

BYLAWS
OF THE
**HELICOPTER SAFETY
ADVISORY CONFERENCE**



(Revision 2) 5-18-06

"Safety through Cooperation"

**BYLAWS OF THE
HELICOPTER SAFETY ADVISORY CONFERENCE**

ARTICLE I

NAME

The name of the conference shall be:

THE HELICOPTER SAFETY ADVISORY CONFERENCE

ARTICLE II

PURPOSE

Since the Helicopter Safety Advisory Conference was formed in January 1978, it has made significant contributions to helicopter safety. The Conference provides a forum for the open communication between a wide spectrum of individuals, corporations, government agencies and others to promote safe procedures in the operation of rotary-winged aircraft. The Conference motto is "**Safety through Cooperation**".

In the exchange of ideas, concepts, mutual problems and solutions, the HSAC serves as a sounding board and forum for communications. Participants are allowed discretion in initiating the ideas or practices within their individual organizations depending on individual needs.

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ARTICLE III
MEMBERSHIP

The membership for the Conference is comprised of two classes:

Regular Members (Voting)

Associate Members (Non Voting)

Section 1. Regular Members

A Regular Member is defined as a company that owns, operates, charters, contracts, or has direct operating involvement in helicopter/airplane operations in the Gulf of Mexico or pipeline aerial surveillance activities within the United States. Company members and active individual members shall be such companies and individuals as may be admitted in accordance with these Bylaws.

Section 2. Associate Members

Associate Members are defined as aircraft manufacturers, vendors, government entities, military services and all others not actively engaged directly in the day-to-day operations, lease, charter, or hire of helicopters/airplanes in support of the offshore oil industry or pipeline aerial surveillance industry.

ARTICLE IV
VOTING STATUS

Section 1. Regular Voting Members:

One voting member per company that qualifies under Article III. Section 1, Regular Members, with an alternate specified, in writing to the HSAC secretary on company letterhead.

Section 2. Associate Member:

Non voting status.

ARTICLE V

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QUORUM

Before a vote can be taken or recorded at any Regular or Special Meeting, a quorum must be present or represented by a signed ballot, or represented by an email message from the absent voting member submitted to an Executive Committee Member. A quorum shall be fifty-one percent (51 %) of the registered Regular Members; two (2) of "whom" must be Executive Committee Members.

ARTICLE VI

APPLICATION FOR MEMBERSHIP

Section 1. Application:

Application for membership for both regular and associate classes will be submitted to the Secretary on applicant's letterhead designating status of membership sought (Regular or Associate) and naming voting member and alternate (Regular Members) or primary-and secondary delegate representatives (Associate).

Section 2. Membership List / Distribution of Information:

Membership lists for the purpose of mailing minutes, notices or advisories will be maintained. Correspondence will be sent only to designated voting members of a company or organization or to the primary delegate indicated by associate members. Primary delegates will be responsible for secondary distribution of information within the company structure.

Members of the Executive Committee and Steering Committee Chairman will be mailed individual copies of agendas, minutes and other pertinent correspondence of the HSAC.

Section 3. Confidentiality:

A detailed membership list will be maintained by the Executive Committee and Secretary and is not for public distribution. An abbreviated list will be distributed to the members to assist with internal communications. Any member may decline to have their names on the list if so desired.

ARTICLE VII

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DUES

No formal dues will be collected; a donation will be accepted from Regular and Associate Members to cover expenses for meeting rooms, meals and general administrative costs.

ARTICLE VIII

MEETINGS

Regular general meetings are scheduled seasonally. The Chairman of the Executive Committee can call special or emergency meetings as necessary. Time and locations for meetings are at the discretion of the Chairman and Executive Committee. Meetings of the Executive Committee, Steering Committee or special committees are at the discretion of the appropriate Committee Chairman.

ARTICLE IX

AUTHORITY FOR OPERATION

Authority for operation and management for the Conference shall ultimately rest with the Regular Membership. The authority normally shall be exercised by delegation, with Regular Membership approval, to the Executive Committee. The Executive Committee may also delegate specific programs and operations to specific individuals or committees.

Section 1. Executive Committee

The Executive Committee shall consist of the elected officers of: Chairman, Vice Chairman, Secretary, and Treasurer. All members of the Executive Committee must qualify as Regular (voting) Members to seek and hold office. Term of elected office will be two years, alternating every other year with Chairman, Treasurer, Vice Chairman, and Secretary. Once elected, all members who serve on the Executive Committee will hold Regular Membership (voting) status as individuals during their active and current term in office.

Section 2. Steering Committee:

A Steering Committee, made up of Regular Voting Members, will be appointed by the Chairman of the Executive Committee. Elected members of the Executive Committee and Subcommittee Chairman are automatically members of the Steering Committee. The Executive Committee Chairman is Chairman of the

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Steering Committee. Meetings will be held as required for the purpose of reviewing and directing the short and long range goals of the Conference.

Section 3. Subcommittees:

The Executive Committee and Chairman can appoint Subcommittees to address special projects. Subcommittee Chairman must be a Regular voting Member. Associate Members may serve on Subcommittees. Subcommittees will report to the Executive Committee. All recommendations or advisories involving from Subcommittees are subject to Regular Membership approval by formal ballot.

ARTICLE X

OFFICERS

Section 1. Duties of the Chairman:

The duties of the Chairman shall include, but not be limited to, presiding at all regular, steering and special meetings; call and preside over Executive Committee Meetings; plan and present all matters requiring Executive Committee action or action by a Regular Membership, and the expeditious processing of said matters to a conclusion; direct-the activities of the Executive Officers and various committees, including the Steering Committee and other individuals performing any function or duty for the Conference; serve as ex-officio member of all committees; conduct Conference business in accordance with the policies set by the Executive Committee to assure representation on all matters of concern to the Conference. The Chairman will be a Regular Member of the HSAC and serve a two year elected term.

Section 2. Responsibility of Vice Chairman:

The duties of the Vice Chairman shall include, but not be limited to, assuming the duties of the Chairman at death or in his absence; providing liaison with Subcommittee programs and keeping the Chairman informed of various programs; assisting the Chairman as required. The Vice Chairman will be a Regular Member of the HSAC and serve a two year elected term alternating with the Chairman.

Section 3. Responsibilities of the Secretary:

The duties of the Secretary shall include, but not be limited to, the call of all regular and special meetings, and when required inclusion of voting ballots; take, keep, and maintain minutes and/or records of all Regular or Special Meetings and forward to the Chairman or Vice Chairman for approval; conduct correspondence in behalf-of the Conference and/or other official correspondence

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as may be furnished him; process membership applications, maintain membership roles, including names, addresses and class of membership; other duties as assigned by the Chairman. The Secretary will be a Regular Member of the HSAC and serve a two year elected term concurrent with the Vice Chairman.

Section 4. Duties of the Treasurer:

Duties of the Treasurer shall include, but not be limited to, serving as custodian of all Conference funds; keep a strict accounting of all receipts and expenditures; collect and receive all monies due the Conference and pay only such expenditures as have been authorized by the Executive Committee; deposit all Conference funds in suitable checking or savings institutions; insure that signature cards on file with the banks bear the signature of the Chairman, Vice Chairman, Secretary and Treasurer, and that all checks issued from the accounts are countersigned; and to make arrangements, at the direction of the Chairman, for meeting places for regular meetings. The Treasurer will be a Regular Member of the HSAC and serve a two year elected term concurrent with the Chairman.

Section 5. Duties of Subcommittee Chairman:

The Subcommittee Chairman are each responsible to the Chairman and membership for the development, evaluation, and recommendation of practices and action by the Executive Committee and membership. The duties of the Subcommittee Chairman include, but are not limited to, planning and chairing his committee as often as necessary to properly conduct committee business; to recruit and communicate with Subcommittee members on a regular basis to insure wide representation of the membership in subcommittee action; to keep the Chairman informed on an ongoing basis of the Committee function; to insure minutes and records are maintained of all subcommittee meetings and submitted to the secretary; to present to the Chairman and Executive Committee proposals and/or recommendations rendered by the Subcommittee prior to Regular or special meetings; to report to the membership at regular or special meetings of Subcommittee progress. All action requiring membership approval is to be submitted to the Chairman in advance of voting. Subcommittee Chairman should defer making policy or other commitments without the approval of the Chairman and membership at large. Subcommittee Chairman will be appointed by the Chairman.

Section 6. Vacancies on the Executive Committee:

Vacancies on the Executive Committee shall be filled by one of the two methods.

1. Special Election:

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Only if more than two or more Regular Meetings remain prior to a normally scheduled election date for the office vacated.

2. Appointment by Executive Committee:

Only if two or less Regular Meetings remain prior to a normally scheduled election date for the office vacated.

ARTICLE XI

AMENDMENTS OF BYLAWS

These Bylaws can be amended at any regular meeting of the Conference by a two-thirds majority of the Regular Membership, provided that the amendment has been submitted in writing at the previous regular meeting or agreed to via email means between meetings.