

AMENDED AND RESTATED BYLAWS OF **THE CHIEF JOSEPH FLYERS, INC.**

ARTICLE 1 - “AUTHORITY, PURPOSE AND OBJECTIVES”

Section 1: These Bylaws are established under the authority of Chapter 65, Oregon Revised Statutes, “Nonprofit Corporations” and the club’s Articles of Incorporation, dated July 31, 1959. They are amended from previous Bylaws revisions dated 01/29/1997, 04/20/2010, 1/17/2012, and 4/16/2016.

Section 2: The purpose of the 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.

Section 3: The club is a non-profit, social organization, established and operated exclusively for the mutual benefit of its members. Financial support of the club shall be by membership dues, fees and assessments. The club is structured as an equity flying club.

ARTICLE 2 - “BYLAWS AND OTHER REGULATIONS”

Section 1: These Bylaws, the addenda listed below, and any other regulations deemed necessary by the Board of Directors, constitute the regulations that govern the club in the best interest of all members.

Addendum A “The Chief Joseph Flyers, Inc. Operating Rules”

Addendum B “The Chief Joseph Flyers, Inc. Schedule of Fees”

Addendum C “The Chief Joseph Flyers, Inc. Membership Application & Agreement”

Addendum D “The Chief Joseph Flyers, Inc. Membership Classes and Categories”

ARTICLE 3 - “MEMBERSHIP”

Section 1: Membership is a voluntary privilege and shall be open to those interested in aviation. No person shall be refused membership based on any form of discrimination concerning sex, age, race, color, national origin, or religion, or any other basis prohibited by law.

Section 2: A member is an individual person, with an interest in aviation. Flying privileges, due an individual under his/her membership, may be extended to certain persons in that member’s immediate family, in accordance with the conditions and limitations set forth in Addendum D to these Bylaws.

Section 3: An organization may purchase and hold a membership, extending flying privileges due the organization under its membership, to selected individuals for purposes of aviation outreach and scholarship, in accordance with the conditions and limitations set forth in Addendum D to these Bylaws.

Section 4: Candidate members shall complete the application form in Addendum C to these Bylaws, and shall return the form and copies of any required documents to the Secretary. The Board of Directors shall consider the application and determine suitability for membership at the next Board meeting. Approval shall require a majority vote of the Board Members present, provided a quorum is present.

Section 5: Membership classes may be established by the Board of Directors, basing the share value for each class on the amount and types of aircraft, assets, and number of shares. Classes of membership and their associated rights, privileges and costs shall be published in Addendum D to these Bylaws.

Section 6: All members share equally in the property rights, assets, interests, liabilities, and obligations of the club as per their class of membership.

Section 7: The Board of Directors may specify a maximum number of members per class based on reasonable access to club equipment. Membership limits are specified in Addendum B to these Bylaws.

Section 8: An individual who wishes to be affiliated with the club to share in the social and educational aspects, but not as a flying member, may be approved by the Board of Directors as a Club Associate. Associates are not members and have no ownership, voting or flying privileges.

Section 9: A member in good standing is one who has met all financial and other obligations to the club in the previous 60-days, and whose membership is not otherwise suspended.

Section 10: All members in good standing shall have equal privileges and access to club aircraft for their class of membership.

Section 11: A member not in good standing shall not have access to club aircraft, or exercise other membership privileges such as voting, until such time that the member returns to good standing by fully meeting all outstanding obligations.

Section 12: The Board of Directors may, by majority vote of the Board Members then entitled to vote, terminate the membership of a member who has remained not in good standing for the previous 90-days. In such cases, the member is not entitled to any reimbursement of fees or other payments and shall relinquish all ownership and membership rights to the club. The club has the right to sell any membership which has been forfeited.

Section 13: The Board of Directors may, by majority vote of the Board Members then entitled to vote, suspend a member for: non-payment of accounts; for violation of any Bylaw, Operating Rule, or Federal Aviation Regulation; for unacceptable behavior or conduct; or for violation of any other condition of membership. In such cases, a Grievance Committee shall submit a report to the Board of Directors for further consideration, recommending specific criteria to either rescind the suspension or to initiate termination. The Board has the right to terminate a membership after due consideration.

Section 14: A member may make a written appeal to the Board of Directors for a flight suspension, fine or dismissal. Upon review, the Board action may be rescinded for sufficient reason.

Section 15: Membership is obtained by one of the following methods:

15.1: If the club has not reached its membership capacity, memberships shall be purchased from the club for an amount agreeable to both the prospective member and the Board of Directors.

15.2: Once the membership capacity is reached, new members shall only be accommodated once an existing member leaves the club and in accordance with Section 18 of this Article.

Section 16: Each new member shall sign an agreement on the application form whereby he or she agrees to continue to pay dues, assessments, and fees until he or she no longer holds the membership.

Section 17: The club shall maintain a waiting list that shall comprise an ordered list of vetted and pre-approved prospective members. To be placed on the waiting list, a prospective member shall follow the club membership application process.

Section 18: A member wishing to leave the club, for reasons acceptable to the Board of Directors, may sell their membership using the following ordered approach:

1. The club shall have first option to purchase a membership for an amount agreeable to both the member and the Board of Directors.
2. If the club does not exercise the above option, the membership shall be sold to the person next on the waiting list, for an amount as negotiated between the leaving and arriving member.
3. In the case of the club not having an active member waiting list, the membership may be sold to an individual, with prior permission and approval of the Board of Directors.
4. If none of the above options can be met, and upon approval by majority vote of the Board of Directors, a member may, after meeting financial and other obligations to the satisfaction of the Board, relinquish, for no reimbursement, the membership to the club, so releasing the member from any further obligations to the club.

Section 19: No sale of membership shall be accepted unless all financial obligations of the selling member to the club have been satisfied.

Section 20: The club shall not disclose members' personal information to other parties, unless required by law, in the due course of business (e.g., obtaining insurance), or in interests of safety.

Section 21: No club member, Board Member or Officer shall receive any salary, compensation or payments for their services relating to any role, position, or service.

Section 22: Each member operating a club aircraft, or responsible for its operation, shall comply with the club's Operating Rules, specified in Addendum A to these Bylaws.

Section 23: In joining the club, members are expected to:

- attend meetings
- be available for Board of Director positions as rotations dictate
- conduct themselves in a proper and fitting manner
- uphold the dignity of the club at all times
- be alert, mindful and considerate of the club and members' interests
- exercise due caution and safety in flying
- observe all federal, state, local, airport, and club flying rules and regulations
- not divulge club information or membership rosters to external parties without Board permission
- adhere to the Bylaws and operating rules of the club
- report to the Board any adverse changes in status with the FAA or any law enforcement agency

ARTICLE 4 - "BOARD OF DIRECTORS"

Section 1: The Board of Directors shall manage the business affairs of the club. The Board shall manage the club through the implementation of fees, operating rules, maintenance, safety, social, and other procedures as deemed necessary.

Section 2: The Board of Directors shall be composed of the four club Officers, plus three additional Board Members elected from the club membership, for a total of seven [7] Directors. The club President shall also serve as the Chairman of the Board.

Section 3: Any Board Member may resign at any time by giving at least 10-days written notice to the Board of Directors, the notice to include the effective day and time of resignation.

ARTICLE 5 - “OFFICERS”

Section 1: The Officers of the club shall comprise a President, Vice-President, Secretary, and Treasurer. A member may be elected to more than one Officer position, but may not simultaneously serve as President, Treasurer and Secretary. Officers shall be elected from the club membership.

Section 2: The President shall appoint a Maintenance Coordinator, whose duties shall include liaison between the club and the aircraft mechanic, and reporting on maintenance matters at meetings.

Section 3: The President. The President shall have the overall responsibility for the proper and efficient operation of the club, providing leadership in pursuit of the club’s goals and objectives. In addition, the President calls for and presides over membership and Board of Director meetings; sets meeting agendas; appoints and disbands committees; represents club interests and signs official documents; and delegates duties and responsibilities as necessary. The President shall remain informed of members’ desires and grievances at all times, seeking ways to advance aviation and the members’ satisfaction.

Section 4: The Vice-President. The Vice-President shall preside over all club activities in the absence of the President. Additionally, the Vice-President shall manage the club’s membership procedures, implementing initiatives to maintain desired membership levels. He/she shall ensure that membership application forms and procedures are current and available to all interested parties; maintain awareness on memberships for sale; manage the club’s membership waiting list; review and forward membership applications for Board decision; and assist new members with club orientation. The President shall be constantly apprised of all matters related to club membership.

Section 5: The Secretary. The Secretary shall maintain all non-financial club records, including rosters, insurance papers, leases, minutes, election results, and other correspondence. In consultation with the President, the Secretary shall publish and post calls for meetings with agendas, and shall keep and publish minutes of meetings. The Secretary shall also provide a Secretary’s Report at all membership meetings; supervise elections; conduct club correspondence at the direction of the Board; and manage club mailboxes, promptly forwarding received electronic and postal mail to the proper persons. The President shall be constantly apprised of all matters related to the club’s administrative status.

Section 6: The Treasurer. The Treasurer shall manage the club’s finances and present financial reports at all membership meetings. The Treasurer shall keep accurate financial records and transactions, receive all funds, issue billing statements to all members, disburse club funds to meet all obligations after Board approval, and notify the Board of any delinquent accounts. The Treasurer shall also ensure the annual completion of tax returns and statements; prepare an annual report of the financial status of the club; maintain a rolling budget; compute club dues and hourly flight charges for Board approval; and arrange for financial audits, as necessary. The President shall be constantly apprised of all matters related to club finances.

Section 7: The Board of Directors shall maintain an expanded, detailed listing of Officer duties and responsibilities in the club records to ensure club continuity during Officer transitions.

Section 8: It shall be the duty of the Board of Directors and Officers to conduct the activities of the club in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the best interests of the club.

ARTICLE 6 - "ELECTIONS AND TERM OF OFFICE"

Section 1: The club membership shall elect members to the Board of Directors and Officers, at the Annual General Meeting.

Section 2: Board and Officer positions shall be for two-year terms. Board Members and Officers may be re-elected without limitation on the number of terms served.

Section 3: Nominations shall be made to the Secretary. Any member may nominate another member, with that member's permission, and any member may nominate themselves. Nominations require the name and consent of the nominee, plus the name of one other club member, as a reference.

Section 4: Elections for positions shall be conducted by the Secretary and shall be by secret ballot during the Annual General Meeting. Members may each cast one individual, non-transferrable vote.

Section 5: The quorum for the Annual General Meeting shall be the number of members present, provided at least two Directors are present.

Section 6: For elections, members must be present to vote. Proxy and absentee votes are not permitted.

Section 7: Hung votes are not permitted. If a vote is hung, the vote shall be repeated. If the vote is still hung, the President shall abstain from the next round of voting in order to force a majority result.

Section 8: A majority written vote of club members then eligible to vote shall be required to remove a Director or Officer. Such action shall be presided over by a member chosen by the membership.

Section 9: Board Member and Officer vacancies due to resignation or removal shall be filled by a majority vote of the Directors remaining on the Board. Individuals selected to fill a vacancy shall serve for the unexpired portion of their predecessor's term in office.

ARTICLE 7 - "QUORUMS, MEETINGS AND RESOLUTIONS"

Section 1: The Annual General Meeting of the club, for purposes of Board of Director reports and elections, shall be held in January of each year and shall be called by the President. Elections are held in even-numbered years, and elected officers begin duties on February 1st of that year.

Section 2: Regular meetings of members ("membership meetings") shall be held at least quarterly and shall be called by the President.

Section 3: The President may call special membership meetings, as deemed necessary.

Section 4: Upon request to the Secretary of more than 50-percent (>50%) of the members, the President shall be required to call a special membership meeting.

Section 5: The quorum for membership meetings shall be the number of members present, provided at least two Directors are present.

Section 6: Board of Director meetings shall be held at least quarterly and shall be called by the Chairman.

Section 7: The Chairman may call special Board of Director meetings, as deemed necessary.

Section 8: The quorum for Board of Directors meetings shall be a majority of the Directors currently holding office, but in no case less than three persons.

Section 9: Each member in good standing shall have one vote in all general matters of the club not otherwise reserved to the Board of Directors.

Section 10: The passage of any resolution at membership and Board of Directors meetings, except as otherwise provided in these Bylaws, shall require a majority vote of those members present, provided at least a quorum is present.

Section 11: Any resolution to approve the disposition, purchase, or major expense exceeding \$2,000 of aircraft in a class of membership shall require a two-thirds majority vote of members eligible to vote in the class, but may be obtained by voice vote, written proxy, or telephone contact by a club Officer.

Section 12: Any action that may be taken at a meeting, may also be taken without a meeting and without a physical vote, if a consent in writing (including email or other electronic correspondence), setting forth the actions so taken, is provided by a majority of the members eligible to vote.

Section 13: Members are considered present, and may participate and vote in membership and Board of Director meetings using remote communication methods, if such methods are provided as an option.

Section 14: The club shall provide members with at least 7-days prior notice of all regular and special membership meetings. The notice shall state the place, day and hour, and purpose of the meeting and may be delivered by written, electronic or oral means. Board of Director meetings shall require only 1-day prior notice.

Section 15: All membership meetings shall follow a formal agenda, distributed by the Secretary to members at least 5-days prior to the meeting itself.

Section 16: Club meetings, including Board of Director meetings, but excluding meetings or sections of meetings dealing with personnel issues and/or matter of grievance, shall be open to all club members.

Section 17: The Secretary or other person designated by the President, shall keep detailed minutes of meetings, including motions and voting, and shall publish the minutes to all club members.

Section 18: Meetings shall conform to the following Rules of Order: Call to order; Approval of minutes from the previous meeting; Officer reports; Unfinished business; New business; Adjournment.

ARTICLE 8 - “COMMITTEES”

Section 1: The President shall designate standing or special committees as the Board of Directors deems necessary and appropriate, and shall appoint members to serve on such committees.

Section 2: Examples of committees that may be designated include, but are not limited to:

2.1: Aircraft Selection and Procurement Committee. An ad-hoc committee formed by the President to consider aircraft selection and, once approved, aircraft procurement.

2.2: Grievance Committee. An ad-hoc committee formed by the President to consider matters of conflict in the club and make recommendations to the Board of Directors for their consideration and final resolution. Any club member can refer an issue to the President for consideration.

2.3: Social Committee. If appointed, this committee shall consider all aspects of club events and community outreach, including marketing and the club website.

2.4: Membership Committee. If appointed, this committee shall consider all aspects of club membership, including recruitment, and maintaining a waiting list.

2.5: Safety Committee. If appointed, this committee shall consider all aspects of safety, safety training, and member currency and proficiency, and lead safety topic discussions at meetings.

ARTICLE 9 - “FINANCE, DUES, ASSESSMENTS”

Section 1: Quarterly dues and hourly rates shall be established by resolution of the Board of Directors and presented at each Annual General Meeting, or any other time deemed necessary by the Board. The quarterly dues shall cover fixed costs involved in operating the club, and the hourly rate shall cover operational costs of the club aircraft. Current rates shall be published in Addendum B to these Bylaws.

Section 2: Each member shall be billed for dues in the first month of each quarter. Hourly flight time charges shall be billed at least quarterly, with the intent to bill more frequently during summer months. Balances are due upon receipt and shall be considered delinquent after 30 days.

Section 3: Any member, determined by the Board of Directors to be personally responsible for damage to club equipment through negligence, shall be assessed for the insurance deductible and the uninsured portion of any damages so incurred. That member may also be responsible to pay for increases in insurance premiums and any other costs incurred to the club due to his/her negligence.

Section 4: Club Associates shall be charged an annual fee as specified in Addendum B to these Bylaws.

Section 5: Any club expense in excess of \$2,000, not otherwise covered under Article 7, Section 11 of these Bylaws, shall be approved in advance by resolution of the Board of Directors.

Section 6: The Board of Directors may, by resolution, levy a special assessment on all members to pay for necessary repairs, acquisitions, or capital improvements to club assets, which have been approved in accordance with these Bylaws.

Section 7: No loans shall be contracted on behalf of the club, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors.

Section 8: All club checks shall be signed by either the President or the Treasurer. Any loan promissory note, deed, mortgage, lease, contract, or other such instrument shall be signed by the President, the Treasurer, and one other Officer.

Section 9: The Board of Directors shall be authorized to hire or otherwise engage the services of any employees or contractors appropriate to club functioning.

Section 10: No member of the club shall be authorized to make purchases in the name of the club, except by order or approval of the Board of Directors. Bills submitted for reimbursement shall be approved by the Treasurer.

Section 11: All funds of the club not otherwise employed shall be deposited to the credit of the club in such banks, trust companies or other depositories as the Board of Directors may select.

Section 12: The Treasurer shall prepare and present an annual financial report, as of the closing date of the previous calendar year, to the members at the Annual General Meeting.

Section 13: The club shall maintain correct and complete books and records of account. Any member may inspect the books and records of the club, for any proper purpose, at any reasonable time.

ARTICLE 10 - "CLUB EQUIPMENT"

Section 1: The Board of Directors shall establish Operating Rules and procedures to ensure the safe, proper and equitable operation of club aircraft. The Operating Rules shall be published in Addendum A to these Bylaws.

Section 2: Adequate insurance shall be carried at all times, to include liability and hull insurance for each club aircraft. The Treasurer shall research policy options and rates each year for Board approval.

Section 3: In the event that the club should lease aircraft for member use, the terms and condition of the lease, including payments, insurance, and maintenance requirements and responsibilities shall be detailed in a separate Lease Agreement, between the club and aircraft owner, for each aircraft.

ARTICLE 11 - "INDEMNIFICATION"

Section 1: The club shall indemnify its Officers and Directors to the fullest extent allowed by Oregon law.

ARTICLE 12 - "DISSOLUTION"

Section 1: Upon dissolution of the club, the Board of Directors shall be designated as trustees and shall liquidate the assets of the club and pay all outstanding obligations in proportion to the final available capital. Any surplus shall be distributed according to the laws of the State of Oregon, and in accordance with the tax status of the club.

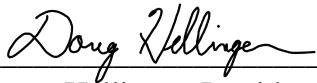
ARTICLE 13 - "AMENDMENTS"

Section 1: The Board of Directors may amend or repeal these Bylaws, and adopt new Bylaws, by a two-thirds majority vote of the Board Members then entitled to vote. Prior to the adoption of any amendment, each club 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. The notice shall state the Board's intent to consider an amendment to the Bylaws, and shall contain a copy of the proposed amendment.


Section 2: Changes to addenda of these Bylaws may be approved separately from these Bylaws, and by resolution of the Board of Directors.

ARTICLE 14 – "CERTIFICATION"

I, the undersigned, being a duly appointed Officer of the Chief Joseph Flyers, Inc., do certify that the foregoing Bylaws were duly adopted as the official Bylaws of the club by a two-thirds majority vote of the Board Members, effective 23 FEBRUARY, 2021.



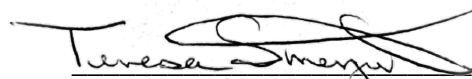
Doug Hellinger, President



Dan Niezen, Vice-President



Michael Fleming, Treasurer



Teresa Smergut, Secretary