

BYLAWS of the UPPER VALLEY FLYING CLUB, INC.

Article 1 — Purpose

The purpose of this Club shall be to provide for its members convenient means for flying at the most economical rates.

Article 2 — Meetings of Members

All meetings of the members, except as herein otherwise provided, shall be held at a place to be determined by the President.

The annual meeting of the Club shall be held during the first week of November at such time as the Board of Directors shall determine.

Notice of the annual meetings of the members shall be given by electronic transmission or by written notice mailed to each member at his last known place of business or residence at least ten (10) days before such annual meeting.

Special meetings of the members may be held at such time and place as the President may determine, or may be called by a majority of the Directors or by written petition of more than one-half of the members in good standing. It shall be the duty of the Secretary to call such meetings within thirty (30) days after such demand.

Notice of special meeting of members, stating the time and in general terms the purpose thereof, shall be given in a like manner as the notice required for the regular annual meetings, if all the members shall be present at any gathering, any business may be transacted without previous notice.

At any meeting of the members, a quorum shall consist of one-half of the members who are in good standing.

The President, or in his absence the Vice-President, or in the absence of the President and Vice President, a Chairman elected by the members present shall call the meeting of the members to order and shall act as the presiding officer thereof.

At the annual meeting of the members, the members shall elect by ballot a Board of Directors as constituted by these bylaws.

At every meeting of the members, each member shall have only one vote. Votes cast by mail will be accepted provided they are received by the Secretary at least five (5) business days prior to the meeting when the vote is to be taken. Proxy votes in writing will be accepted.

A majority vote of the members present is necessary for the adoption of any resolution and for the election of a member to the Board of Directors.

Parliamentary procedures will be followed and minutes will be kept at all meetings.

Article 3 — Directors

The powers, business and property of the Club shall be exercised, conducted and controlled by Board of Directors of five (5) members.

Each Director shall be elected annually from the membership of the Club at the regular meeting of the members.

In case of a vacancy in the Board, the remaining Directors shall fill such vacancy by appointment from the Club membership. If two (2) or more vacancies occur at any one time, they shall be filled by vote of the members at a meeting duly called.

No later than one week after each annual meeting of members, the newly elected Directors shall hold a meeting and organize by the election of a President *, Vice-President, Secretary, Treasurer and Aircraft Maintenance Officer; and transact any other business.

Regular meetings of the Board of Directors shall be called at a time and place to be determined by the President.

Special meetings of the Board of Directors shall be called at any time on the order of the President or on the order of three (3) Directors.

Notice of special meetings of the Board of Directors stating the time and, in general terms, the purpose shall be mailed or personally given to each Director not later than three days before the day appointed for the meeting. If all Directors shall be present at any meeting, any business may be transacted without previous notice.

Three (3) Directors shall constitute a quorum of the Board at all meetings and the affirmative vote of at least two (2) Directors shall be necessary to pass any resolution or authorize any act of the Club.

Each member of the Board of Directors shall serve without any compensation or reward, except as otherwise provided in these bylaws.

The Board of Directors shall cause to be kept a complete record of all its acts and proceedings of its meetings and to present a full statement at the regular meeting of the members, showing in detail the condition of the affairs of the Club.

The Board of Directors may assign to any member any duty or office which the Board deems appropriate and necessary to the conduct of the Club and which is not otherwise expressly provided for in these bylaws.

The Board of Directors may engage salaried personnel from outside the Club membership to perform such services in behalf of the Club as the Board deems appropriate and necessary.

The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of Club property and to do and perform, or cause to be done and performed, any and every act which the Club may lawfully do and perform.

*Depending on the size of the club, additional officers may be specified in the bylaws or some duties can be combined into one office.

Article 4 — Officers

The Executive Office of the Club shall have a President, Vice-President, Secretary, Treasurer, Aircraft Maintenance Officer, Safety Officer (see note* above).

The President, Vice-President, Secretary, and Treasurer shall be elected by the Board of Directors from their own number at the first meeting after organization of the corporation and thereafter at the first meeting after the regular annual meeting of the members and shall hold office for twelve (12) months and until their successors are elected and qualified.

Active members of the Executive Office shall have Membership Dues waived in lieu of their service to the club.

The Treasurer shall be bonded, the premium therefore to be at the expense of the Club.

Article 5 — President

The President shall be the Chief Executive Officer of the Club. He shall preside at all meetings of the Club and the Board of Directors and shall have, subject to the advice and control of the Directors, general charge of the business of the Club, and shall execute with the Secretary, in the name of the Club, all certificates of membership, contracts and instruments other than checks which have been first approved by the Board of Directors.

The President shall be responsible to the Board of Directors for the operation of the Club. He shall make and enforce decisions regarding the suitability of all equipment and the qualifications of all members for each type of flight operation. He shall recommend for approval to the Board of Directors all operational rules of the Club and shall report with recommendations all violation of such rules by any member of the Club.

Article 6 — Vice-President

The Vice-President shall be vested with all the powers and shall perform the duties of the President in case of the absence or disability of the President.

The Vice-President shall also perform such duties connected with the operation of the Club as he may undertake at the suggestion of the President.

Article 7 — Secretary

The Secretary shall keep the minutes of all proceedings of the members and of the Board of Directors in books provided for that purpose. He shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors and otherwise. He shall keep a proper membership book showing the name of each member of the Club, the book of bylaws, the Club Seal, if any, and such other books and papers as the Board of Directors may direct. He shall execute with the President, in the name of the Club, all certificates of membership, contracts and instruments which have been first approved by the Board of Directors. In the absence or disability of the Treasurer and under the direction of the President he shall execute in the name of the Club checks for expenditures authorized by the Board of Directors. He shall also maintain an appointment book for the operation of the aircraft.

The Secretary shall perform all duties incident to the Office of the Secretary, subject to the control of the Board of Directors.

The Secretary shall also perform such duties connected with the operation of the Club as he may undertake at the suggestion of the President.

Article 8 — Treasurer

The Treasurer shall authorize with the President, in the name of the Club, all checks for the expenditures authorized by the Board of Directors. He shall receive and deposit all funds of the Club in the bank selected by the Board of Directors, which funds shall be paid out only by check as herein before provided. He shall also account for all receipts, disbursements and balance on hand.

The Treasurer will provide a monthly report of the financial status of the Club to the Board of Directors and a quarterly report to every member.

The Treasurer will inform the President on the tenth (10th) of each month if any members are delinquent and notify him when such delinquency plus any fines have been paid.

The Treasurer shall perform all duties incident to the Office of the Treasurer, subject to the control of the Board of Directors.

The Treasurer shall also perform such duties connected with the operation of the club as he may undertake at the suggestion of the President.

Article 9 — Aircraft Maintenance and Safety Officers

The Aircraft Maintenance Officer shall oversee and manage the maintenance of club aircraft. Club aircraft shall be maintained in proper operating condition, by or under the supervision of a properly certificated aircraft and powerplant mechanic, who shall perform all inspections, major overhauls and compliance with service bulletins. The Aircraft Maintenance Officer shall insure all papers required to be carried in the aircraft and for the execution of all papers required upon the completion of inspections and major repairs.

The Safety Officer shall maintain records pertaining to Club Member currency and coordinate with the Instruction Officer to implement Club currency requirements for each member. The Safety Officer will review, update and maintain online records of each club member in the member's online account as well as in each club member's information folder.

Club members acting as Pilot in Command shall be solely responsible for their and their passenger's safety and well-being while using club aircraft and shall indemnify club officers in the event of accident or injury.

Article 10 — Vacancies

If any Office, other than that of President, becomes vacant for any reason, the President shall appoint an interim successor until such time as the Board of Directors shall elect a successor from the membership who shall hold office for the unexpired term. If the Office of President becomes vacant, the Vice-

President shall become President and the Board of Directors shall elect a new Vice-President from the membership.

Article 11 — Safety Board

A Safety Board shall be designated by the Board of Directors for each aircraft accident involving either a member of the Club or any equipment belonging to the Club, providing such accident resulted in damage to equipment exceeding a sum of two-thousand five-hundred (\$2,500) dollars.

The Safety Board shall consist of three (3) members of the Club who were not involved in the accident.

The Safety Board shall take all steps necessary to ascertain the facts, conditions and circumstances for the accident; shall arrive at conclusions regarding the probable cause and the responsibility for said accident; and shall make known to the Board of Directors, and to all parties involved in the accident, its findings in the form of a written report.

Article 12 — Hearings

The Board of Directors, upon receipt of the findings of the Safety Board shall offer to all parties involved in the accident the opportunity of a hearing. After the hearing, or if such hearing is waived by all the parties involved in the accident, the Board of Directors shall decide the financial responsibility. The decision of the Board of Directors shall be final.

The Board of Directors shall not impose financial responsibility on any one member in excess of two-thousand five hundred (\$2,500) dollars for any one accident, unless the damage results from a violation which is not covered by insurance carried on the aircraft; then the party responsible for the damage shall be liable for the full amount. Recommendation of the Board should be approved by recorded vote of all Club members.

All financial obligations imposed on any member as a result of the decision of the Board of Directors shall be satisfied within thirty (30) days of written notice. Otherwise, in the case of a member, all unsatisfied monies may be deducted from the membership fee, the remainder of which shall be returned to the member with a cancellation of membership in the Club.

Article 13 — Membership

New members may be admitted to the Club only after being approved by a unanimous vote of the Board of Directors. Membership shall be limited to fifteen (15) in number for the first aircraft and not more than a total of fifteen (15) for any additional aircraft.

Upon receipt of the initiation fee, the Club shall issue to each member a certificate of membership on a form approved by the Board of Directors.

A member may withdraw from the Club upon notification to the Secretary in writing thirty (30) days in advance. Former members must apply to .

A member may be expelled by a two-thirds vote of the members voting at any regular or special meeting of the members. Ten (10) days notice shall be given to each member who shall have the right to be heard either in person or by counsel at a meeting of the Club called for this purpose. A member so expelled shall receive from the Club a sum equal to his/her share in the assets of the Club less any monies, dues, or fines owed to the Club.

Article 14 — Member Payments

Initiation Fees. A person duly elected to the Club as provided for by these bylaws shall be deemed a member upon payment of an initial fee of eight-hundred (\$800) dollars.

Dues. Each member shall be assessed monthly dues in the amount of eighty (\$80) dollars, said dues to be payable one (1) month in advance, due on the (1st) day of each month. The monthly dues may be changed from time to time at the discretion of the Board of Directors.

Hourly Aircraft Rate. The hourly aircraft rates shall be updated and posted regularly to the Club website and at locations where aircraft are parked. Members are required to utilize the Club's online reservation, dispatch, check-in and billing system. Members shall maintain a positive balance in their account in an amount greater than the anticipated of an anticipated flight. The hourly aircraft rate may be changed from time to time at the discretion of the Board of Directors.

Delinquency. Any member who has failed to pay the dues, hourly aircraft rate charges or any other sum due the Club within fifteen (15) days after said sums shall be due, shall be considered a delinquent member and shall be automatically suspended from flying the Club aircraft and engaging in any other Club activity. A ten percent (10%) penalty of the delinquent amount shall be charged after one (1) month's delinquency unless the Board of Directors waives the penalty upon a showing of good cause by the member. When a delinquent member fails to pay any sum owed to the Club, or at the discretion of the Board of Directors, to make suitable arrangements with the Board for payment thereof within sixty (60) days of the due date, the member shall automatically be considered as indicating an intention to withdraw from the Club.

Article 15 — Club Finances

No member may authorize expenditures or otherwise incur financial obligations in the name of the Club except as expressly provided for in these bylaws or other regulations duly promulgated by the Club membership.

The Treasurer is authorized to expend Club funds in payment for all normal fixed costs of the Club and additional operating costs not in excess of one-thousand (\$1,000) dollars. The Treasurer must obtain approval from the Board of Directors for any unusual expenditure and all expenditures in excess of one-thousand (\$1,000) dollars.

The Maintenance Officer may authorize work on Club aircraft in an amount up to one-thousand (\$1,000) dollars without seeking approval from the Board of Directors. The Maintenance Officer must consult with the Treasurer before authorizing any work to determine whether there are sufficient funds to pay for the work.

Individual members will be reimbursed for any personal expenditures not in excess of five-hundred (\$500) dollars when such expenditures are for club aircraft repairs or maintenance necessary to safely complete a trip back to the airport.

No member, officer, Director or any other individual shall obligate the Club to any purchase, repair, service or in any manner in an amount in excess of one-thousand (\$1,000) dollars without the approval of a majority of the Club members.

Article 16 — Flight Proficiency Program and Flight Rules

The Board of Directors shall develop, or cause to be developed, a Flight Proficiency Program for all members to include, but not necessarily be limited to, periodic check rides with qualified flight instructors, minimum number of flight hours per month, minimum number of landings per month, and periodic refresher courses. The Flight Proficiency Program must be approved by a majority of the Club members.

The Board of Directors shall develop, or cause to be developed, a set of Flight Rules. The Flight Rules will take into consideration varying levels of members' experience and proficiency and the type of aircraft to be flown.

Article 17— Surplus

The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Club's treasury for the purchase of new equipment, for engine overhaul, for contingencies or for the purpose of reducing the hourly rates for flying as shall be determined by the Board of Directors. The net savings in any event shall not be distributed to the members for their individual use.

Article 18 — Amendments

These bylaws may be repealed or amended or new bylaws adopted at any meeting of the members called for that purpose or any regular meeting of the members by a two-thirds majority vote of such members.

One-half (50%) of the members in good standing shall be considered a quorum.