

**BYLAWS
OF THE
TOUR OPERATORS
PROGRAM OF SAFETY, INC.**

DATE OF INCORPORATION

JANUARY 16, 1996

(Revisions)

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October 23, 1999

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March 17, 2004

May 10, 2007

February 12, 2009

February 23, 2010

February 17, 2011

October 13, 2011

February 24, 2014

April 5, 2016

BYLAWS OF TOUR OPERATORS PROGRAM OF SAFETY, INC.

Article I. Offices

The principal office of the Corporation in the State of Delaware shall be located in the city of Dover. The Corporation may have other offices, either within or outside of the State of Delaware, as the Board of Directors may determine or as the affairs of the Corporation may require.

The Corporation shall have maintained in the State of Delaware a registered office, and a registered agent whose office is identical with the registered office, as required by the Delaware General Corporation Law. The registered office may be, but need not be; identical with the principal office in the State of Delaware, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II. Members

Section 1. Classes of Members. The Corporation shall have two classes of members. The designation of the classes, and the qualifications of the members of each class, shall be as follows:

- A. Regular Member: A helicopter operator who conducts air tours under a current FAA Part 135 Certificate and has dedicated helicopter air tour operation(s) as an integral part of its business, as determined by TOPS; and who successfully completes, and remains in compliance with, the Tour Operators' Program of Safety ("TOPS"), as promulgated and adopted, and from time to time amended, by the Board of Directors; and who is in compliance with Article III, Section 5 and Article XIV, Section 2 of these bylaws. These requirements must be followed by all tour operations operated under the member's FAA Part 135 Certificate, regardless of DBA.

- B. Associate Member: Any non-tour operator or organization supportive of the goals and philosophies of the Tour Operators' Program of Safety and is in compliance with Article XIV, Section 2 of these bylaws.

Section 2. Approval of Applicants. Applicants for regular membership shall be approved for membership by a majority vote of the Board of Directors. Applicants for associate membership shall be approved by the Executive Director, in consultation with the TOPS Officers.

Section 3. Voting Rights. Each regular member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member with or without cause after an appropriate hearing, and may, by a majority vote of those members of the Board present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership by failing to satisfy the requirements of the Tour Operators' Program of Safety, as promulgated and adopted, and from time to time amended, by the Board of Directors. The Board of Directors may suspend or expel any member who shall be in default in the payment of dues or fees for the period fixed in Article XIV of these bylaws.

Section 5. Resignation. Any member may resign by filing a written resignation with the Executive Director, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid or to return any property that belongs to the Corporation.

Section 6. Reinstatement. Upon written request signed by a former member and filed with the Executive Director, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, reinstate the former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

Section 8. Member is Solely Responsible for its Operations. Each member recognizes that membership in the Corporation, and participation in the Tour Operators' Program of Safety, is entirely voluntary. The Corporation's sole purpose is to promote helicopter tour safety through the adoption of additional disciplines. Each member recognizes that the safety of its operations, and the conduct of its business, is its sole and exclusive responsibility and is not the responsibility of the Corporation.

Article III. Meeting of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held in conjunction with the annual industry trade show produced by the Helicopter Association International, known as "Heli-Expo", for the purpose of electing Directors and for the transaction of such other business as may come before the membership. If the election of Directors shall not be held at the "Heli-Expo" meeting designated here for any annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the Executive Director as directed by the chairman; the Board of Directors; or not less than three (3) voting members or one-third of the voting members, whichever is greater.

Section 3. Place of Meeting. If the Helicopter Association International fails to produce a "Heli-Expo" event during any specific calendar year, The Board of Directors may designate any place, either within or outside of the State of Delaware, as the place of meeting for any annual meeting or for any special meeting.

Section 4. Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, mail, facsimile, or by electronic mail (email) to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the chairman, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation, with postage thereon prepaid. If notice be given by facsimile or e-mail, it shall be deemed to be delivered at time of transmission.

Section 5. Meeting Attendance. Each regular member is required to attend a minimum of one meeting per year to maintain membership in good standing.

Section 6. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by at least eighty per cent (80%) of the members entitled to vote with respect to the subject matter of the action.

Section 7. Quorum. The members holding not less than one half of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Section 8. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member and received by the Executive Director not less than thirty-six (36) hours prior to the scheduled start of the specified meeting. This proxy cannot be used to establish quorum as referenced in Section 8 of this Article of these bylaws. No proxy shall be valid after two (2) months from the date of its execution.

Section 9. Voting by Mail. Where Directors or officers are to be elected by members or any class or classes of members, the election may be conducted by mail or electronic means in the manner that the Board of Directors shall determine.

Article IV. Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Delaware. The Board of Directors shall establish voluntary additional standards for the helicopter tour industry in furtherance of the Corporation's objective of achieving a zero-accident goal for helicopter tours. The standards shall be known as the Tour Operators' Program of Safety ("TOPS"). After adoption by the Board, the standards may be amended from time to time by a vote of not less than two-thirds of the Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be ten (10) with no less than seven (7) Directors consisting of regular members. There may not be more than one Director elected from each member. The tenure for Directors shall be for two years and each Director shall hold office until the next annual meeting of members when their term expires and until a successor shall have been elected and qualified. A Director may be removed from office with or without cause by a vote of at least two-thirds of the entire Board of Directors. For additional requirements and qualifications of the Board of Directors see Appendix A.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or outside of the State of Delaware, for the holding of additional regular meetings of the Board without other notice than the resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by at the request of the chairman or any two Directors. The persons authorized to call special meetings of the Board may fix any place, either within or outside of the State of Delaware, as the place for holding any special meeting of the Board called by them.

Section 5. Meetings by Communications Equipment. Members and Directors may participate in a meeting by means of a conference telephone or similar communications equipment so long as all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given by the Executive Director at least four days previously by written notice delivered personally or sent by mail, facsimile, or electronic mail (email) to each Director at the address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by facsimile or email, it shall be deemed to be delivered at time of transmission. Any Director may waive notice of any meeting, either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at the 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 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 law or by these bylaws.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 10. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing contained here shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation.

Section 11. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the Directors.

Article V. Nominations to Board of Directors

Section 1. Eligibility. Any member may nominate candidates for membership on the Board of Directors. Candidates must have been employed by a member or combination of TOPS members for the total of two calendar years, been an active participant in a committee for at least one calendar year, and must have attended two regular meetings prior to nomination.

Section 2. Nominations Committee. Nominations to the Board of Directors may also be submitted by a nominations committee.

Section 3. Function of Nominations Committee. The chairman may organize a nominations committee, which shall consist of not less than one Board member, who will chair the nominating committee, the Executive Director, and two other committee members who must be members in good standing. The nominations committee's chief responsibility is to present at the next annual meeting candidates for membership on the Board of Directors. The appointment of the nominations committee shall be made no later than ninety (90) days prior to the date of the next annual meeting.

Article VI. Officers

Section 1. Officers. The officers of the Corporation shall be a chairman, one or more vice-chairman (the number to be determined by the Board of Directors), a secretary, a treasurer and such other officers as may be elected from among the elected directors in accordance with the provisions of this Article. The Board of Directors may elect or appoint other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person. Also, the Board of Directors may appoint an Executive Director, with duties and compensation as stipulated by the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been elected and shall have qualified.

Section 3. Removal. Any officer 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 Corporation would be served by the person's removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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. Chairman. The chairman shall be the chief executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The chairman shall preside at all meetings of the members and of the Board of Directors. The chairman may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general the chairman shall perform all duties incident to the office of the chief executive, and such other duties as may be prescribed by the Board of Directors.

Section 6. Vice-Chairman. In the absence of the chairman or in the event of the chairman's inability or refusal to act, the vice-chairman (or in the event there be more than one vice chairman, then the vice-chairmen in the order of their election) shall perform the duties of the chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. Any vice-chairman shall perform such other duties as may be assigned by the chairman or by the Board of Directors.

Section 7. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned by the chairman or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety as the Board of Directors shall determine.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the chairman or by the Board of Directors. The secretary shall provide oversight of the Executive Director to ensure that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and ensure that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is authorized in accordance with the provisions of these bylaws; and keep a register of the post office address of each member which shall be furnished to the secretary by that member.

Section 9. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries shall perform the duties assigned to them by the treasurer and the secretary, respectively, or by the chairman or the Board of Directors. If required by the Board of Directors, an assistant treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety as the Board of Directors shall determine.

Section 10. Executive Director. The executive director shall function as the chief operating officer of the corporation, under the oversight of the chairman. The executive director shall have the authority to contract as necessary for meeting arrangements, including food functions, for routine administrative services such as communications, printing, plaques,

mailings and parcel services, and the like as approved by the treasurer. Other duties and responsibilities of the Executive Director are as stipulated in his/her contract with the Board of Directors.

Section 11. Salaries. The salaries, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving a salary by reason of the fact that the person is also a Director of the Corporation.

Article VII. Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the certificate of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the members present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, all members of each committee shall be members of the Corporation; and will work under the oversight of the Executive Director. Any member may be removed by the Executive Director whenever, in their judgment, the best interests of the Corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as a member until a successor is appointed, unless the committee shall be terminated sooner, or unless the member is removed from the committee, or unless the member shall cease to qualify as a member of the committee.

Section 4. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and

the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Article VIII. Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, the Executive Director, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, 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 specific instances.

Section 2. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by those officers, the Executive Director, or agents of the Corporation and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the treasurer or the chairman of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors and/or the Executive Director may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Borrowing Money. No indebtedness for borrowed money shall be contracted on behalf of the Corporation, and no evidence of such indebtedness shall be issued in its name, unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 6. Audit. Prior to the end of each fiscal year the Board of Directors will elect an audit committee of not more than two persons. The audit committee will review the organization's financial activity during the past year and report its findings to the Board.

Article IX. Indemnification of Officers, Directors, Employees and Agents

Section 1. Definitions. As used in this Article:

"Corporation" means this Corporation and any domestic or foreign predecessor entity which, in a merger or other transaction, ceased to exist.

"Director" means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint

venture, trust, employee benefit plan or other enterprise. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.

"Expenses" include counsel fees.

"Indemnitee" means an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation, and who possesses indemnification rights pursuant to the certificate of incorporation, these bylaws or other corporate action. The term shall also include service at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. "Indemnitee" shall also include the heirs, executors and other successors in interest of such individuals.

"Liability" means the obligation to pay a judgment, settlement, penalty or fine, including an excise tax assessed with respect to an employee benefit plan, and reasonable expenses incurred with respect to a proceeding.

"Party" includes an individual who was, is or is threatened to be named a defendant or respondent in a proceeding.

"Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal.

Section 2. Indemnification Rights of Officers, Directors, Employees and Agents. The Corporation shall indemnify its officers, directors, employees and agents against liability arising out of a proceeding to which such individual was made a party because the individual is or was an officer, director, employee or agent of the Corporation, or was serving at the Corporation's request as an officer, director, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Corporation shall advance expenses incurred by such persons who are parties to a proceeding in advance of final disposition of the proceeding as provided herein.

Section 3. Procedure for Seeking Indemnification and Advancement of Expenses.

A. Notification and Defense of Claim. Indemnitee shall promptly notify the Corporation in writing of any proceeding for which indemnification could be sought under this Article. In addition, Indemnitee shall give the Corporation such information and cooperation as it may reasonably require and as shall be within Indemnities' power.

With respect to any such proceeding as to which Indemnitee has notified the Corporation:

- 1) The Corporation will be entitled to participate therein at its own expense;
- 2) Except as otherwise provided below, to the extent that it may elect, the Corporation, jointly with any other indemnifying party similarly notified, will be entitled to assume the defense thereof, with counsel satisfactory to

Indemnitee. Indemnities' consent to such counsel may not be unreasonably withheld.

After notice from the Corporation to Indemnitee of its election to assume the defense, the Corporation will not be liable to Indemnitee under this Article for any legal or other expenses subsequently incurred by Indemnitee in connection with such defense. However, Indemnitee shall continue to have the right to employ its own counsel in such proceeding at Indemnities' expense, and if:

- 1) The employment of counsel by Indemnitee has been authorized by the Corporation; or
- 2) Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Corporation and Indemnitee in the conduct of such defense; or
- 3) The Corporation shall not in fact have employed counsel to assume the defense of such proceeding; then the fees and expenses of Indemnities' counsel shall be at the expense of the Corporation.

The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which Indemnitee shall reasonably have made the conclusion that a conflict of interest may exist between the Corporation and the Indemnitee in the conduct of the defense.

B. Information to Be Submitted and Method of Determination and Authorization of Indemnification. For the purpose of pursuing rights to indemnification under this Article, the Indemnitee shall submit to the Board of Directors a sworn statement requesting indemnification and reasonable evidence of all amounts for which such indemnification is requested (together, the sworn statement and the evidence constitute an "Indemnification Statement").

Submission of an Indemnification Statement to the Board shall create a presumption that the Indemnitee is entitled to indemnification hereunder, and the Corporation shall, within sixty (60) calendar days thereafter, make the payments requested in the Indemnification Statement to or for the benefit of the Indemnitee unless:

- 1) within such sixty (60) calendar day period it shall be determined by the Corporation that the Indemnitee is not entitled to indemnification under this Article;
- 2) such vote shall be based upon clear and convincing evidence (sufficient to rebut the foregoing presumption); and
- 3) the Indemnitee shall receive notice in writing of such determination, which notice shall disclose with particularity the evidence upon which the determination is based.

At the discretion of the chairman, the foregoing determination may be made by either:

- 1) the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the proceeding;
- 2) a committee chosen by written consent of a majority of the Directors of the Corporation and consisting solely of two or more Directors not at the time parties to the proceeding;
- 3) by independent legal counsel as provided in Delaware statutes; or
- 4) by the members, by the majority vote of a quorum consisting of members not parties to the proceeding.

Any determination that the Indemnitee is not entitled to indemnification and any failure to make the payments requested in the Indemnification Statement shall be subject to judicial review by any court of competent jurisdiction.

C. Special Procedure Regarding Advance for Expenses. An Indemnitee seeking payment of expenses in advance of a final disposition of the proceeding must furnish the Corporation as part of the Indemnification Statement:

- 1) A written affirmation of the Indemnities' good faith belief that the Indemnitee has met the standard of conduct required by Delaware statutes to be eligible for indemnification; and
- 2) A written undertaking constituting an unlimited general obligation of the Indemnitee to repay the advance if it is ultimately determined that the Indemnitee did not meet the required standard of conduct.

If the Corporation determines that indemnification is authorized, the Indemnities' request for advance of expenses shall be granted.

D. Settlement. The Corporation is not liable to indemnify Indemnitee for any amounts paid in settlement of any proceeding without Corporation's written consent. The Corporation shall not settle any proceeding in any manner which would impose any penalty or limitation on Indemnitee without Indemnities' written consent. Neither the Corporation nor Indemnitee may unreasonably withhold its consent to a proposed settlement.

Section 4. Contract and Related Rights.

A. Contract Rights. The right of an Indemnitee to indemnification and advancement of expenses is a contract right upon which the Indemnitee shall be presumed to have relied in determining to serve or to continue to serve the Corporation. Such right shall continue as long as the Indemnitee shall be subject to any possible proceeding. Any amendment to or repeal of this Article shall not adversely affect any right or protection of an Indemnitee with respect to any acts or omissions of such Indemnitee occurring prior to such amendment or repeal.

B. Optional Insurance, Contracts and Funding. The Corporation may:

- 1) Maintain insurance at its expense to protect itself and any Indemnitee against any liability, whether or not the Corporation would have power to indemnify the individual against the same liability under Delaware statutes; and

- 2) Enter into contracts with any Indemnitee in furtherance of this Article and consistent with Delaware law; and
 - 3) Create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.
- C. Severability. If any provision or application of this Article shall be invalid or unenforceable, the remainder of this Article and its remaining applications shall not be affected thereby and shall continue in full force and effect.
- D. Right of Indemnitee to Bring Suit. If (1) a claim under this Article for indemnification is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, or (2) a claim under this Article for advancement of expenses is not paid in full by the Corporation within twenty (20) days after a written claim has been received by the Corporation, then the Indemnitee may, but need not, at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. To the extent successful in whole or in part, the Indemnitee shall be entitled to also be paid the expense (to be proportionately prorated if the Indemnitee is only partially successful) of prosecuting such claim.
- Neither (1) the failure of the Corporation (including its Board of Directors, its members or independent legal counsel) to have made a determination prior to the commencement of such proceeding that indemnification or reimbursement or advancement of expenses to the Indemnitee is proper in the circumstances, nor (2) an actual determination by the Corporation (including its Board of Directors, its members or independent legal counsel) that the Indemnitee is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the proceeding or create a presumption that the Indemnitee is not so entitled.

Section 5. Exceptions. Any other provision herein to the contrary notwithstanding, the Corporation shall not be obligated pursuant to the terms of these bylaws to indemnify or advance expenses to Indemnitee with respect to any proceeding:

- A. Claims Initiated by Indemnitee. Initiated or brought voluntarily by Indemnitee and not by way of defense, except with respect to proceedings brought to establish or enforce a right to indemnification under these bylaws or any other statute or law or as otherwise required under the statute; but such indemnification or advancement of expenses may be provided by the Corporation in specific cases if the Board of Directors finds it to be appropriate.
- B. Lack of Good Faith. Instituted by Indemnitee to enforce or interpret this Article, if a court of competent jurisdiction determines that each of the material assertions made by Indemnitee in such proceeding was not made in good faith or was frivolous.
- C. Insured Claims. For which any of the expenses or liabilities for indemnification is being sought have been paid directly to Indemnitee by an insurance carrier under a policy of Director and Officer liability insurance maintained by the Corporation.

Article X. Certificates of Membership

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates or plaques evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. The certificates shall be signed by the chairman or vice-chairman and by the secretary or an assistant secretary and those certificates shall be sealed with the seal of the Corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate or plaque shall become lost, mutilated or destroyed, a new certificate may be issued upon the terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When an applicant has been approved for membership and has paid any initiation fee and dues that may then be required, a certificate or plaque of membership shall be issued in the member's name and delivered by the Executive Director or secretary, if the Board of Directors shall have provided for the issuance of certificates or plaque of membership under the provisions of section 1 of this Article X.

Section 3. No Certificates Option. Membership in the Corporation may also be recognized without certificates or plaques, and in that event membership shall be established by the resolution of the Board of Directors approving an applicant for membership and by the registration of membership on the Corporation's record book. If the Board elects not to issue certificates or plaque, within a reasonable time after membership is obtained, the Executive Director or secretary shall send the member a written statement confirming the member's status and the date membership was obtained. The statement shall refer to any transfer restriction known by the Executive Director or secretary. Neither the failure of the Executive Director or secretary to send the statement nor any inaccuracy in or omission from the statement shall affect the membership or the effect of transfer restrictions.

Section 4. Transfer Restrictions. Membership in the Corporation may not be transferred.

Section 5. Membership Record. The Corporation shall maintain a record of its members. The record shall contain the name and address of each member, and the date the member joined the Corporation. The membership record may be kept at the registered office, the principal place of business of the Corporation, or at the place of business or residence of the Executive Director.

Article XI. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Records shall also be maintained as to the history of each member: such as, accidents, date of audit, membership committee approval dates, etc. After approval and finalization of independent audits they will be returned to the operator. All books and records of the Corporation may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time.

Article XII. Nonprofit Operation

All income of the Corporation after paying the costs of operation and making provision for adequate reserves shall be devoted to charitable, educational and scientific

purposes. No part of the net earnings of the Corporation shall be distributed to its members, Directors, officers, or other private persons.

Notwithstanding any other provision of these bylaws, no Director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Internal Revenue Code of 1986, as amended, ("IRC") Section 501(c) (6) or which would cause the Corporation to be classified as a private foundation under IRC Section 509.

Article XIII. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Article XIV. Dues and Fees

Section 1. Dues and Fees. The Board of Directors may determine the amount of dues and fees payable to the Corporation by members of each class.

Section 2. Payment of Dues. Dues shall be payable in advance on the thirty-first day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the Corporation.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of four (4) months from the beginning of the fiscal year or period for which such dues became payable, the member's membership may be terminated by the Board of Directors in the manner provided in Article II of these bylaws.

Article XV. Corporate Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed the name of the Corporation and the words "Corporate Seal."

Article XVI. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Delaware General Corporation Law or under the provisions of the certificate of incorporation or the bylaws of the Corporation, a waiver in writing signed by the person entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

Article XVII. Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least four days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

We, the undersigned, do hereby certify that the foregoing bylaws were adopted as the bylaws of TOUR OPERATORS' PROGRAM OF SAFETY, INC. at the meeting of the members held on the 16th day of January, 1996 in Honolulu, Hawaii. The bylaws have since been revised periodically, including most recently at the meeting of the Board of Directors on the 5th day of [April](#) , [2016](#), via [board retreat in Boulder City, Nevada](#).

Chairman

Secretary

Attested and certified a true and correct copy of the revised bylaws of TOUR OPERATORS'
PROGRAM OF SAFETY, INC. this 5th day of April, 2016.
(CORPORATE SEAL)

Secretary

Appendix A: Director Requirements and Responsibilities

TOPS Board of Director Requirements and Responsibilities

The Tour Operators Program of Safety (TOPS) is governed and directed by its Board of Directors. The Board sets the tone and professional focus for TOPS. It is responsible for assuring compliance with the TOPS By-Laws while also assuring member compliance with the Program of Safety. The Board also approves changes (and often suggests changes to be considered for approval) to the Program and the By-laws. Additionally, the Board provides clear direction to the executive director on the annual audit process, program promotion, program growth opportunities, program focus, meeting logistics, trade show participation, and other aspects of the annual operation of TOPS. Several committees within TOPS provide insight to the Board, and most committees are required to have a Director on the committee.

As per the TOPS By-Laws, there are 10 Director positions on the Board with no less than 7 designated for regular members. Each member serves a two-year term. Each year, half of the Directors are up for election. Directors are nominated and elected via email and online polling. Their terms begin and end at the annual TOPS meeting at Heli-Expo.

Due to the important position TOPS Board of Directors hold, the following minimal qualifications and responsibilities must be met by all potential candidates and elected Directors:

Requirements to serve as a TOPS Director

- Is currently employed by a TOPS member or combination of TOPS members for at least two calendar years prior to nomination
- Has been an active member of a TOPS committee for a least one calendar year prior to nomination
- Has attended at least two TOPS meetings prior to nomination
- For a Regular Member Director, must hold a position of leadership within the company with the ability to implement TOPS requirements

Responsibilities of TOPS Directors

- Willingness and desire to be actively involved in promoting, strengthening and building the program and its membership
- Strong belief in the program, what it stands for, and its benefit to the industry
- Read and be very familiar with the Program and the By-Laws of the organization
- Attend all meetings, in person and on the phone
- Respond to all TOPS business emails, including requests for input, action or response from the chair or executive director, within 48 business hours

Board of Director Officers/Executive Committee

As per the TOPS By-Laws, the following officer positions are required of the Board of Directors. These officers are elected every year from within the Board at the Regular Membership Meeting at Heli-Expo. One person can hold up to two officer positions.

- Chair
- Vice-Chair

- Treasurer
- Secretary

Officer Duties

In addition to attending Executive Committee meetings, each officer has the following specific duties:

Chair

- Approve agenda, call meetings, lead meetings, officially represent TOPS in correspondence and interviews, provide the Board's direction to the executive director

Vice Chair

- Support the chair, stand in for the chair when he/she is not available

Treasurer

- Maintain the financial books for TOPS, pay TOPS bills, file taxes, approve financial decisions and make treasury report at all TOPS meetings. (Bookkeeping duties can be assigned to a member outside the Board or contracted out with oversight from the Treasurer.)

Secretary

- Take and keep minutes of the meetings
- Ensure notices are given in accordance with the provisions of the bylaws
- Maintain corporate records and the corporate seal