BYLAWS
OF
THE MISSOURI AVIATION HISTORICAL SOCIETY
A Missouri Nonprofit Corporation

ARTICLE I
MISSION AND PURPOSE

Section 1.1 Name. This Corporation shall be known as The Missouri Aviation Historical Society (the Corporation).

Section 1.2 Mission. The mission of Corporation is to preserve, document and communicate the history and significance of aviation in the State of Missouri.

Section 1.3 Purpose. The purpose of the Corporation shall as set forth in its Articles of Incorporation

ARTICLE II
OFFICES

Section 2.1 Registered Office and Registered Agent. The location of the registered office and the name of the registered agent of the Corporation in the State of Missouri shall be such as determined from time to time by the Board of Directors and on file in the appropriate office of the State of Missouri pursuant to applicable provisions of law.

Section 2.2 Corporate Offices. The Corporation may have such corporate offices anywhere within or without the State of Missouri as the Board of Directors from time to time may determine or the business of the Corporation may require. The "principal place of business" or "principal business" or "executive" office or offices of the Corporation may be fixed and so designated from time to time by the Board of Directors but the location or residence of the Corporation in Missouri shall be deemed for all purposes to be in the county in Missouri in which its registered office is maintained

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 General Powers. Except as may be expressly limited by law, the Articles of Incorporation, or these Bylaws, the Board of Directors (the "Board") shall be responsible for managing the affairs of the Corporation and shall do or cause to be done any and all lawful things for and on behalf of the Corporation in furtherance of its mission and purpose; provided, however, that the Board shall not authorize or permit the Corporation to engage in any activity
not permitted to be transacted by the Articles of Incorporation. The Board shall have the sole responsibility for the election and removal of the President of the Corporation.

Section 3.2 Number and Composition. The minimum number of Directors to constitute the Board shall be three; provided, however, that the Board, by resolution adopted by a majority of the full Board, may increase or decrease the number of Directors, except that the number of Directors shall not be less than three persons.

Section 3.3 Qualifications. All Directors shall be natural persons, at least eighteen (18) years of age. Each Director, upon his or her election, shall qualify by accepting the office of Director and his or her attendance at, or written approval of the minutes of, any meeting of the Board held subsequent to such Director’s election, shall constitute his or her acceptance; or he or she may execute such acceptance by a separate writing, which shall be placed in the minute book.

Section 3.4 Nomination. Nominations for election to the Board may be made by any Director of the Corporation, and shall be submitted in writing to the Chairperson of the Board at any time to be considered for election to the Board.

Section 3.5 Tenure. Each Director shall serve until the next annual meeting, or until resignation as defined in section 3.14 or removal as defined in section 3.15.

Section 3.6 Election of Directors. The Directors shall be elected at the Annual Meeting of the Board or at any Regular Meeting or duly called special meeting, and shall be elected by a majority of the Directors then in office.

Section 3.7 Annual Meeting. The Annual Meeting of the Board shall be held on such a date, such a time, and such a location as the Chairperson may determine. Notice of such Annual Meeting shall be given to each Director and each Officer in accordance with Section 7.3 hereof. At the Annual Meeting, the Board shall conduct the election of Directors and the Elected Officers, vote on any changes to the Bylaws, and conduct any other business as may come before the meeting.

Section 3.8 Regular Meetings. The Board may hold regular meetings on such dates, at such times, and at such locations as the Chairperson may determine. Any business may be transacted at a regular meeting. Notice of all regular meetings shall be given to each Director and each Officer in accordance with Section 7.3 hereof.

Section 3.9 Special Meetings. Special Meetings of the Board, including Special Meetings called for the purpose of amending the Bylaws, may be called by or at the request of a Director, at such time as the Director requesting the meeting shall designate. Notice of such special meeting shall be given to each Director in accordance with Section 7.3 hereof.

Any Special Meeting notice shall state the purpose or purposes of the special meeting and any matters so noticed may be acted upon at the special meeting. The notice of such meeting may be given by any Director. Such meetings shall be held within or without the State of Missouri and at such time and place as indicated in the notice or waiver of notice thereof; provided; however, the place of the Special meeting shall be reasonably convenient to all Directors.
Section 3.10 Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, or of the Articles of Incorporation or of any law, a waiver thereof in writing signed by such Director, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Director at any meeting waives any notice requirement of the meeting, unless the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these Bylaws or the Missouri Nonprofit Corporation Act, objects to the lack of notice and does not vote for or assent to the objected meeting or matter.

Section 3.11 Telephone Meetings. Members of the Board or any committee designated by the Board may participate in any meeting of the Board or committee, including the Annual Meeting, by means of telephone conference whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Any notice of a Telephone Meeting shall include complete instructions for participation.

Section 3.12 Quorum. At all meetings of the Directors, a majority of the full Board shall constitute a quorum, but a smaller number may adjourn from time to time without further notice until a quorum is present.

Section 3.13 Vote Required for Director Action. 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, unless a majority vote of the full Board is required by these Bylaws, except as provided in Section 3.17.

Section 3.14 Resignation. Any Director may resign at any time by giving written notice to the Chairperson of the Board. The Chairperson shall promptly notify all Directors upon receipt of a Notice of resignation. Any such resignation shall take effect at the time specified in the resignation, or, if the time is not specified in the resignation, then upon receipt of the resignation. The acceptance of such resignation shall not be necessary to make it effective.

Section 3.15 Removal. Any Director may be removed by the affirmative vote of a majority of the Directors then in office. The vacancy created by such a removal may be filled by the affirmative vote by a majority of the votes cast by the Directors then in office.

Section 3.16 Vacancies. Vacancies on the Board and newly created Director positions resulting from any increase in the number of Directors may be filled by a majority of the Directors then in office. Directors so elected shall serve until the next Annual Meeting of Directors of the Corporation.

Section 3.17 Action by Consent of Directors. Any action may be taken by the Board without a meeting if, after prior notice to all Directors, consents in writing, setting forth the action so taken, are signed by three-fourths of the Directors (including the Chairperson) then serving. Such consents shall have the same force and effect as a majority vote at a meeting held, and may be treated as such in any certificate or document filed under the Missouri Nonprofit Corporation Act. The Secretary of the Corporation shall file such consents with the minutes of the meetings of the Board.
Section 3.18 Committees. The Board by resolution adopted by a majority of the Directors then serving may designate one or more Directors to constitute a committee. Each such committee, to the extent provided in such resolution, shall have and exercise all of the authority of the Board in the management of the Corporation with respect to the usual and ordinary decisions in the conduct of the business. Each such committee may make, alter and repeal rules for the conduct of its business, provided, however, each committee shall conduct its business in the same manner as the Board conducts its business pursuant to these Bylaws. Each committee shall keep records of its proceedings and shall report the same to the Board at its regular meetings. Vacancies in a committee may be filled by the Board. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed upon it or such member by the Missouri Nonprofit Corporation Act.

Notwithstanding any other provision herein, a committee of the Board may not: (1) authorize distributions to Directors, Officers, agents or employees, except in exchange for value received; (2) approve a merger or a sale, pledge or transfer of all or substantially all of the Corporation's assets; (3) unless otherwise stated in these Bylaws, elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; or (4) adopt, amend or repeal the Articles or these Bylaws.

Section 3.19 Meetings. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, in his or her absence, by such other Director as the Chairperson may select. The Secretary of the Corporation shall act as secretary of the meeting, but in his or her absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 3.20 Chairperson of the Board.

(a) Election and Term of Office. The Board shall elect one of its Directors to be Chairperson of the Board, who shall be subject to the control of and may be removed from that position by the Board. The Chairperson of the Board shall be elected annually at the Annual Meeting by the Board. Vacancies in said office may be filled at any meeting of the Board. The Chairperson shall hold office until a successor has been duly elected by the Board, or until death, resignation or removal.

(b) Duties of the Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board. The Chairperson of the Board may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except when the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation. The Chairperson shall have such additional powers and duties as may be prescribed by the Board by written resolution duly adopted as herein provided.

ARTICLE IV
OFFICERS

Section 4.1 Officers of the Corporation. The Elected officers of the Corporation shall be the President, Secretary, and Treasurer. Other officers of the Corporation may be appointed
by the President from time to time (the “Appointed Officers of the Corporation”). Any two or more offices may be held by the same person. Elected and Appointed Officers of the Corporation are referred to collectively herein as the “Officers.”

Section 4.2 Elected Officers.

(a) Election and Term. The President, Secretary and Treasurer of the Corporation shall be elected by the Directors annually at the Annual Meeting. All Elected Officers of the Corporation shall hold office until the next annual meeting, until such officer’s death, until such officer resigns or until such Officer has been removed by the Board. All Appointed Officers of the Corporation shall hold office until such officer’s successor has been appointed by the President, until such officer’s death, until such officer resigns or until such officer has been removed by the President.

(b) President. The President shall be responsible for the general and active management of the business of the Corporation and to see that all orders and resolutions of the Board are carried into effect. The President shall have sole responsibility for the appointment and removal of all Appointed Officers of the Corporation as the President may deem desirable. The President may sign and execute, in the name of the Corporation, all authorized documents and other instruments, except in cases in which the signing and execution thereof has been delegated to some other officer or agent of the Corporation. The President shall have such additional powers and duties as may be prescribed by the Board by written resolution duly adopted as herein provided.

(c) Secretary. The Secretary shall record the proceedings of the meetings of the Board in books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; shall be custodian of the records of the Corporation; and, in general, shall perform all duties incident to the office of a secretary of a corporation, and such other duties as, from time to time, may be assigned to him or her by the President.

(d) Treasurer. The Treasurer shall have charge of and be responsible for all funds and the finances of the Corporation, and shall deposit or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board; shall render to the Chairperson of the Board and to the Board, whenever requested, an account of the financial condition of the Corporation; and, in general, shall perform all duties incident to the office of a Treasurer of a corporation, and such other duties as, from time to time, may be assigned to him or her by the President.

(e) Delegation by Elected Officers. Elected Officers may delegate any duties or functions herein provided for to any other person or persons, but the Elected Officers shall remain responsible at all times for all delegated duties and functions.

Section 4.3 Appointed Officers. The President may appoint any Appointed Officers to assist in the management of the Corporation. Each Appointed Officer of the Corporation shall
hold office for such period, have such authority and perform such duties as the President may prescribe.

Section 4.4 Removal. Any Elected Officer of the Corporation may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any Appointed Officer of the Corporation may be removed by the President whenever in the President's judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.5 Resignation. Any Elected Officer of the Corporation may resign at any time by giving written notice to the Chairperson of the Board. Any Appointed Officer of the Corporation may resign at any time by giving written notice to the President of the Corporation. Any such resignation shall take effect at the time specified therein or, if the time is not specified therein, then upon the receipt of the notice. The acceptance of such resignation shall not be necessary to make it effective.

Section 4.6 Vacancies. Any vacancy occurring in any elected office of the Corporation by death, resignation, removal or otherwise may be filled by the Board at any regular or special meeting. Any vacancy occurring in any appointed office of the Corporation by death, resignation, removal or otherwise may be filled by the President.

Section 4.7 Absence or Disability. In case of the absence or disability of any Elected Officer of the Corporation or for any other reason deemed sufficient by the Board, the Board may delegate the power or duties of the absent or disabled officer to any other officer or to any Director for such period of time as the Board may deem appropriate. In case of the absence or disability of any appointed Officer or for any other reason deemed sufficient by the President, the President may delegate the power or duties of the absent or disabled officer to any other officer for such period of time as the President may deem appropriate.

Section 4.8 Compensation. An Officer or other employee of the Corporation may receive compensation, as approved by the Board, for any services such officer or employee renders to the Corporation; provided, however, that each Officer or employee shall be reimbursed for any actual expenditures reasonably incurred in connection with the business of the Corporation.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 5.1 Contracts. The Board may by resolution duly adopted as herein provided authorize any Officer or other person as an authorized agent to act in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 5.2 Loans. No loans shall be contracted for or undertaken on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution duly adopted as herein provided by the Board. The nature and extent of such authority shall be specified by the authorizing resolution.
Section 5.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Corporation shall be signed by the Treasurer or Officers or agents of the Corporation in such manner as may be authorized by resolution duly adopted as herein provided by the Board, and shall be effective unless and until revoked by subsequent resolution duly adopted by the Board.

Section 5.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board may authorize by resolution duly adopted as herein provided.

ARTICLE VI
ASSOCIATE MEMBERS

Section 6.1 Creation. The Board by resolution may provide for Associate Members who shall not be Members of the Corporation, but wish to be associated with it.

Section 6.2 Rights and Privileges of Associate Members. Associate Members may have such rights and privileges as the Board may provide. Associate Membership shall not confer any right or power to participate in the governance or management of the Corporation unless the member is elected a Director or Officer of the Corporation as provided in these Bylaws.

Section 6.3 Dues and Obligations of Associate Members. The conditions for associate membership, including but not limited to the payment of dues, if any, may be as the Board may provide.

Section 6.4 Classes of Associate Members. The Board may, but need not, establish classes of associate membership as and if deemed appropriate by the Board.

ARTICLE VII
MISCELLANEOUS

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall be a calendar year, or as otherwise determined by resolution of the Board.

Section 7.2 Books and Records. The Secretary of the Corporation shall keep original or duplicate books which shall include: (1) The Corporation’s Articles or Restated Articles and all amendments to them currently in effect; (2) the Corporation’s Bylaws or Restated Bylaws and all amendments to them currently in effect; (3) resolutions of the Board duly adopted as herein provided; (4) its most recent annual report delivered to the Missouri Secretary of State; (5) minutes of proceedings of its Board and from time to time such other or additional records, statements, lists and information as may be required by law.

Section 7.3 Notices and Waivers Thereof. Whenever any notice is required by Missouri law, the Articles of Incorporation, or these Bylaws to be given to any Director, or Officer, such notice, except as otherwise provided, shall be given personally, by mail, or by electronic or facsimile transmission not less than seven (7) calendar days in advance. Any notice given by electronic or facsimile transmission shall be deemed to have been given when it shall
have been delivered for transmission, and any notice given by mail shall be deemed to have been
given when it shall have been deposited in the United States mail with postage prepaid.

Whenever any notice is required to be given by law, the Articles of Incorporation or these
Bylaws, a written waiver thereof, signed by the person entitled to such notice, whether before or
after the meeting or the time stated therein, shall be deemed equivalent to such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except
when the person attends a meeting for the express purpose of objecting, at the beginning of the
meeting, 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 or any committee thereof need be specified in any written waiver of notice.

Section 7.4 Interested Transactions. No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its
directors or officers are Directors or Officers of the Corporation, shall be void or voidable solely
for this reason, or solely because the Director or Officer is present at or participates in the
meeting of the Board or committee thereof which authorizes the contract or transaction, or solely
because his or her, or their votes are counted for such purpose, if: (1) in advance, the material
facts as to his or her, or their relationship or interest and as to the contract or transaction are
disclosed or are known to the Board or the committee; and (2) the Board or committee in good
faith reasonably believes the contract or transaction is not unfair to the Corporation. Common or
interested Directors may be counted in determining the presence of a quorum at a meeting of the
Board or of a committee which authorizes the contract or transaction.

ARTICLE VIII
AMENDMENTS

The Board by resolution adopted by a majority of the Directors then in office, may adopt,
amend or repeal the Bylaws of the Corporation.
CERTIFICATE

We, the undersigned, hereby certify that we acted as President and Secretary, respectively, of a meeting of the Board of Directors held on the 12th day of August, 2016, at which the foregoing Bylaws were duly adopted as and for the Bylaws of the Corporation, and hereby further certify that the foregoing constitute the Bylaws of the Corporation.

Daniel J. O'Hara, President

Albert I. Stix, IV, Secretary