

HAI COMMITTEE GUIDELINES & PROCEDURES MANUAL

**FOR COMMITTEE CHAIRPERSON, MEMBERS,
HAI BOARD AND STAFF LIAISONS**



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COMMITTEE GUIDELINES AND PROCEDURES

Overview

Much of HAI's work is done through committees - a vital function of any association. Manned and chaired by HAI members, the committees aid the association in evaluating current problems and issues that affect the international helicopter community. Decisions reached by the committees are approved and put into action by the Board of Directors, the members, and the HAI staff.

HAI Committee Guidelines and Procedures are created to help your committee interact effectively with HAI's elected leadership, Committees, and HAI's Board, and HAI Staff Liaisons. While certain requirements must be met, guidance is intended to be reasonable and flexible enough to accommodate the variety of work being done by each committee.

Above all, Committee Chairpersons and Members must recognize their responsibilities to act on behalf of the entire HAI membership in their respective areas, as directed by the HAI Board, and within the proper legal framework.

Qualifications for Membership

Membership of the Committee shall be comprised of individual members or officers or employees of member companies (excluding affiliate members) of HAI who have an interest in the work of the Committee and:

- 1) Individual or Individual's company must be a HAI Member in good standing;
- 2) Individual or Individual's company must be interested in promoting HAI and the industry to current and prospective members;
- 3) Individual must be willing and have the full support of his/her company (if applicable) to attend all meetings.

Only one (1) representative from any HAI Member company may be a voting member of the Committee.

Selection Process

Interested and eligible HAI Members shall submit a letter of interest to the Chairperson of the Committee that includes a resume of their experience (letter of recommendation/letter of support from employer). The Committee shall vote to accept or reject the applicant based on the qualifications established above. In addition, membership composition for any HAI Committee may be shaped at the discretion of the HAI Board of Directors, based upon specific membership objectives established by the Board (e.g. need for Operator or OEM representation). If the Committee's Membership is limited, and should there not be a vacancy on the Committee at the time, the Chairperson shall establish a "waiting list" and notify the applicant, the Board Vice Chairman, the Corporate Secretary and the Staff Liaison. The Committee Chairperson shall establish a procedure for administering the waiting list with approval of the Board Vice Chairman and Board Liaison. The Committee Secretary and Staff Liaison shall assist the Committee Chairperson in maintaining the waiting list.

Term of Members

Members serve a term of two years and may serve a successive two-year term. More than two successive terms must be approved by the Board Vice Chairman through the Board Liaison. This approval shall be in writing with a copy to the Corporate Secretary and the Staff Liaison. The Committee Chairperson is responsible for obtaining such approval.

Termination of Members

An individual's membership on a Committee shall be terminated if:

1. A member voluntarily resigns his/her membership and so notifies the Committee Chairperson;
2. A member is not eligible for Membership, or becomes ineligible during a term;
3. A member fails to attend two (2) successive meetings.
 - a. In this case, membership may be regained at the following Committee meeting through the normal membership selection process.

Ex Officio Members

An Ex Officio Member is one that is assigned to the committee by virtue of another position held that directly relates to, and is for the benefit of, the work of the Committee. The Committee may appoint or remove Ex Officio Members as may be necessary to achieve the goals of the Committee. The HAI Board Liaison and HAI President - or his/her designee, usually the Staff Liaison - are permanent Ex Officio Members of the Committee. Ex Officio Members are not voting members of the Committee.

Special Advisors

As appropriate, the Committee may appoint individuals (either Members or non-Members of HAI) who have specific experience or knowledge related to Committee work. Special Advisors may be brought in on an as-needed basis. Eligibility and termination rules do not apply to Special Advisors. Special Advisors are not voting members of the Committee.

Committee Officers and Terms of Office

Committee Officers: Unless otherwise approved by the Board of Directors, each Committee shall have a Chairperson, Vice Chairperson and Secretary. **The Committee Chairman, Vice Chairman and Secretary must be Regular Operator Members of HAI unless otherwise approved by the Board of Directors.**

Election of Officers: Committee officers shall be nominated and elected by the Members of the Committee. Such nominations and elections shall occur at the meeting of the Committee closest to and preceding July 1st each year.

Terms of Office: The term of each Committee officer shall begin on July 1 following his/her election and continue for two years. If an officer resigns or is unable to complete his/her term of office, the remaining officer(s) of the Committee shall convene a Committee meeting to elect a member to serve the remaining term for the vacated office. This meeting can be accomplished by a conference telephone call with quorum of Committee Members participating.

Meetings and Voting

Convening Authority and Frequency: Committees shall meet at any time and place specified by the Committee Chairperson, provided he/she gives notice to all Members of the Committee of such meetings at least 30 days in advance. The Committee shall meet minimally once a year, with one of its meetings to be held at HELI-EXPO. Except for the meeting at HELI-EXPO, the Committee may meet by telephone if a quorum can be achieved.

Agenda: All Committee meetings shall be guided by an approved agenda, completed and distributed no later than seven (7) calendar days prior to the meeting date. All agendas shall be reviewed by the Board Liaison and Staff Liaison, and approved by the Chairperson prior to final distribution to the Committee.

Attendance: All Committee meetings shall be open to any HAI Member. Committee meetings held at HELI-EXPO are open to any interested non-member. However, these Committee meetings may be closed to HAI Members and/or non-members at the request of the Committee Chairperson, and with approval by the Board Liaison. All Committee meetings shall be attended by the Board Liaison and/or the Staff Liaison, or by an HAI staff member designated by the HAI President.

Quorum: A majority of Committee Members must be present in person, attending by teleconference, or represented by proxy to constitute a quorum.

Voting: Voting shall be by a simple majority of the voting Members present, or attending by teleconference, at any meeting at which a quorum is present. A Member may vote in person, by telephone or by written proxy to another member. Copy of a written proxy must be sent to

the Committee Chairperson, Vice Chair and Secretary prior to the meeting at which the proxy will be used. In the event of a tie vote, or if a motion fails for want of a majority, the Chairperson may vote to break a tie. Otherwise the Chairperson does not vote. Special Advisors and Ex Officio members are not voting members of the Committee.

Minutes: The Secretary of the Committee shall take minutes of each meeting and shall provide copies of draft minutes within 30 days following the conclusion of the meeting to each member of the Committee for review. An edit sheet with space for comments, signature, and date shall accompany this copy of the draft minutes. The time limit for response from Committee members is two (2) weeks. If there is no response from a Committee member, the Secretary of the Committee shall note that the Member chose not to provide input during the approval process for the minutes.

Working with the Committee Chair, the Secretary of the Committee shall update the draft minutes with the edits provided by the Committee members and will provide a copy of the minutes within two weeks (60 days of the date of the meeting) to the Corporate Secretary of the Association and to the Staff Liaison. The Secretary of the Committee is also responsible for providing an updated roster to the Staff Liaison and the Corporate Secretary of the Association. The Staff Liaison will provide any logistical support that may be necessary to support the Secretary of the Committee.

Line of Responsibility

The Committee is responsible through the Board Liaison to the Vice Chairperson of the Board of Directors for all its activities, including activities of any sub-group it may establish.

Conflict of Interest

Members of HAI Committees shall always act in a manner consistent with their responsibilities to HAI and shall exercise care that no detriment to HAI results from conflicts between their interests and those of HAI. They should avoid:

1. Placing themselves in a position where personal or professional interests may conflict with their duty to HAI;
2. Using information learned through their position at HAI for personal gain or advantage; and
3. Obtaining for a third party an improper gain or advantage.

As a condition for serving on an HAI Committee, each Member shall disclose to the President of HAI, through the HAI Staff Liaison, any interest that might be construed as conflicting with the Committee Member's duty to HAI.

While a member of an HAI Committee, all individuals shall comply with HAI's conflict of interest policy, and avoid even the appearance of impropriety. He or she shall disclose to the President any financial, proprietary or personal interests created after the individual's initial disclosures in which a potential conflict of interest may arise. The individual shall further have an ongoing duty to report to the President any situation relating to previously disclosed interests, or any other circumstances, in which a potential conflict of interest may arise.

The President has final determination authority related to potential conflicts of interest. If a conflicting interest is determined, the President will establish the appropriate steps to be taken under the circumstances.

HAI ANTITRUST STATEMENT 2017
(to be read/displayed at meetings)

It is the policy of Helicopter Association International (HAI) to conduct all of its activities in compliance with federal and state antitrust laws.

During HAI meetings and other association activities, including all informal or social discussions, each member shall refrain from discussing or exchanging competitively sensitive information with any other member. Such information includes, but may not be limited to:

- Prices;
- Allocation of customers, territories, sales of any product or contracts with providers;
- Refusal to deal with any customer, class or group of customers;
- Refusal to deal with any supplier, class or group of suppliers; or
- Any other competitively sensitive information that is proprietary to a member company.

If you have any questions or antitrust concerns related to HAI programs, meetings, or activities, please consult with an HAI Staff Liaison, the HAI Corporate Secretary, or HAI legal counsel.

Committee Chairperson Responsibilities

A. The Committee Chairperson shall manage Committee functions in accordance with the HAI Committee Guidelines and Procedures Manual and the specific Committee Terms of Reference (TOR) document. Of specific importance, the Committee Chairperson is responsible for ensuring:

1. That Committee meetings are conducted in strict compliance with HAI "Antitrust Compliance Guidelines;"
2. That Committee meetings follow the "HAI Priority Guidelines;"
3. That Committee maintains a current list of the active Committee regular, Ex-Officio, and Special Advisor members as well as any working group members. Provide a copy of each updated list to the HAI Corporate Secretary and HAI Staff Liaison;
4. That Minutes of each meeting are recorded and copies provided as delineated in this document;
5. That the Committee periodically examines the Committee Terms of Reference and the HAI Committee Guidelines and Procedures Manual and considers the need to propose to the Board amendments thereto to reflect any pertinent changes in the character of the industry or the results of Committee experience;
6. That he/she advise the Board of Directors, through the Board Liaison, at the joint meeting held during HELI-EXPO of any desired financial support;
7. That written reports on the activities of the Committee are prepared as necessary for the Board of Directors. During the time frame between HELI-EXPO and at least three weeks prior to the June Board of Directors meeting, this includes the submission of a written status report/committee goals to the Board Liaison and HAI Staff Liaison; and
8. That NO statement of position or any release is made by any Committee Member to any outside organization without prior approval of the HAI President. This applies to correspondence and press releases; including verbal statements to the press, public officials, and others

B. The Committee Chairperson, upon approval of the Committee, shall present to the Board of Directors, any recommendations which entail action or expenses by the Association. This shall be done at the annual Joint Meeting of the Board of Directors or in accordance with instructions received from the HAI Corporate Secretary.

C. The Committee and its Chairperson shall consider and make recommendations to the Board of Directors through the HAI President about areas which may affect the development and implementation of HAI's strategic direction.

Committee Secretary Responsibilities

The Committee Secretary responsibilities include:

1. Provide necessary administrative support to Committee Chairperson in support of Committee objectives and projects;
2. Keep minutes and attendance rosters for all Committee meetings. Process minutes in accordance with the HAI Committee Guidelines and Procedures Manual;
3. Coordinate efforts with HAI Staff Liaison to ensure appropriate resources are available to support Committee administration needs;
4. Maintain accurate records of all Committee votes;
5. Coordinate closely with Committee Chairperson, Board Liaison and Staff Liaison in the development and publishing of Committee documents including agendas, read-ahead materials and minutes; and
6. Assist Committee Chair, as necessary, in the development of recurring HAI Board Update Reports

Committee Member Responsibilities

The Committee Member Responsibilities include:

1. Devote the necessary time and effort to attend Committee meetings and contribute to the work of both the full Committee and to any assigned working group of the Committee;
2. Understand the purpose and responsibilities of the Committee and provide constructive input at meetings;
3. Communicate ideas with other Committees, your local/regional helicopter operators/pilots, affiliate associations, local/state/federal officials, and planners or community leaders as appropriate;
4. Do not represent Committee or HAI at venues such as public meetings or through disseminating correspondence, or making any representation regarding the Committee or HAI by any other means without prior approval from the Committee Chairperson and HAI Staff Liaison;
5. Educate the public on the positive benefits of helicopters and vertical aviation. Keep your own CEO informed and seek his/her support;
6. When appropriate, publicize important events or issues through submission of short articles for *HAI ROTOR Daily* or a HAI Press Release. Coordinate with respective Committee Chairperson and HAI Staff Liaison.
7. Periodically, review Committee Terms of Reference (TOR) documents and HAI Committee Guidelines and Procedures Manual. Both documents should reflect and support the Committee objectives, Membership, elections of officers, voting, meetings, expense policy, line of responsibility, and duties. Provide recommendations and justification to the Committee Chairperson for any modification to these documents.
8. Continually review effectiveness and take or recommend action to respond to new HAI challenges and industry needs.

Responsibilities of the HAI Board Liaison to HAI Committees

Individual Members of the HAI Board are assigned by the HAI Board Chairperson (with the advice of the Board) to assist the Vice Chairperson in his/her oversight of the overall Committee organization by serving as the "Board Liaison" to designated Committees. The following activities are expected of Board Liaisons (in coordination with the respective Staff Liaison):

1. Serve as the direct link between the HAI Board, representing HAI (the Association membership-at-large) and the Committee(s);
2. Attend all meetings of their Committee(s);
3. Assure the Committee(s) is performing in a manner expected by the Vice Chairperson, the HAI Board and the Membership-at large;
4. Keep abreast of Committee activities through periodic communication with the Committee Chairperson;
5. Work with the Committee Chairperson to ensure he/she is aware of any pertinent HAI Board policies or actions that may affect Committee efforts;
6. Assist the Committee Chairperson in motivating the Committee to meet the commitments and responsibilities identified in the HAI Committee Guidelines and Procedures Manual and the Committee's Terms of Reference (TOR);
7. Provide guidance to the Committee Chairperson to address situations where Committee work is viewed as unnecessary, non-productive or not aligned with HAI's best interests. Provide recommendations to the HAI Board, through the HAI Board Vice Chairperson, to resolve such issues, including consideration of placing the Committee into dormancy until needed; and
8. Report the designated Committee's activities at each meeting of the HAI Board.

HAI Staff Liaison Responsibilities

The Staff Liaison responsibilities include:

1. Assist and advise Committee Chairperson on key issues and projects affecting the Committee;
2. Attend all Committee meetings;
3. Report to and advise the HAI President and HAI COO on Committee matters as required;
4. Assist Committee Chairperson in coordinating actions with HAI management, e.g., final review and further guidance on Committee matters;
5. Represent the HAI Committees when appropriate. Participate in various hearings, meetings, and forums as necessary;
6. Assist Committee Chairperson and HAI Staff with schedule coordination including HAI HELI-EXPO. Help recruit members, and promote Committee activities;
7. Supervise appropriate HAI Staff support for Committees, e.g., maintaining Committee Member contact information and logistics support for Committee meetings; and
8. Assist Committee Chairperson in his/her preparation of financial and resource requests for annual HAI budget. This includes print and electronic materials, and special approved projects, for review and approval by HAI President or HAI COO.

HAI Expense and Reimbursement Policy

HAI will not pay expenses incurred by the members of the Committee. Any Committee business expenses must be coordinated through HAI Staff Liaison for approval by HAI President or COO.

Prior Approval of External Correspondence/Press Releases

No statement of position, or any other correspondence, will be made by any Committee Chairperson or Committee Member to HAI Staff, HAI Member, or to any outside organization without prior approval of the HAI President or HAI COO. This applies to correspondence and press releases, including verbal statements to press. The HAI Executive Committee and the HAI President regularly confer on matters and issues involving HAI Members, and the HAI Board is also kept informed on all important matters. It is therefore usually possible to obtain prompt decisions on committee requests.

Draft Committee correspondence received at HAI may be edited or revised to ensure adherence to policy when necessary. Final cuts will be coordinated with the Committee Chairperson if substantive changes are made.