

**CHIEF JOSEPH FLYERS, INC.
BY-LAWS**

[Taken from Articles of Incorporation, dated July 31, 1959; includes January 29, 1997 Revision, 4/20/2010 Revision, and 1/17/2012 Revision]

**ARTICLE 1
PURPOSE**

The purpose of the Chief Joseph Flyers, Inc. ("Club") is to encourage and promote the sport of aviation and the science of aeronautics and navigation; to purchase, lease, hold and operate aircraft and to provide suitable aircraft and aircraft facilities for the use of its members; and to rent aircraft to members.

**ARTICLE 2
MEMBERSHIP**

2.1 Classes of Membership. Classes of membership shall be established by the Board of Directors, basing the share value for each class on the number and types of aircraft, assets, valuations, and the number of shares in each class.

2.2 New Members.

2.2.1 The Vice President shall inform the Board of Directors of receipt of a completed "Application and Agreement" form and provide information related to the application. A Background Check will be completed at this time. The application will be read at the next meeting of the membership. The prospective member may be present at this meeting.

2.2.2 A formal vote may be taken on the application following the first reading in the form of a secret ballot. The prospective member shall not be present during this vote. One dissenting vote will disallow a membership.

2.2.3 Each new member shall be required to make a \$500.00 deposit towards flying time before they fly a club aircraft.

2.2.4 Each new member shall sign an agreement from whereby he or she agrees to continue to pay dues, assessments, and fees until he or she no longer holds the membership.

2.2.5 Each new member shall be admitted conditionally for six months following acceptance. This conditional membership may be revoked at any time during the first six months, with or without cause by a majority vote of the Board of Directors.

2.2.6 No person shall pilot a Club aircraft unless he has been accepted as a member at a regular Club meeting, pursuant to these By-Laws. No new member shall fly Club aircraft solo or dual until his purchase contract, if any, is signed, the agreed financial arrangements are completed with the Club, and he has been checked out by a Club designated CFI.

2.3 Dues. Quarterly dues shall be based on the class of membership and fixed costs such as insurance, annual inspections, ELT upkeep, transponder and pitot-static system inspections and maintenance, hangar rent, bookkeeping, postage, etc., and shall be set or changed by the treasurer. The Board of Directors has final authority on the quarterly dues.

2.4 Financial Responsibility of Members. Any payments due to the Club which are delinquent more than two months from initial billing shall be cause for suspension of flying privileges, and may be followed by forfeiture of membership upon written notice from the Board of Directors.

2.5 Voting.

2.5.1 Each membership, in Good Standing shall have one vote in all general matters of the Club not otherwise reserved to the Board of Directors, including election of directors and those matters reserved to a specific class of membership.

2.5.1.2 A member shall be considered "In Good Standing", if at the time of a vote, the member has satisfied one of the following two (2) conditions in the previous 12 months:

- 1.) Flown a club airplane a minimum of 1 hour.
- 2.) Attended two club meetings.

2.5.2 Only those members in Good Standing, belonging to a class of membership may vote on disposition, purchase, or major expense exceeding \$2,000 of aircraft of that class. A two-thirds majority vote of members in the class is required to conduct such business, but may be obtained by voice vote, written proxy, or telephone contact by an officer.

2.5.3 A simple majority of voting members present at a meeting is required to pass a motion.

2.6 Quorum. A quorum to conduct matters of business shall consist of those members present at a regular or special meeting; provided that two directors are present at all such meetings.

2.7 Meetings.

2.7.1 The biannual meeting of the members shall be held during the month of January in even-numbered years. The election of directors and officers shall be held at the biannual meeting.

2.7.2 In addition to the annual meeting, regular Club meetings may be held as designated by the Board of Directors. Other special meetings may be called by the Board of Directors as it deems necessary, upon seven (7) days notice to the members.

2.7.3 There shall be no voting by proxy for general club business.

2.8 Sale of Memberships.

2.8.1 A member may negotiate the sale of his membership directly with a purchaser upon notifying the Vice President that the membership is for sale. The Vice President will supply an "Application and Agreement" form to be completed by the purchaser and the selling member, which completed form shall be returned to the Vice President.

2.8.2 No sale of membership shall be approved unless all financial obligations of the selling member to the Club have been satisfied, or the purchaser signs a written agreement to take responsibility for previous membership debt.

2.8.3 Any sale of membership is contingent upon the approval of the purchaser for membership in the Club.

2.8.4 The Club itself may sell any membership which has been forfeited, based on the last valuation and covered by a signed purchase contract. All other applicable requirements in this Article shall be met.

2.9 Removal. A member may be removed by majority vote of the Board of Directors for any violation of these bylaws or rules of the Club, as adopted from time to time by the Board.

ARTICLE 3 OFFICERS, DIRECTORS, AND DUTIES

3.1 Board of Directors. Except as otherwise reserved to the members, the affairs of the corporation shall be managed by the Board of Directors. The Board shall be composed of the persons as specified below.

3.2 Officers. The Officers of the Chief Joseph Flyers Club shall consist of President, Vice President, Secretary, and Treasurer, all of whom shall be elected from the general membership. All officers shall be Directors during their term of office.

3.3 Directors. There shall be four Directors other than those positions held by the Officers elected every two years from the general club membership. There shall be eight [8] total directors.

3.4 Term of Office. All officers and directors shall be elected at the biannual meeting. Each Officer and Director shall hold office for a term of two years. A director or officer may be reelected without limitation on the number of terms served.

3.5 Vacancies. Vacancies on the Board of Directors shall be filled by a majority vote of the Directors remaining on the Board.

3.6 Committees. The President shall designate such committees as the Board deems appropriate and necessary to the efficient operation of the Club, and shall appoint members to serve on said committees.

3.7 Maintenance Coordinator. The President shall appoint a Maintenance Coordinator, whose duties shall include liaison between Club and aircraft mechanic, and reporting on maintenance matters at the monthly meetings.

3.8 Authorized Signatures. All Club checks shall be signed by either the President or the Treasurer. In the event of any loan made to the Club, the President, the Treasurer, and one other officer must sign such note or mortgage.

3.9 Quorum & Voting. A quorum necessary to transact business at a Board meeting shall be a majority of the directors on the Board. A simple majority vote of the directors present shall be sufficient to approve any Board action taken.

3.10 Meetings. Meetings of the Board of Directors shall be held at a time and place as determined by the Board. No other notice of meeting is required.

3.10.1 Any meeting of the Board may be held by telecommunication which allows those participating to hear all of the participants.

3.10.2 Any action which may be taken at a Board meeting may be taken without a meeting if notice of the intended action is provided to all Board members, and consent in writing, setting forth the action taken, is signed by a majority of the members of the Board.

ARTICLE 4 CLUB OPERATION

4.1 Violation of Federal Air Regulations. A first violation of FARs shall result in suspension of flying privileges for a period to be determined by the Board of Directors. Upon a second violation, an anonymous committee appointed by the President shall (1) suspend the member's flying privileges for a period determined by the committee, (2) report the member to the FAA, and (3) make recommendations to the general membership for further action.

4.2 Liability for Aircraft Damage. Before exercising Club privilege, each member shall sign a provision in the "Application and Agreement" form whereby he agrees to reimburse Chief Joseph Flyers for the uninsured portion of damage to Club aircraft

4.3 Pilot-in-Command. No non-member shall fly or be permitted by a member to fly Club aircraft, except Club-approved CFIs in the course of instructing or checking members.

4.4 Club Currency Requirements. A member shall not pilot Club aircraft unless he has flown an aircraft of the same or more complex type within the last ninety days. Currency may be restored by a check flight with a CFI or a person approved by the Board of Directors. Members shall present their license, log book, and medical certificate to an officer of the Club for examination when requested. Failure to do so may result in suspension of flying privileges.

4.5 Student Pilots. Student pilots shall take instruction only from a certified instructor who has been approved by the Board of Directors to instruct in Club aircraft. Student pilots who have not flown solo within the last thirty days shall, before again flying Club aircraft, take a check ride with the approved CFI. Student pilots shall make no cross country flights without the approval of the instructor.

4.6 Flight Scheduling.

4.6.1 Scheduling use of aircraft shall be on a first to schedule basis.

4.6.1.1 Members shall not schedule a trip without prior approval of the members present at the monthly meeting or approval of all of the directors that would cause any club aircraft to be away from Joseph for

more than four consecutive days. For such trips members shall pay 100% of the estimated dry operating costs for the trip. If the amount paid exceeds what the trip costs, the club will give credit to that member.

4.6.2 Members shall pay strict attention to the Flight Scheduling Boards, and all reservations shall be honored. Members may be fined \$50.00 for (1) failure to list a flight, (2) taking a plane that has been reserved by another, and (3) failure to notify the member with the next reservation (or other suitable person) of a late return which conflicts with another reservation for that plane.

4.7 Approved Instructors. Members shall use only Club-designated CFIs for instruction and biennials in Club aircraft.

4.8 Designated Fields, Restricted Fields, and Prohibited Fields. (For purposes of this section, a designated field is one appearing on current navigation sectional charts.) A member with fewer than 200 hours total flying time and fewer than 25 in the preceding twelve months shall not land Club aircraft at (1) Red's Horse Ranch, (2) Memaloose, or (3) any non-designated field. Such a member may however receive instruction to land at Red's Horse Ranch, Memaloose, or a non-designated field by a CFI specifically approved by the Board of Directors for that field, but he shall not land there without that CFI until he meets the hour requirements above. Members having the qualifying hours (above) must have a logged check flight with the instructor specifically approved for that field before landing at Red's Horse Ranch, Memaloose, or at a non-designated field. If it has been than twelve months since the qualified member has landed at these fields, written approval by the same CFI must be entered in his log book before the flight. Club aircraft are prohibited from using Minam Ranch Field.

4.9 Commercial Use. No Club aircraft shall be used for any commercial purpose whatsoever.

ARTICLE 5 MAINTENANCE

5.1 Approval Required for Costs Exceeding \$2,000. Maintenance and repair costs in excess of \$2,000, excluding regularly scheduled maintenance, must be recommended by the Maintenance Coordinator and approved by a vote of the Board.

5.2 Maintenance Away from Joseph.

5.2.1 A member of the Club has the authority to obtain routine maintenance of Club aircraft while on a trip away from Joseph, not to exceed \$250.

5.2.2 In the event that a Club aircraft requires in excess of \$250 in maintenance costs while away from Joseph, the member shall obtain authorization for such repairs from the Maintenance Representative or the Club President.

ARTICLE 6 FINANCES

6.1 Quarterly Financial Statements. The Treasurer shall provide computer printouts of the financial standings and condition of the Club to officers and members for examination at quarterly meetings.

6.2 Valuation of Club Aircraft. At least every two years or when requested by the Directors, the Treasurer shall compute the value of Club aircraft and the values of each class of membership established by the Board of Directors, and so inform the membership.

6.3 Audit of Records. As provided in Section 3.9, the Board of Directors may call for an audit of Club financial records, as the Board deems necessary.

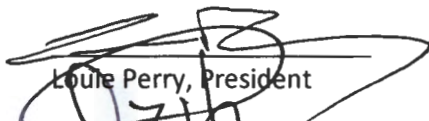

ARTICLE 7 AMENDMENTS TO BYLAWS


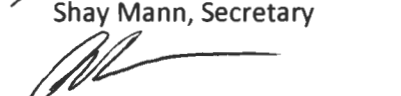
These Bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each member shall be given at least thirty (30) days notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

ARTICLE 8 INDEMNIFICATION

This corporation shall indemnify its officers and directors to the fullest extent allowed by Oregon law.

ADOPTED this 27th day of April, 2016, by a majority vote of the members present.


Louie Perry, President

Brett Hays, Vice President


Shay Mann, Secretary

Andy McKee, Treasurer