



**Bylaws
of
Los Angeles Air Cargo Association, Inc.**

ARTICLE I - NAME

This nonprofit public benefit corporation shall be known as Los Angeles Air Cargo Association, Inc., hereafter known as “the corporation.”

ARTICLE II - PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation ("principal office") is located in Los Angeles County, California. The directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws as attached hereto, or this section may be amended to state the new location.

ARTICLE III - OBJECTIVE AND PURPOSE

Section 3.01

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

Section 3.02

The specific and primary purpose of this corporation is (a) to identify and to give status to the air cargo industry; namely, airlines, freight forwarders, customs brokers, trucking firms and affiliated services; (b) to promote the exchange of common ideas, problems, and resources in the cargo industry; (c) to present to the members programs and courses of educational value relating to the transportation industry and allied fields; and (d) to present the air cargo industry recommendations for its future development, progress and professionalism.

ARTICLE IV - GENERAL MEMBERSHIP

Membership Rights

Section 4.01

The corporation shall have two classes of members only and the rights, interests and



privileges of each member shall be equal. No member shall hold more than one membership in the corporation.

Each member shall be entitled to one vote. A quorum shall consist of a one-third of the membership.

Resolutions pertaining to contributions shall require a two-thirds (2/3) vote of the membership in attendance, provided a quorum of the membership is present. Each and every member shall the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy at the member's expense, the records of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested. Any such copying shall not be duplicated for financial gain of any person.
- (b) To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of names, addresses and voting rights of those members entitled to vote for election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members, or of the board, or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interest as a member.

Members shall have such other rights to inspect books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions under the law.

Qualifications

Section 4.02

Subject to the following qualifications, any person who or company which agrees to be bound by the Articles of Incorporation of this corporation, by these bylaws and by the rules and



regulations adopted by the directors is eligible for membership in the corporation:

- (a) Membership shall consist of individuals or companies of air cargo personnel directly associated with air cargo operations, sales or marketing for those companies active in the Southern California areas.
- (b) Associated Membership shall consist of individuals or companies who have an interest in the air cargo industry.
- (c) All past presidents who have served a full term as President and Chairman of the Board will be life voting members of the corporation and not subject to dues. The requirements of (a), above, are waived.
- (d) A member who has been in good standing for a minimum of 10 years and has actively participated in corporation business and is over the age of 65 will not be subject to the payment of dues upon approval by the Board of Directors to waive such member's dues.

Admission

Section 4.03

Applicants shall be admitted to membership by making applications therefore on such forms, if any, and in such manner as shall be prescribed from time to time by the Board of Directors. Applicants shall only be admitted to membership after approval by the First Vice President. If an applicant is refused for membership by the First Vice President, the applicant can petition to the Board of Directors and be admitted by a two-thirds vote of a quorum of the Board of Directors.

Transfer and Termination of Membership

Section 4.04

Members may not transfer their membership or any right arising therefrom. Membership shall terminate on the resignation or death of a member. Membership of any person, corporation or partnership may be terminated for cause upon the majority vote of the Board of Directors. If such member is currently serving on the Board of Directors, such member shall not be entitled to vote on whether his or her membership shall be terminated. Written notice shall be made at least 30 days prior to a vote to terminate membership. Such written notice shall be delivered personally or by mail sent to the last address of the member shown on the corporation's records. Such member may request a meeting with the Board of Directors not less than 5 days prior to a vote to terminate membership.

Cause shall be defined by:



- (a) Failure to pay dues within 60 days of billing;
- (b) Failure to maintain high professional standards of conduct, integrity, responsibility and service;
- (c) Failure to comply with all applicable state and federal laws and regulations, maintain necessary licenses, and immediately notify the Corporation of any suspensions, revocations or terminations of such licenses or violation of applicable laws and regulations.

Certificates of Membership

Section 4.05

Membership certificates shall be issued by this corporation.

Property Rights

Section 4.06

No member shall have any right or interest in any property or assets of the corporation.

Nonliability of Members

Section 4.07

No member of the corporation shall be personally liable for the debts, liabilities or obligations of the corporation.

Dues and Assessments

Section 4.08

Annual dues shall be set by the Board of Directors and shall be paid by each membership in the name of a company or a qualified individual. The Board of Directors shall have the authority to levy assessments, as may be necessary, to conduct the business of the corporation. Such assessment shall not exceed 100% of the current annual dues.

Meetings

Section 4.9

General meetings will be held the second Thursday of every month at a time and place designated by the Program Committee, unless otherwise set by the Board of Directors. Monthly meetings will be optional in the months of June, July and August.

ARTICLE V - NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and



nonpartisan. No substantial part, as defined by the Internal Revenue Code, of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above, nor engage in any transactions prohibited under Internal Revenue Code sections 501(c)(6) or 503(b) or any other relevant provision of the Internal Revenue Code.

ARTICLE VI - DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to Public Purposes. No part of the excess of contributions over expenses, properties, or assets of this corporation, or dissolution or otherwise, shall inure to the benefit of any private person or individual, or any trustee of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be, considering the recommendation of the Board of Directors of Los Angeles Air Cargo Association, Inc., distributed and paid over to an organization dedicated to public purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(6).

ARTICLE VII - BOARD OF DIRECTORS

Number

Section 7.01

The corporation shall have a maximum of 23 directors and a minimum of 13 directors, and collectively they shall be known as the Board of Directors. The Board of Directors or members shall fix the exact number of directors in the manner provided in the bylaws, within the limits specified above.

Use of Terms

Section 7.02

The words "Directors" and "Board" as used in these bylaws or the corporation's Articles of Incorporation in relation to any power or duty required collective action, shall mean Board of Directors.



Election Terms, Qualifications and Vacancies

Section 7.03

The Board of Directors of the corporation shall consist of not more than 23 members and not less than 13 members, comprised as follows: The Chairman of the Board shall be the immediate Past President; the President, President Elect, First Vice President, Second Vice President, Treasurer, Secretary, Sergeant at Arms; and elected Directors. The Chairman of the Board, President and President-Elect shall each be elected for a two-year term commencing on May 1 of the year in which they are elected. Notwithstanding the foregoing, each other member of the Board shall be elected for a one-year term commencing immediately. Notwithstanding the foregoing regarding the Chairman of the Board, the other Past Presidents shall be welcomed to attend Board of Directors meetings, but the Past Presidents shall not be voting members of the Board. The Chairman of the Board shall only vote in the case of a tie.

The Board of Directors shall act as the nominating committee for the Board of Directors. Any Member may submit a written nomination of any other current Member who is a management level employee of the company they represent in the corporation. Such written nomination shall be signed by two paid voting members of record for the current year and the candidate accepting the nomination. The signed nomination shall be submitted to any member of the nominating committee between January 1 and March 31 of the year in which the election will take place.

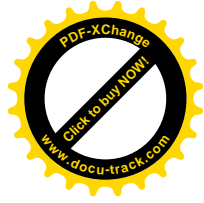
The applicant shall be required to attend two consecutive Board meetings prior to submitting their application. The application shall include a one-page comment as to the applicant's desire to be a member of the Board and how the applicant would contribute to the Board.

Each April, a list of the candidates for election to the Board of Directors shall be sent to each voting member of record by fax or email. The membership will vote on the slate of Directors at the April general meeting.

Powers and Duties

Section 7.04

Directors shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise prohibited by law, by these bylaws, or by the Articles of Incorporation. The directors shall have the power and the duty to appoint and remove, employ



and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation. The directors shall have the power and the duty to supervise all officers, agents and employees of the corporation to assure their duties are performed properly. The directors shall have the power and the duty to create and dissolve, as necessary, any and all committees. The directors shall have the power and the duty to supervise and oversee all committees so created.

Compensation

Section 7.05

Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Organization Meetings

Section 7.06

The first Board of Directors may meet at any time, and each succeeding board shall convene an annual organization meeting of the Board of Directors to elect from their number, a President, First Vice President, Second Vice President, Treasurer, Secretary and Sergeant at Arms to hold office until their successor directors shall have been elected and qualified, or until death, resignation or removal. Notice of organization meetings shall be given at least 72 hours before the date of the meeting.

Place

Section 7.07

Meetings of the Board of Directors shall be held at such place in the County of Los Angeles, State of California, as may be designated by the Board of Directors.

Regular Meetings

Section 7.08

Regular monthly meetings of the Board of Directors shall be held at a time and place prescribed by resolution of the Board of Directors. The meetings of the Board of Directors shall be optional in the months of June, July and August at the discretion of the President.

Special Meetings

Section 7.09



A special meeting of the Board of Directors shall be held whenever called by the President, or if absent or unable to act, by the President Elect, First Vice President, Second Vice President, Treasurer, Secretary or Sergeant at Arms, respectively. A special meeting may also be held whenever called by the written request of five or more members of the corporation in good standing.

Notice

Section 7.10

Notice of meetings of the Board of Directors shall be given in writing by the Secretary of the corporation to each director personally, by United States mail, facsimile transmittal or electronic mail, as applicable, at least 72 hours before the date of the meeting.

Validation of Meeting Defectively Called or Noticed

Section 7.11

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though at a meeting duly held after proper call and notice, provided a quorum as hereinafter defined, is present; and, provided that either before or after the meeting, each of the directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Quorum

Section 7.12

A quorum shall consist of eight voting members of the Board of Directors and unless a greater number is expressly required by statute, by the Articles of Incorporation of this corporation, or by these bylaws, every act or decision done or made by a majority of voting members of the Board present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors except where any law, regulation or policy of any governmental agency requires a larger minimum vote in favor of any resolution. No motion shall be considered by the Board at any meeting at which the required quorum is not present other than a motion to adjourn.

Conduct of Meetings

Section 7.13

In the absence of the President, the President Elect, or the Chairman of the Board shall preside at a meeting of the Board of Directors, and such meetings shall be governed by *Robert's*



Rules of Order, as such rules are not inconsistent or in conflict with these bylaws, the Articles of Incorporation, or with the law.

Resignation or Removal

Section 7.14

Any director of the corporation may resign at any time by giving written notice to the President or to the Board of Directors.

- (a) Three unexcused consecutive absences, i.e. non-reported absences, from regular meetings of the Board of Directors shall constitute a resignation, effective at the conclusion of the third such meeting, provided the director has been warned after two unexcused absences. Such resignation shall take effect at the time specified therein or herein and, unless otherwise specified therein or herein, the acceptance of such resignation shall not be necessary to make it effective.
- (b) Three unexcused absences in one calendar year from regular meetings of the Board of Directors shall be grounds for removal by a majority vote of the Board of Directors, such removal to take effect upon such vote.
- (c) Vacancies created by reason of any resignation or removal shall be filled as provided in Section 7.15 of these bylaws.
- (d) Any director may resign effective upon giving written notice to the President or the Secretary of the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation.
- (e) Directors may be removed from office, with or without cause, as permitted by the laws of this state.

Vacancies

Section 7.15

Vacancies occurring on the Board of Directors shall be filled by a plurality of the remaining director(s), and persons so elected shall serve the unexpired term.

Nonliability of Directors

Section 7.16

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation, unless incurred improperly and without approval of the Board of Directors.



**Indemnity by Corporation for Litigation Expenses
of
Officer(s) or Director(s)**

Section 7.17

To the full extent authorized or permitted by law, should any director or officer of the corporation be sued, either alone or with others, because they are/were a director or officer of the corporation, in any proceeding arising out of or in connection with their alleged misfeasance or nonfeasance in the performance of duties or out of any alleged wrongful act against the corporation or by the corporation, indemnity for reasonable expenses, including attorney's fees incurred in the defense of the proceeding, may be assessed against the corporation, its receiver, or its trustee, by the court in the same or a separate proceeding if:

- (a) the person(s) sued is successful in whole or in part, or the proceeding against them is settled with the approval of the court; and
- (b) the court finds their conduct fair and equitable and merits such indemnity or their conduct was in good faith and in a manner believed to be in the best interests of the Corporation. The amount of such indemnity shall be so much of the expenses, including attorney's fees, incurred in the defense of the proceeding, as the court determines and finds to be reasonable, or the conduct was in good faith and in a manner believed to be in the best interests of the corporation.

The rights created by this section shall be in addition to all other rights which the director and officer may have in equity or by law.

Insurance for Corporate Agents

Section 7.18

Except as may be otherwise be provided under provisions of the law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including directors, officers, employees, or other agents of the corporation) against liabilities asserted against or incurred by the agent(s) in such capacity or arising out of or in connection with the duties and status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions under the law.



ARTICLE VIII - OFFICERS

Number and Titles

Section 8.01

The officers of the corporation shall be Chairman of the Board, President, President-Elect, First Vice President, Second Vice President, Treasurer, Secretary and Sergeant at Arms.

Qualification, Election and Terms of Office

Section 8.02

- (a) Any member of the Board of Directors may serve as an officer. The Chairman of the Board shall be the immediate past President. The President, President Elect, First Vice President, Second Vice President, Treasurer, Secretary and Sergeant at Arms shall be elected at the organization meeting of the Board of Directors as provided in Sections 7.03 and 7.06. Thereafter, the Board of Directors shall elect the officers at their April meeting and the results of the voting of officers by the Board of Directors shall be announced at the May general meeting. The person receiving the plurality of votes cast for each position should be declared elected. The First Vice President, Second Vice President, Treasurer, Secretary and Sergeant at Arms shall hold office for one year, commencing on June 1 of the year of the election, until a successor shall have been elected and qualified, or until death, resignation or removal. The President, President Elect and Chairman of the Board/Past President shall hold office for two years, commencing in June 1 of the year of the election, until a successor shall have been elected and qualified, or until death, resignation or removal.

Removal and Resignation

Section 8.03

- (a) Any officer may be removed, without cause, by a majority of the directors at the time in office, at any regular or special meeting of the board, and such officer shall be removed should such officer cease to be qualified for the office as herein required.
- (b) Any officer may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary of the corporation. Any such resignation shall take effect on the date of the receipt of such notice or any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Vacancies

Section 8.04

A vacancy caused by the death, resignation, removal, disqualification or other, of the President, shall be filled by the President Elect until such time as an election is held by the Board of Directors to elect a President. Any vacancy caused by the death, resignation, removal,



disqualification or other, of any officer, shall be filled by a vote of the Board of Directors within 30 days and such Board-appointed individual shall serve for the unexpired portion of the term.

Duties of President

Section 8.05

The President shall be the representative of the Board of Directors and shall:

- (a) have general control and management of the affairs, property, and business of the corporation, subject to the control of the Board of Directors and the provisions of these bylaws;
- (b) preside at all meetings of the Board of Directors and, if necessary, sign and execute in the name of the corporation contracts and other instruments duly authorized by the Board of Directors;
- (c) establish committees for special functions or events as required by the President;
- (d) appoint the chair, who is an Officer or member of the Board of Directors of the corporation, of all committees and shall have the power to remove any chair or member therefrom;
- (e) be an ex-officio member of all committees; and
- (f) whenever necessary, prescribe the duties of officers not otherwise defined in these bylaws or by the Board pursuant to the authority contained in these bylaws.

Duties of Chairman of the Board/Past President

Section 8.06

The Chairman of the Board/Past President shall:

- (a) assist the President in all matters.

Duties of President-Elect

Section 8.07

The President-Elect shall:

- (a) in the absence of the President, the President-Elect shall perform the duties of the President;
- (b) act as program chairman and arrange the program for each general meeting;
- (c) appoint members to the program committee;
- (c) accept specific program suggestions from members up to 60 days prior to a scheduled meeting;
- (d) after serving a two-year term, he or shall become the next president; and
- (e) assist the President as required.

Duties of First Vice President

Section 8.08

The First Vice President shall:

- (a) assist in the work of the corporation; and
- (b) function as the membership chairman.



Duties of Second Vice President

Section 8.09

The Second Vice President shall:

- (a) function as the administration chairman; and
- (b) function as the public relations chairman.

Duties of Treasurer

Section 8.10

The Treasurer shall:

- (a) receive and have charge of all funds of the corporation;
- (b) act as purchasing officer for the corporation;
- (c) disburse such funds only for the benefit of the corporation;
- (d) maintain the corporation financial records as specified in Section 10.02;
- (e) present a Financial Report Summary to the membership at each meeting and make a report available to all members at all general meetings;
- (f) file an annual tax return on behalf of the corporation in accordance with Federal and state law requirements; and
- (g) in general, perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors or by the President. All checks in an amount exceeding \$500.00 shall be signed by any two of the President, Chairman of the Board/Past President, President-Elect and/or the Treasurer.

Duties of Secretary

Section 8.11

The Secretary shall:

- (a) execute and keep at the principal office the original or a copy of these bylaws as amended or otherwise altered to date;
- (b) keep at the principal office of the corporation or at such other place as the Board of Directors may order, a book of minutes of all meetings of the directors, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, notice thereof given, the names of those present at meetings of directors, and the proceedings thereof as may be further defined in Section 8.01 of these bylaws;
- (c) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- (d) be custodian of records and the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws;
- (e) maintain a roster of the Board of Directors, which is to be kept at the principal office of the corporation. Membership rosters are to include the name, address, telephone number and e-mail address of each director;



- (f) exhibit at all reasonable times to any director of the corporation, agent or attorney thereof, on request thereof, the bylaws, the roster and the minutes of the proceedings of the directors of the corporation;
- (g) exhibit at all reasonable times to any director, agent to attorney thereof, on written demand therefor for a purpose reasonably related to the interests of such director, the bylaws and the minutes of meetings of the directors, and shall exhibit said records at any time when required by the demand of any director of the corporation;
- (h) maintain a record of attendance at Board of Directors meetings; and
- (i) in general, perform all duties incident to the office of secretary, and such other duties as may be required by law, the Articles of Incorporation of this corporation, or by these bylaws, or which may be assigned by the Board of Directors.

Duties of Sergeant at Arms

Section 8.12

The Sergeant at Arms shall:

- (a) maintain order during programs, to insure an organized and proper atmosphere;
- (b) assist the treasurer in the collection of luncheon tickets, raffles and dues;
- (c) obtain change when necessary;
- (d) procure door prizes; and
- (e) assist the other officers as requested.

Compensation

Section 8.13

Officers of the corporation shall serve without compensation.. Officers shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Action

Section 8.14

Any action by an officer can be overruled or modified by the Board of Directors.

ARTICLE IX - EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Instruments

Section 9.01

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, or employee shall have



any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Checks and Notes

Section 9.02

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer, however, all checks in an amount exceeding \$500.00 shall be signed by any two of the President, Chairman of the Board/Past President, President-Elect and/or the Treasurer.

Expenditures Permitted

Section 9.03

The Board of Directors shall not authorize any expenditure or indebtedness beyond the income of the annual corporation. Further, the Board of Directors shall not disburse funds for purposes not essential to the goals of the corporation.

Deposits

Section 9.04

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts

Section 9.05

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE X - CORPORATE RECORDS, REPORTS, AND SEAL

Minutes of Meetings

Section 10.01

The corporation shall keep at its principal office, or at such other place as the Board of Directors may order, a book of the minutes of all meetings of directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present and proceedings thereof.

Books of Accounts and Annual Report

Section 10.02

The corporation shall keep and maintain adequate and correct accounts of its properties



and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. At the end of each fiscal year, the Board of Directors shall direct the Treasurer to prepare and publish, or cause to be prepared and published, an annual report of receipts and disbursements of the corporation, and shall determine the form and detail in which the report shall be made. The President shall present the annual report at each annual organizational meeting of the Board of Directors. The Board of Directors shall have the books and accounts audited annually or more often at its discretion.

Names and Addresses of Members

Section 10.03

The corporation shall keep a record of the its members, indicating their names and addresses and, if applicable, the class of membership held by each member and termination date of any membership.

Articles of Incorporation and Corporate Seal

Section 10.04

The corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during business hours. The Board of Directors shall provide a corporate seal, which shall set forth the name of the corporation and date of incorporation.

ARTICLE XI - FISCAL YEAR

The fiscal year of the corporation shall be January 1st to December 31st.

ARTICLE XII - DEDICATION AND DISSOLUTION

Dedication

Section 12.01

The property of the corporation is irrevocably dedicated to public purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private individual.

Dissolution

Section 12.02

Upon dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation or corporation in the County of Los Angeles which is organized and operated exclusively for public purposes and which has established its tax exempt status under section 501(c)(6) of the Internal Revenue Code. If the corporation holds any assets in its trust, or



a corporation is formed for public purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County of Los Angeles, upon petition therefor by the Attorney General or by a person concerned in the liquidation, in the preceding to which the Attorney General is a party.

ARTICLE XIII - CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIV - AMENDMENTS

Bylaws may be adopted, amended, or repealed by a 2/3 (two-thirds) vote of the full membership of Los Angeles Air Cargo Association, Inc. Amendments to Article II shall only require a majority vote of the Board of Directors of Los Angeles Air Cargo Association, Inc..

ARTICLE XV - BYLAWS

Effective Date

Section 15.01

These bylaws shall become effective immediately upon their adoption. Amendments to these bylaws shall be by a two-thirds vote of the Directors' meeting duly held after not less than thirty (30) days notice in writing has been given to the Board of Directors that such amendment will be proposed at such meeting. Amendments shall become effective immediately upon their adoption unless the Board of Directors or members of the corporation in adopting them provide they are to become effective at a later date.

Certificate of Secretary

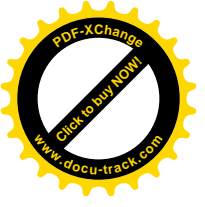
Section 15.02

I, the undersigned, do hereby certify:

- (a) That I am the incorporator of LOS ANGELES AIR CARGO ASSOCIATION, INC., a California corporation; and
- (b) That the foregoing bylaws, comprising [] pages, constitute the bylaws of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of

BYLAWS OF LOS ANGELES AIR CARGO ASSOCIATION, INC.



the corporation this _____, 2009.

SHERRI DUNLAP
Incorporator