is disclosed in writing in advance;
- (b) The contract or financial transaction has been subject to procedures which include open solicitation and review of all qualified bids;
- (c) The contract/transaction is authorized by two-thirds of the vote of the disinterested Governors;
- (d) The contract/transaction is fair and reasonable to AHG at the time it is authorized by the disinterested Governors.

ARTICLE V

Officers

SECTION 1. NUMBER. The executive officers of the Corporation shall include a president, two vice presidents, a secretary, a treasurer, and such other officers as the Governors may elect from time to time including additional vice presidents, one or more assistant secretaries and one or more assistant treasurers. One (1) person may not hold the offices and perform the duties of any two (2) of said

offices.

SECTION 2. ELECTION AND TERM. Each officer shall be elected by a majority of the voting members at the annual meeting at which election of Officers is held, and shall hold office until his or her successor shall be duly elected and qualified, or until his or her death, or until he or she has resigned or been removed in the manner provided for in these bylaws. The term of office shall be for two (2) years, which shall commence at the end of the annual meeting.. There shall be no limit to the number of terms an officer may serve. Election or appointment to office shall not itself create contract rights.

SECTION 3. QUALIFICATION. Designated representatives of Class 1 members in good standing shall be eligible for election as an officer. One officer position may be filled by a designated representative of a Class 2 member and one officer position may be filled by a Class 3 member.

SECTION 4. REMOVAL. Any officer may be removed from an officer position by the vote of two-thirds of the Members, whenever in their judgment the best interests of the Corporation would be served thereby. Prior to removal, such officer shall have first been served with written notice of the meeting at which such removal is to be voted on and shall be provided an opportunity to appear before and be heard by the Members at such meeting.

SECTION 5. RESIGNATION. Any officer may resign at any time by giving written notice to the President or to the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified therein the acceptance of

such resignation shall not be necessary to make it effective.

SECTION 6. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term by the Board of Governors at any regular or special meeting.

SECTION 7. PRESIDENT. The president shall be the chief executive officer of the Corporation, and shall coordinate the management of the Corporation and shall have the powers and authorities incidental to those responsibilities, to include the hiring and termination of paid staff. The President will provide direction to all other officers, agents and employees of the corporation and will ensure that their respective duties are properly performed. The President will operate and conduct the business and affairs of the corporation according to the orders and resolutions of the Board of Governors and according to his own discretion whenever and wherever it is not expressly limited by such orders and resolutions. The President will submit a report of the operations of the corporation to the Board of Governors at each regular meeting and to the members at each annual meeting, from time to time report to the Board of Governors on matters that should be brought to their attention. and perform such other duties and have such other powers and authority as may be set forth elsewhere in these bylaws or as may be prescribed by the Board of Governors from time to time. The President shall preside at all meetings of the Board of Governors and shall perform such other duties as may be assigned to the President by these bylaws or by the Board of Governors.

SECTION 8. THE VICE PRESIDENTS. The Vice Presidents, in the order determined by the Board of Governors, shall perform the duties and exercise the powers of the President in case of absence or

disability of the President, and shall perform such other duties and have such other powers as the Board of Governors may prescribe from time to time.

SECTION 9. THE SECRETARY. The Secretary shall attend and keep the minutes of all the meetings of the Board of Governors of the corporation; shall see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; and shall be custodian of the records (other than financial) and of the seal of the Corporation; and in general, the Secretary shall perform all duties incidental to the office of Secretary and such other duties as may be assigned from time to time to him or her by the Board of Governors or the President.

SECTION 10. THE TREASURER. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds to the credit of the Corporation in such banks, trust companies or other depositories as shall be selected by vote of the Board of Governors. The treasurer will also supervise the disbursement of the funds of the Corporation under the general control of the Board of Governors; render a statement of the condition of the finances of the Corporation at all regular meetings of the Board of Governors, and a full financial report at the annual meeting of the members, if called upon to do so. The Treasurer shall also have charge of the books and records of account of the Corporation, as well as the Membership Roll and all donation and pledge information. At all reasonable times the Treasurer will exhibit the books and records of account (pursuant to the restrictions imposed by Article XI, Section 2 below) to any of the members of the Corporation upon application at the office of the Corporation where such books and records are kept. The Treasurer will be responsible for preparing the preparation and filing of all financial reports and tax returns, or supervising their preparation by an independent CPA. Aat such

time as the Board decides to engage an independent accountant, the Treasurer shall identify and recommend same to the Board.. In general, the Treasurer shall perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Governors or the President.

SECTION 11. PAST PRESIDENT. The Immediate Past President shall serve ex-officio, in a special advisory and consultative capacity and shall perform such particular duties as may be assigned by the Board of Governors or the President. He/she shall also serve as a non-voting member of the Board of Governors.

ARTICLE VI

Committees

SECTION 1. COMMITTEES. The Board of Governors may establish, modify and abolish any such committees as the needs of the Board or the Corporation may require. Committee members shall be appointed by the President, subject to the approval of a majority of the Board of Governors then in office. Each committee must include one or more Governors; other committee members may come from any class of membership. The Board may delegate to such committees some or all of its powers, except those which by law, the Articles of Association or these bylaws may not be delegated. Every such committee established by the Board shall keep a record of its meetings and activities and shall, upon the request of the President, report its activities to the Board of Governors. The Board of Governors shall have the power to reverse the action of any committee, but no such decision shall have retroactive effect. The purpose, tasks and powers of such committee shall be specified in the resolution appointing them. The delegation of authority hereunder shall not operate to relieve the Board of Governors or any individual of any responsibility imposed upon it, him, or her by law.

SECTION 2. EXECUTIVE COMMITTEE. There shall be an Executive Committee composed of all officers of the Corporation. The Immediate Past President shall be a non-voting member of this committee. The Executive Committee shall possess and exercise, during intervals between meetings of the Board of Governors, all of the powers of the Board of Governors in managing the affairs and property of the Corporation except as otherwise provided by law, the bylaws or by resolution of the Board of Governors. The Executive Committee shall meet upon call by the President, who shall be the chairperson of the Executive Committee. The presence of a majority of the Executive Committee as then constituted shall be necessary and sufficient to constitute a quorum of the Executive Committee.

The Executive Committee shall keep a full and accurate record of its proceedings and transactions. All actions of the Executive Committee shall be reported to the Board of Governors at its next meeting following such actions. No action taken by the Executive Committee which is substantially consistent with policies of the Board of Governors may be altered retroactively. No rights of third persons shall be affected by any such revision or alteration to actions taken by the Executive Committee. The delegation of authority hereunder shall not operate to relieve the Board of Governors, or any individual, of any responsibility imposed upon it, him, or her by law.

SECTION 3. NOMINATING COMMITTEE. The President shall appoint a Nominating Committee consisting of three Board members and two other representatives of Class 1 member organizations. When appropriate the committee shall prepare slates of nominees to fill expired or newly created positions on the Board of Governors, as more fully described in Article IV Section 3 above. When appropriate the committee shall prepare slates of nominees to fill expired or newly created executive officer positions of the Corporation as more fully described in Article V Section 2. Upon request from the President, the Nominating Committee will also provide recommendations for filling positions vacated between elections.

SECTION 4. FINANCE AND AUDIT COMMITTEE. The President shall appoint a Finance and Audit Committee consisting of the Treasurer as Chair and at least two other Governors. This committee shall have general responsibility for identifying financial resources that could be utilized by the corporation in achieving its goals and objectives. It will also generally oversee assets, inventors and liabilities to assure that principles of good financial administration are being followed; make periodic reports to the Board of Governors of its findings; and, as the situation requires, work with an

independent CPA to develop timely and accurate financial statements and tax returns.

SECTION 5. STANDING COMMITTEES. The standing committees shall be

- (1) Education Committee;
- (2) Marketing and Sponsorship Committee;
- (3) Meeting and Conference Committee;
- (4) Publications, Communications and Website Committee;
- (5) Membership Committee;
- (6) Preservation and Conservation Committee;
- (7) Purchasing and Marketplace Committee;
- (8) Asian-Pacific Committee;
- (9) Europe and Africa Committee;
- (10) Latin American Committee

ARTICLE VII

Executive Director

SECTION 1. APPOINTMENT AND REMOVAL. When the finances of AHG can support it, the Board of Governors shall appoint an Executive Director, who shall serve at the pleasure of the Board of Governors. Appointment and removal for cause shall require a two thirds (2/3) vote of the Board of

Governors then in office. In the event of his or her removal, the Executive Director shall be entitled to ten (10) days notice of the meeting at which such removal is to be voted on and shall be provided an opportunity to appear before and be heard at the meeting at which such vote is taken.

SECTION 2. POWERS. The Executive Director shall attend to and be responsible for the day- to-day administration of the affairs of the Corporation, to include the hiring of staff, subject only to the general supervision and control of the Board of Governors. He/she shall have such supervisory and managerial powers in the conduct of the business and affairs of the Corporation as shall be conferred on him or her by the Board from time to time or as shall be delegated to the Executive Director with the consent of the Board.

As a general statement, the Board of Governors bears the fiduciary responsibility common to all non-profit organizations, and as such has absolute control over policy questions, budget issues, major financial and legal decisions and adherence to mission. The Governors hire the Executive Director. The Governors as a body provide him/her with a vision for the future including budget projections, capital improvement projects, educational and other programming, web content and other image-related issues. Within that policy leadership, it is the full intent of these Bylaws to create a structure and environment in which the Executive Director can perform his/her duties without undue interference from individual Governors.

SECTION 3. COMPENSATION. The Executive Director shall be entitled to reasonable compensation for his or her services as shall be established from time to time by the Executive Committee. The Executive Director shall not be a member of the Board of Governors, the Executive Committee, or an officer of the Corporation.

ARTICLE VIII

Finance

SECTION 1. FISCAL YEAR: The fiscal year for AHG shall be the calendar year.

SECTION 2. BONDING: The Board of Governors may require such surety and performance bonds as are deemed necessary for AHG.

SECTION 3. CHECK SIGNING AUTHORITY: All checks drawn against the accounts of AHG shall be signed by such staff and officers as designated by the Board of Governors.

SECTION 4. BUDGET: The Board of Governors shall submit an annual operating budget for approval at the Annual Meeting.

SECTION 5. EXPENDITURES: Any one-time expenditure exceeding \$10,000 must be approved by a 2/3 vote of the entire Board. This limitation may be raised or lowered by a 2/3 vote of the entire Board.

ARTICLE IX

Bank Accounts. Loans and Contracts

SECTION 1. DEPOSITORIES. The money and funds of the corporation not otherwise invested by the Board of Governors shall be deposited by the treasurer in the name and to the credit of the corporation in such bank or banks as the board of directors shall select. All checks, drafts, notes and acceptances shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the Board of Governors shall determine.

SECTION 2. LOANS. Any lien or obligation in excess of \$10,000 must be approved by a 2/3 vote of the entire Board. This limitation may be raised or lowered by a 2/3 vote of the entire Board.

SECTION 3. CONTRACTS. The Board of Governors may authorize any director, officer, agent or member of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance. Unless so authorized in these bylaws or by the Board of Governors, no Governor, officer, agent or member shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable monetarily for any purpose or to any amount.

ARTICLE X

Indemnification

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as a Corporation exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, is not affected thereby, have the power to indemnify persons against expenses (including attorney's fees), judgments, fines and amounts paid in settlement arising from any threatened, pending or completed action, suit or proceeding, as provided by the Rhode Island Non-Profit Corporation Act. The Board of Governors may authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a Governor, officer, employee, agent or member of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his status as such.

ARTICLE XI

Books and Records

SECTION 1. MAINTENANCE AND LOCATION. The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Governors and committees of Governors. It shall likewise keep at its principal office a record of its members giving the names and addresses of all members, and the number, class and series of memberships held by each. Any books, records and minutes may be in written form or any other form capable of being converted into written form within a reasonable time.

SECTION 2. MEMBER'S INSPECTION RIGHTS. Any member, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, the relevant books and records of accounts, minutes and record of members of the corporation and to make extracts therefrom, so long as no privacy rights are violated. Addresses, telephone numbers, Social Security numbers and specifics of member donations are deemed confidential and are not subject to inspection.

SECTION 3. FINANCIAL INFORMATION. The corporation shall maintain in its registered office the balance sheets, profit-and-loss statements and tax returns required to be prepared by the treasurer of the corporation pursuant to the provisions of Article V, Section 10, of these Bylaws.

All books and records of the Corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII

Seal

The Board of Governors shall provide a Corporate seal, which shall bear at a minimum the name of the

Corporation and the words and figures, "Incorporated 2005, Rhode Island." Design of a specific seal shall be left to the discretion of the Board of Governors.

ARTICLE XIII

Amendments

All bylaws of the Corporation shall be subject to alteration or repeal and new bylaws not inconsistent with the laws of the state of Rhode Island or any provision of the Articles of Incorporation may be made by a two-thirds vote of members of the Corporation who are present and entitled to vote at an annual or special meeting at which a quorum is present. The Secretary must send a notice of the proposed changes to every voting member of AHG at least thirty (30) days prior to the meeting. The notice must include a verbatim copy of the proposed amendments. Such notice may be sent by electronic means.

ARTICLE XIV

Conflicts

If there is any conflict between the provisions of the Articles of Incorporation and these Bylaws, the provisions of the Articles shall govern. **Should these Bylaws be amended or revised, any sections which are inconsistent with the amendments or revisions are hereby repealed, or are deemed to be amended to make them consistent with the amendments or revisions.**

ARTICLE XV

Dissolution

An affirmative vote of three-quarters of the voting members is required to pass on the question of

dissolution of AHG. Voting may be done by attendees at a general meeting or by proxy. In the case of dissolution, the assets of AHG shall be distributed to one or more regularly organized and qualified tax-exempt organizations, to the Federal government, or to a state or local government for a public purpose.