

**BYLAWS  
OF  
AIRHAWKS FLYING CLUB**

A Washington Nonprofit Corporation

(adopted October 1, 1994)

**ARTICLE I  
Governing Law**

Airhawks Flying Club has been incorporated as a nonprofit corporation under the provisions of Chapter 24.03 of the Revised Code of Washington and will be governed by such Chapter.

**ARTICLE II  
Membership**

Any youth residing in the San Juan Islands, Washington between the ages of 12 to 20 is eligible for membership in the Airhawks Flying Club.

**ARTICLE III  
Board of Directors**

**Section 1. General Powers.** The affairs of this corporation shall be managed by a Board of Directors which shall be a self perpetuating body. Subject to the Articles of Incorporation and these Bylaws, the Board shall exercise all corporate powers and rights permitted by law to the Directors of a nonprofit corporation.

**Section 2. Number, Election, Term of Directors.** The Board of Directors shall consist of not less than two (2) persons. The Board of Directors, by amendment of these Bylaws, may increase the number of directors. Directors shall be selected at the annual meeting from a slate of volunteers to serve for three (3) years or until their successors have been selected. Newly selected directors shall take office as soon as they are selected by the board. A director who is reselected shall always be reselected for a full term.

**Section 3. Vacancies.** Any vacancy on the Board of Directors due to death or resignation or by reason of an increase in the number of directors shall be filled by the Board of Directors from a slate of volunteers.

**Section 4. Resignation.** Any director may resign at any time by giving written notice of such resignation to the president or the secretary of AirHawks Flying Club. Unless otherwise specified in such written notice, such resignation shall take effect on receipt by the president or secretary. The acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Removal.** A Director may be removed for cause or without cause by a two-thirds (2/3rds) affirmative vote of all members of the Board of Directors at any properly called meeting. A director may be removed without cause only after the director has been given ten (10) days written notice of the intent to remove him/her and the director is given a reasonable opportunity to address the board before a vote is taken.

**ARTICLE IV**  
**Meetings of Board of Directors**

**Section 1. Annual Meeting.** The annual meeting of the Board of Directors for the election of directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held in February of each year at a time and place to be determined by the board.

**Section 2. Other Meetings.** Regular meetings may be held at a time adopted by action of the board. No other notice of regular meetings will be required. Special meetings may be held at any time, whenever called by the President.

**Section 3. Notice.** Notice of the annual meeting shall be given by the secretary or the president to all directors at least three (3) weeks before the date on which the meeting is to be held. Notice of special meetings shall be given by the secretary or president at least three days prior to the date on which the meeting is to be held. All notices may be made in writing, by mail, by personal communication, by electronic mail or by message left on the directors designated answering machine. Any director may waive notice of any meeting in writing. Attendance at and participation in a meeting for any purpose other than to object to the adequacy of notice of the meeting constitutes waiver of notice.

**Section 4. Quorum.** One-third of the Board of Directors shall constitute a quorum. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by these Bylaws. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted and the board may exercise all of its powers. Any director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting and the trustee files his or her written dissent or abstention to such action with either the person acting as secretary of the meeting before the adjournment of the meeting or by registered mail to the secretary of the corporation immediately after the adjournment of the meeting.

**Section 5. Meetings Held by Telephone or Similar Communications Equipment.** Members of the Board of Directors or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

**Section 6. Rules of Procedure.** Meetings of the Board of Directors shall be conducted in a fair and open manner. At any time during such meeting a motion to proceed under The Modern Edition of Robert's Rules of Order on Parliamentary Procedure shall be in order. Upon adoption of such motion, that meeting shall then be conducted under such rules of order.

**ARTICLE V**  
**Officers**

**Section 1. Officers.** The elected officers of the AirHawks Flying Club shall be a President, a Vice-President, a Secretary, and a Treasurer. Directors may hold more than one office. Officers will be elected from among the members at the first meeting. Each officer will be elected to serve for one year or until his/her successor is elected. In the event of a vacancy, the board may elect a successor to fill the unexpired term.

**Section 2. Duties.** The officers shall have the duties and responsibilities usually imposed on such officials of nonprofit corporations or as are required by law or provided for by resolution of the

Board of Directors. Checks, loans, and other legal obligations may only be signed by such officers as are specifically authorized by the board.

**Section 3. Removal.** Any officer or agent may be removed by the board whenever in its judgment the best interests of AirHawks Flying Club would be best served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **ARTICLE VI** **Committees**

**Section 1. Committees.** The board may create and maintain committees to organize and manage affairs of AirHawks Flying Club. Such committees may be standing or ad-hoc. Except as specifically authorized in writing by the board, such committees shall not have the authority to bind AirHawks Flying Club, but shall make recommendations for ratification by the full board. Nondirectors may be appointed to serve on such other committees except those authorized to act for AirHawks Flying Club on their own initiative.

## **ARTICLE VII** **Finances**

**Section 1. Contracts.** The board may authorize any officer or officers, or agent or agents, to enter into any contract, execute or deliver any instrument in the name of and on behalf of AirHawks Flying Club, and such authority shall be confined to specific instances approved by the board in writing. Such authority may be modified or withdrawn at any time. No contractual relationships or other obligations of the corporation shall be entered into or be valid unless authorized by resolution of the Board of Directors.

**Section 2. Loans** No loans shall be contracted on behalf of AirHawks Fling Club, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the board.

**Section 3. Loans to Officers and Trustees.** No loans shall be made by AirHawks Fling Club to its officers or directors. This does not prohibit the advance of reasonable sums for travel or other anticipated expenses which are promptly accounted for and the excess, if any, repaid to the Corporation.

**Section 4. Signature of Negotiable Instruments and Bonding.** All checks, drafts and similar orders for the payment of funds of the corporation in excess of five hundred dollars (\$500) shall be signed by at least two members of the Board of Directors to be specified by the board.

**Section 5. Deposits.** All funds of AirHawks Flying Club not otherwise employed shall be deposited from time to time to the credit of AirHawks Flying Club in such banks, trust companies or other depositories as the board may select.

**Section 6. Fiscal Year.** The fiscal year of AirHawks Flying Club shall be the calendar year.

**Section 7. Accounting Policies.** All accounting policies and practices shall conform to generally accepted auditing standards for nonprofit organizations as established by the Internal Revenue Service, American Institute of Certified Accountants, the Financial Accounting Standards Board, or other authoritative bodies, except that at its discretion the board may decide not to recognize pledges until they are received, and may decide not to depreciate assets obtained with donated funds.

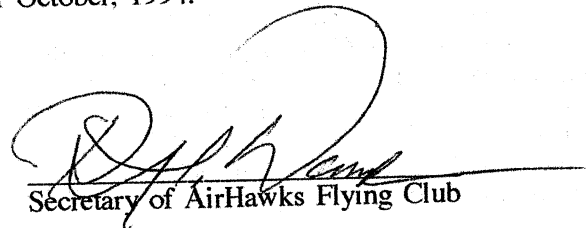
**Section 8. Books and Records.** The corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following current articles and bylaws, correct and adequate records of accounts and finances; a record of officers' and directors' names and addresses; minutes of the meetings of the board and any minutes which may be maintained by committees of the board. Records may be written or electronic if capable of being converted to writing. All books and records of the corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE VIII**  
**Amendment of Bylaw**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by affirmative vote of two thirds (2/3rds) of all directors at any meeting of the board held not less than three (3) weeks after written notice of the proposed amendments has been mailed or otherwise provided to each director.

**CERTIFICATION**

\ I certify that the foregoing is an exact copy of the bylaws of AirHawks Fling Club which were adopted by the Board of Directors on the first day of October, 1994.

  
Secretary of AirHawks Flying Club