

BYLAWS
of
AIR MEDICAL OPERATORS ASSOCIATION

Article I
Membership

Section 1. Qualifications. Any person, firm or corporation who (i) is the holder of a certificate under Part 135 of the Federal Aviation Regulations, (ii) is engaged in the business of providing air medical services, (iii) agrees to meet safety benchmarks as may be established from time to time by the Board of Directors, and (iv) meets other criteria for membership that may be established from time to time by the Board of Directors, may be elected a member of the Corporation by the Board of Directors or the Executive Committee in accordance with Section 2 of this Article.

Section 2. Regular Members. Upon receiving a two-thirds vote of the directors present at a meeting of the Board of Directors or a two-thirds vote of the Executive Committee, a person, firm, or corporation may be elected a member of the Corporation upon being proposed for membership by an existing member and favorably passed upon by the Nominating Committee. No applicant shall be denied membership based upon race, gender, creed or national origin. The following actions shall require two-thirds vote of the Regular Members:

- a) the sale, lease, exchange or other disposition of all or substantially all of the Corporation's property and assets;
- b) the merger or consolidation of this Corporation with another corporation;
- c) the dissolution of the Corporation.

Section 3. Associate Members. The Board of Directors or the Executive Committee may elect Associate Members by a two-thirds vote of the directors present upon being proposed for membership by an existing member and favorably passed upon by the Nominating Committee. No applicant shall be denied membership based upon race, gender, creed or national origin.

The Associate Member category shall be for those Part 135 certificate holders operating 1 — 5 aircraft on their certificate or other criteria for membership that may be established from time to time by the Board of Directors.

Section 4. Suspension. A member may be suspended for a period or expelled from membership for cause, such as violation of any of the bylaws or rules of the Corporation, failure to meet safety benchmarks established by the Board of Directors or conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a two-thirds vote of the directors present at a meeting of the Board of Directors, provided that a statement of the charges shall have been provided at least 15 days before final action is taken thereon; this statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take action in the premises. The member shall be given an opportunity to present a defense at the time and

place mentioned in such notice, prior to the Board's taking any action to suspend his membership or to expel him from membership.

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Article 11
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 III
Dues

Section 1. Annual dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members.

Section 2. Payment of dues. Dues shall be payable monthly for Regular Members. Dues may be paid monthly or annually by Associate Members, as agreed to by the Executive Director. 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 years of the Corporation. Dues are nonrefundable.

Section 3. Default and termination of membership. When any member shall be in default in the payment of dues for a period of three months, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article I, Section 4 of these Bylaws.

Article IV
Meetings

Section 1. Annual meetings. There shall be an annual meeting of the members of the Corporation on a date agreed to by a majority of the Board of Directors. The meeting each year shall be for election of members of the Board of Directors and for receiving the annual reports of officers, directors, and committees, and the transaction of other business. Notice of the meeting shall be provided via email to each member at least ten days before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time, and purpose of the meeting.

Section 2. Special meetings. Special meetings of the Members of the Corporation may be called by a majority of the Board of Directors, the Executive Committee or the Chairman at their discretion. Notice for any special meeting is to be given in the same manner as for the annual meeting.

Section 3. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place designated

by the Board of Directors or Executive Committee, and any action may be taken thereat, if notice is waived in writing via email by a majority of members having the right to vote at the meeting.

Section 4. Quorum. The presence in person or by proxy of a majority of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. Participation of a person in a meeting utilizing a conference telephone or other electronic communications system constitutes presence of that person at the meeting.

If a meeting cannot be organized for lack of a quorum, those present may adjourn the meeting to the time and place which they determine. Notice of the second meeting shall again be attempted pursuant to these Bylaws. However, in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum as fixed above, shall nevertheless constitute a quorum for the purpose of electing directors. In the case of a second such meeting called after the lack of a quorum for a purpose other than or in addition to the election of directors, including amendment of the articles of incorporation or dissolution of the Corporation, any number of members present shall constitute a quorum.

Section 5. Voting. In the case of a member that is not a natural person, any natural person designated by it in writing may represent it at any meeting, but each member shall in any event be entitled to only one vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present in person or by proxy.

Section 6. Proxies. Every member of the Corporation entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after 12 months from the date of its execution.

Section 7. Order of business. The order of business shall include at all the meetings of the Corporation and Board of Directors:

- (a) Acknowledgement of Antitrust Statement.
- (b) Recording of attendees.
- (c) Approval of the minutes.
- (d) Recording of the minutes.
- (e) Receiving communications.
- (f) Reports of officers.
- (g) Reports of committees.
- (h) Unfinished business.
- (i) New business.

Any question as to priority of business shall be decided by the Chair without debate.

This order of business may be altered or suspended at any meeting by the Chair.

Section 8. Consents. Any decision required or permitted to be made at a meeting of the Board of Directors or any committee of the Corporation may be made without a meeting if a written consent to the decision is received by email by all of the persons entitled to vote on the matter. The consent, together with a certificate by the Secretary of the Corporation to the effect that the subscribers to the consent constitute all of the persons entitled to vote on the particular questions, shall be placed in the Corporation minute book and kept with the Corporation's records.

Article V Directors

Section 1. Number. The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors. The exact number of directors shall be fixed by resolution adopted by the Board of Directors from time to time. The directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Section 2. Election of directors and terms. Each director shall be elected for a term of one year by the current Board of Directors. At the expiration of his term, any director may be re-elected.

Section 3. Qualifications of directors. The Member representative to the Board of Directors shall be the highest accountable executive of the eligible Member organization or a designee to speak and act on behalf of the Member organization.

Section 4. Duties of directors. The Board of Directors may: (1) hold meetings at such times and place as the directors think proper; (2) admit members of the Corporation and suspend or expel them by ballot; (3) appoint committees on particular subjects from the members of the Board, or from other members of the Corporation; (4) audit bills and disburse the funds of the Corporation; (5) print and circulate documents and publish articles; (6) carry on correspondence and communicate with other associations interested in the air medical industry; (7) employ agents; and (8) devise and carry into execution such other measures as the directors deem proper and expedient to promote the objects of the Corporation and to best protect the interests and welfare of the members.

Section 5. Meetings of board. A regular meeting of the Board of Directors shall be held in conjunction with the annual meeting of the members of the Corporation. The Board will meet periodically throughout the year, both in person and electronically, as deemed necessary by the Chairman, but no less than two times per year. The Chairman may, at any time he deems necessary, issue a call for a special meeting of the Board.

Section 6. Quorum. A majority of the number of incumbent directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the acts of a

majority of the directors present at a meeting at which a quorum is present shall constitute the acts of the board of directors, unless the articles of incorporation of the Corporation or these Bylaws provide otherwise. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, in that case, no action may be approved without the affirmative vote of a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during the meeting, a majority of the number of directors present may adjourn and reconvene the meeting one time without further formal notice required by this section but in that event shall take reasonable steps to give actual notice to all directors in advance of the reconvened meeting by using means reasonably appropriate under the circumstances.

Section 7. Absence. Should any director absent himself from three consecutive meetings of the Board without sending a communication to the Chairman or Executive Director stating his reason for so doing, and if any excuse he may offer for his absences is not accepted by the Board, the Board may declare his seat on the Board to be vacant. The seat shall be filled as set forth in Section 8.

Section 8. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote of the remaining members of the Board.

Section 9. Removal of directors. Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

Section 10. Compensation. No director shall receive fees or compensation for attending Board meetings or committee meetings, but reasonable travel expenses incurred in attending a meeting may be reimbursed.

Section 11. Meeting by telephone or other electronic communications system. The Board of Directors or any committee may hold a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other or by another electronic communications system, including video-conferencing technology or the Internet, if the system employed provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. The notice of a meeting by one of the aforementioned methods must state that the meeting will be held by one of these methods. Participation of a person in a meeting utilizing a conference telephone, similar communications equipment, or another suitable electronic communications system constitutes presence of that person at the meeting.

Article VI Officers, Employee and Representatives

Section 1 . Number. The officers of this Corporation shall be a Chairman, Vice Chairman and Secretary/Treasurer.

Section 2. Method of election and terms. The Board of Directors shall elect all officers for terms of two years, each officer being elected from eligible members of the Board of Directors. A majority of a quorum present shall be necessary to constitute an election. Officers may serve successive terms. Officer terms may follow a linear progression.

Section 3. Duties of officers. The duties and powers of the officers of the Corporation shall be as follows:

Chairman: The Chairman shall preside at the meetings of the Corporation and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees. He shall also, at the annual meeting of the Corporation and such other times as he deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the Chairman.

Vice Chairman: In case of the death or absence of the Chairman, or of his inability from any cause to act, the Vice Chairman shall perform the duties of his office. He shall also perform such other duties as the Chairman may delegate to him from time to time, provided, however, that such delegation shall automatically expire at the end of the term of the Chairman making the delegation.

Secretary/Treasurer: It shall be the duty of the Secretary/Treasurer to oversee the notice of all meetings of the Corporation and the Board of Directors, the record of proceedings, the membership roster and the distribution of the annual financial statement.

Section 4. Bond of treasurer. The Treasurer, shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his duties as the Board may direct. However, the fee for such bond or security shall be paid by the Corporation.

Section 5. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Section 6. Compensation of officers. The officers shall receive such salary or compensation, if any, as the Board of Directors determines to be appropriate, so long as the payment of compensation does not violate the Louisiana Nonprofit Corporation Law or the articles of incorporation of the Corporation,

Section 7. Executive Director. The Officers of the Corporation (the Executive Committee) shall hire and employ an Executive Director for the Corporation. The Executive Director shall manage the day-to-day operations of the Corporation and fulfill other duties as the Board may direct. The Executive Director shall be an ex officio member of the Board, all Committees and Subcommittees. The Executive Director shall oversee dues, budget and other administrative items as required. The specific duties of the Executive Director shall be defined in a Job Description to be reviewed, amended and approved as necessary by the Officers.

Section 8. Representative to the Commission on Accreditation of Medical Transport Systems (CAMTS) Board. The Executive Committee shall appoint a representative to sit on the Board of CAMTS. This person shall attend CAMTS Board meetings and participate in CAMTS subcommittees as applicable to represent the interests of the Air Medical Operators Association and aviation safety.

Article VII Committees

Section 1. Executive Committee. The Chairman, Vice Chairman and Secretary/Treasurer shall constitute the Executive Committee. The Executive Committee may act on behalf of the Corporation in any matter when the Board of Directors is not in session, reporting to the Board of Directors for its ratification of their actions at each regular or special meeting called for the purpose. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the Chairman or by any other member of the Executive Committee.

Section 2. Nominating Committee. The Executive Committee and the Executive Director shall constitute a standing Nominating Committee, whose duties shall be to review potential Corporation members and to pass upon applications for membership in the Corporation. No applicant shall be admitted to membership unless first approved by the Nominating Committee.

Section 3. Safety Committee. The Safety Committee shall be comprised of senior level representatives of the Member organizations authorized to act and speak on behalf of the organization on matters of aviation safety, operations and maintenance.

- a) The Safety Committee's activities shall be determined and approved by the Board of Directors.
- b) The mission of the Safety Committee is to carry out Board initiatives and to bring proposals to the Board related to the advancement of aviation safety.
- c) The Safety Committee will elect a Chairman and a Vice Chairman for terms of two years. Officers may serve successive terms.
- d) The Safety Committee may create Subcommittees and assign membership in Subcommittees as deemed necessary and appropriate.

Section 4. Special committees. The Board of Directors may appoint, from time to time, such other committees as it deems appropriate on any subject for which there are no standing committees.

Section 5. Committee quorum. A majority of any committee of the Corporation shall constitute a quorum for the transaction of business.

Section 6. Committee vacancies. The various committees shall have the power to fill vacancies in their own membership.

Section 7. Compensation. No member of a committee shall receive fees or compensation for attending committee meetings, but reasonable travel expenses incurred in attending a meeting may be reimbursed.

Article VIII
Indemnification of Directors, Officers and Others

Section 1. Obligation to Indemnify. The Corporation shall indemnify any person ("Indemnitee") who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in the right of the Corporation, the indemnity shall be limited to expenses (including attorneys' fees, and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action, and no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 2. Termination of Actions. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 3. Defense Costs. To the extent that a director, officer, employee or agent of this Corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4, Authorization of Indemnity. The indemnification hereunder, unless ordered by the court, shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable and the Board of Directors so directs, by independent legal counsel, or (3) by the members.

Section 5. Advancing Expenses. Expenses incurred in defending such an action, suit or proceeding may be paid by the Corporation in advance of the final disposition thereof if authorized by the board of directors in the manner provided in this Article, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. Non-Exclusivity; Duration; Heritability. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which the person indemnified or obtaining advancement of expenses is entitled to under any by-law, agreement, authorization of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs and legal representative; however, no such other indemnification measure shall permit indemnification of any person for the results of such person's willful or intentional misconduct.

Section 7. Effect of Contract. The foregoing provisions of this Article shall be deemed to be a contract between this Corporation and each director, officer, employee, agent, and other Indemnitee who serves in such capacity at any time while this Article is in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts theretofore existing, or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 8. Insurance. The Corporation shall have power to procure or maintain insurance or other similar arrangement on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or the Louisiana Nonprofit Corporation Law.

Article IX Potential Conflicts of Interest

Section 1. Conflicts of interest. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other nonprofit, business or foreign corporation, partnership, or other organization in which one or more of

directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the common or interested director or officer was present at or participated in the meeting of the board or committee thereof which authorized the contract or transaction, or solely because his or their votes were counted for such purpose, if:

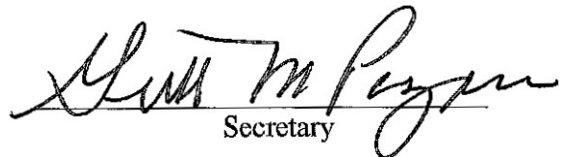
- (1) The material facts as to his interest and as to the contract or transaction were disclosed or known to the Board of Directors, and the Board of Directors in good faith authorized the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or
- (2) The material facts as to his interest and as to the contract or transaction were disclosed or known to the members, and the contract or transaction was approved in good faith by vote of the members; or
- (3) The contract or transaction was fair as to the Corporation as of the time it was authorized, approved or ratified by the Board of Directors or members.

Section 2. Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorized the contract or transaction.

Article X
Amendments

These Bylaws may be amended, repealed or altered in whole or in part by (i) a vote of two thirds of the Directors present at a meeting called for that purpose, or (ii) a majority vote of the members of the Corporation at any duly organized meeting of the members. In either event, the proposed changes shall be delivered by email to the primary contact for each member at least 7 days prior to the date of the meeting in which the change will be considered.

This is to certify that the foregoing Bylaws were adopted by the Board of Directors of Air Medical Operators Association at their meeting held on 29th day of January, 2020.


Secretary