

**BY-LAWS
OF
HONOR FLIGHT MICHIGAN, INC.**

ARTICLE I - CORPORATION

1.1 NAME. The name of the corporation is HONOR FLIGHT MICHIGAN, INC.

1.2 PLACE OF BUSINESS. The corporation shall have its principal place of business in Royal Oak, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.

1.3 PURPOSES. The purposes for which the corporation is organized are as follows:

A. To receive and administer funds and to operate exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code") and to give funds and property from time to time to other organizations to be used (or held for use) directly in carrying out one or more such purposes.

B. To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the corporation.

C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on non-profit corporations under the laws of the State of Michigan.

1.4 NON-PROFIT OPERATION. The corporation shall be operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Code as a non-profit corporation. No Director of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity, and no part of the net earnings of the corporation shall inure to the benefit of any Director, director, officer or any private individual. No part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE II - BOARD OF DIRECTORS

2.1 BOARD OF DIRECTORS. The business and affairs of the corporation shall be managed by a Board of Directors which is the governing body of the corporation. The corporation is organized on a non-stock, directorship basis and, except as otherwise provided by law, all matters which are subject to membership vote or other action in the case of a Michigan non-profit membership corporation shall be approved by action of the Board of Directors. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least annually.

2.2 NUMBER AND SELECTION OF DIRECTORS. The Board of directors shall consist of not less than four (4) and not more than twenty (20) directors who shall be elected or appointed semi-annually. In addition, honorary directors may be appointed at the discretion of the Board of Directors. Honorary Directors shall not have voting rights.

2.3 REMOVAL. Any Director may be removed from office with or without cause at any annual or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors then in office, whenever believed to be in the best interest of the corporation.

2.4 RESIGNATION. A Director may resign by giving written notice to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

2.5 VACANCIES. Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining Directors although less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired portion of the term.

2.6 ANNUAL MEETING. The annual meeting of the Board of Directors shall be held at such place, date and hour as the Board of Directors may determine from time to time. At the annual meeting, the Board of Directors shall elect Directors, elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the Directors appear for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

2.7 REGULAR AND SPECIAL MEETINGS.

A. Regular meetings of the Board of Directors may be held at such times and places as the Directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of all the Directors.

B. Special meetings of the Board may be called by the President or the Secretary and shall be called upon the written request of a third (1/3) of the Directors.

C. A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of such adjourned meeting shall be given even

though the time and place thereof are announced at the meeting at which the adjournment is taken.

2.8 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS. Written notice of the time and place of all meetings of the Board shall be given to each Director at least four (4) days before the date of the meeting, either personally, by mailing or emailing such notice to each Director at the address designated by the Director for such purposes, or if none is designated, at the Director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

2.9. ACTION WITHOUT A MEETING. Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the Directors or committee members entitled to vote thereon consent in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes. However, proxy voting shall not be allowed.

2.10 QUORUM AND VOTING REQUIREMENTS. A majority of the Directors then in office and a majority of any committee appointed by the Board constitutes a quorum for the transaction of business. The vote of a majority of the Directors or committee members present at any meeting at which there is a quorum shall be the acts of the Board or the committee, except as a larger vote may be required by the laws of the State of Michigan, these By-Laws or the Articles of Incorporation. A member of the Board or of a committee may participate in a meeting by conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

2.11 POWERS OF THE BOARD OF DIRECTORS. The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these By-Laws, the Articles of Incorporation or the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon boards of directors of non-profit corporations, and in addition to the powers mentioned in and implied from section 1.3, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purposes.

2.12 COMPENSATION. Directors shall receive no compensation for their services on the Board of Directors. The proceeding shall not, however, prevent the corporation from purchasing insurance as provided in section 4.1 nor shall it prevent the Board of Directors from providing reasonable compensation to a Director for services which are beyond the scope of his

or her duties as Director or from reimbursing any Director for expenses actually and necessarily incurred in the performance of his or her duties as a Director.

2.13 EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS. The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer may execute such instrument on behalf of the corporation.

ARTICLE III - OFFICERS

3.1 OFFICERS. The officers shall be a President, a Secretary and a Treasurer. There may also be one or more Vice Presidents and such assistant officers as the Board of Directors deems appropriate. An officer may be, but is not required to be, a member of the Board of Directors.

3.2 ELECTION AND TERM OF OFFICE. All officers shall be elected for a term of three (3) years (or until their successors have been elected) by the Board of Directors at its annual meeting. Any officer may serve consecutive terms, but may not run for re-election after serving nine (9) consecutive years in the same position. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these By-Laws to be executed, acknowledged or verified by two (2) or more officers.

3.3 REMOVAL. Any officer may be removed with or without cause by the vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors.

3.4 VACANCIES. In the event of the death, resignation, removal or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

3.5 PRESIDENT. The President shall be the chief executive officer of the corporation and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.

3.6 VICE PRESIDENTS. There may be one or more Vice Presidents who shall have such duties as determined from time to time by the Board of Directors or the President. When Vice Presidents have been elected, one or more such Vice Presidents shall be designated who shall perform the duties of the President in the President's absence.

3.7 **SECRETARY.** The Secretary (or, in the Secretary's absence or incapacity, an Assistant Secretary) shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors, shall have custody of all documents belonging to the corporation (except as otherwise provided in these By-Laws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors.

3.8 **TREASURER.** The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall have charge of the funds of the corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors.

ARTICLE IV - INDEMNIFICATION

4.1 **INDEMNIFICATION.** Each person who is or was a Director, director, officer or member of a committee of the corporation, shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of her status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

ARTICLE V - MEMBERSHIP

5.1 **Membership:** The membership of the corporation shall consist of those individuals of all ages having common interest and properly carrying out the corporation's objectives according to 501(c)(3) of the Code in the best way.

ARTICLE VI – DURATION

6.1 **Duration:** The duration of the corporation shall be perpetual.

ARTICLE VII – DISSOLUTION

7.1 **Dissolution:** The corporation shall not cease to exist so long as there are sufficient revenues to carry on its objectives. In the event of dissolution, all assets shall be distributed to such other organizations as qualify as tax-exempt under 501(c)(3) of the Code or corresponding provisions of future United States Revenue Code or laws.

ARTICLE VIII - MISCELLANEOUS

8.1 COMMITTEES. The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees. The Board of Directors may establish one or more executive committees and determine the powers and duties of such executive committee or committees within the limits prescribed by law. The studies findings and recommendations o all committees shall be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the Articles of incorporation or state or federal law.

8.2 AMENDMENTS. These By-Laws may be amended at any meeting of the Board of Directors by the affirmative vote of a majority of the members of the Board of Directors then in office. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

8.3 FISCAL YEAR. The fiscal year of the Corporation shall be determined from time to time by the Board of Directors.