

**THE UNIVERSITY OF MICHIGAN FLYERS, INC.
Corporate Bylaws (Adopted 1969, Amended 8/10/02)**

ARTICLE I NAME

The name of this corporation is the University of Michigan Flyers, Incorporated, hereafter referred to as the Club. The Club is a nonprofit corporation organized on a non-stock, membership basis under the laws of the State of Michigan.

ARTICLE II PURPOSE

A. The purpose of the Club is to provide flying facilities, opportunities, and instruction for its members; to own, operate, rent or lease aircraft, landing fields, hangars, and all property associated therewith; and in general, to do all things necessary, appurtenant or incidental to the carrying out of such purpose.

B. The Club promotes flying safety through continuing instructional and educational programs.

C. The Club provides a social environment pursuant to the interests of the members, emphasizing the aviation-oriented nature of the Club.

D. The Club cultivates interest in, educates about, and promotes general aviation.

ARTICLE III BYLAWS; JURISDICTION

A. The exercise by the Club of its corporate powers granted by statute, the purposes of the club, the conduct of its affairs, its rights and powers, and the rights and powers of its members, directors, and officers shall be governed by these bylaws, in accord with the laws of the State of Michigan and the Articles of Incorporation.

B. If any change in federal, state, or other applicable law, or any judicial ruling invalidates, supersedes, or renders unenforceable any provision of these bylaws, that provision will be deemed separate from and in no way shall affect the validity or enforceability of the remaining provisions of these bylaws. The affected provision shall be considered modified to the extent required for compliance with law or ruling.

C. Meetings of the members and of the Board of Directors shall be governed by Robert's Rules of Order, Revised, in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules that the Club may adopt. Robert's Rules of Order, Revised, shall be considered the parliamentary authority of the Club.

ARTICLE IV MEMBERSHIP

A. Membership in the Club is open to any natural person with an interest in aviation. Membership in the Club is not transferable.

B. The membership in the Club is divided into the following classes. No individual may hold membership in more than one class at any given time.

1) Flying: Flying members have access to Club facilities and use of aircraft, may participate in club events, may serve as directors and elected officers, and are entitled to vote at meetings of the members, elections, or on other issues that may come before the members. Flying members are expected to assist in the operation of the club.

2) Non-Flying: Non-flying members have the rights and privileges of Flying members, except that they may not use Club aircraft. Admission to Non-flying membership is open only to Flying members who request a change of class. A Non-Flying member may remain in this class for a period of not more than nine (9) months, after which time said member shall be transferred automatically to Associate member class.

3) Associate: Associate members may participate in Club events. Associate members do not have the right to vote in meetings of the members, elections, or on other issues, do not have use of Club aircraft, and may not serve as directors or elected officers.

4) CFI/Mechanic: CFI or Mechanic members have all of the rights, privileges, and responsibilities of Flying members, plus other rights and responsibilities assigned by these bylaws, by the Operating Rules, or by the Board of Directors. Admission to CFI or Mechanic membership is open only to persons holding a current Flight Instructor or Airframe or Powerplant Mechanic certificate rating from the Federal Aviation Administration, and must be individually approved by the Board of Directors. The Board may transfer members from CFI or Mechanic membership to another class of membership at any time.

5) Honorary: Honorary members shall have the rights and privileges of the class of membership they held at the time of election to Honorary membership; honorary members elected from outside the Club membership shall have the rights and privileges of Associate members. Admission to this class must be individually approved by unanimous vote of the Board of Directors, or by majority vote at a meeting of the members, in recognition of extraordinary service to the Club.

6) Family: Family class membership is open to the legally married spouse of a current Flying member, and to dependent children or wards of a current Flying member who are under twenty-one years of age. Family members have all the rights and responsibilities of Flying members, except for the right to vote or hold office.

C. The Board of Directors may establish in the Operating Rules additional rules and guidelines for admission to a membership class.

D. New members are admitted to the Club after completion of a membership application and payment of the initial fee(s), subject to the review and approval of the Board of Directors.

E. A member may be expelled from the Club with or without cause by a majority vote of the members present at a meeting of the membership called for that purpose. Alternately, a member may be expelled from the Club with cause by a vote of the majority of Directors at a meeting of the Board of Directors called for that purpose. The member will be given at least ten (10) days notice of the meeting and shall have the right to be heard either in person or by counsel.

ARTICLE V MEMBERSHIP MEETINGS

A. All meetings of the members, except as herein otherwise provided, shall be held at a time and place to be determined by the President, subject to the approval of the Board of Directors.

B. The Club shall call a meeting of the members during the month of September each calendar year, which shall be known as the annual meeting of the members.

1) The annual meeting shall be for the purpose of electing officers/directors, receiving reports of officers and committees and for such other business as may come before the meeting.

C. Special meetings of the membership may be called by the President, by a majority of the Directors, or by written petition of at least one quarter (1/4) of the members eligible to vote at such a meeting. The time and place of a special meeting shall be set by the person(s) calling the meeting. In the case of a meeting called by written petition of the members, the Secretary shall set the time and place of the meeting; such time shall be no later than thirty (30) days after written demand is received from the members.

D. Notice of the time, place, and purpose(s) of a meeting of the members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by mail and/or, through the internet website to each member-

E. Each member whose class of membership is accorded voting privileges by the Operating Rules, and whose financial position as of the date of record shows no indebtedness to the Club, is entitled to vote at a meeting of the members. Members in arrears who settle their accounts by the time of the meeting shall be entitled to vote at the meeting.

F. A member entitled to vote at a meeting of the members may authorize another person to act for the member by proxy. A member voting by proxy is considered to be present at the meeting. A proxy shall be signed by the member or an authorized agent or representative. A proxy is revocable at the pleasure of the member executing it.

G. At any meeting of the members, the presence in person or by proxy of two tenths (2/10) of the members with the right to vote at the meeting shall constitute a quorum.

H. The record date for determining the members entitled to vote at a meeting of the members, and for determining the number of members which shall constitute a quorum at said meeting, shall be the date of the meeting.

I. The President or a person appointed by the President shall call a meeting of the members to order and shall act as presiding officer thereof. In the case of a special meeting called by petition of the members or in the absence of the President or his designee, the members present at the meeting may select a person to act as presiding officer.

J. The President shall chair and appoint an election committee of no less than two voting members, who shall determine the members entitled to vote, the members entitled to vote present, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots, or consents, hear and determine challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots, or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members.

K. In the absence of quorum at a meeting of the members with the purpose of conducting an election, the President shall set a subsequent meeting date for the election of officer/directors

L. The Club shall keep books and records of account and minutes of the proceedings of the meetings of the members, which shall be made available to any member for inspection upon reasonable request.

ARTICLE VI ELECTION OF DIRECTORS AND OFFICERS

A. Elections for vacant positions shall be held in the following order: President, Vice President, Corporate Secretary and Director-at-large. A candidate elected to a position shall be automatically eliminated from consideration for any other position.

B. Elections at a meeting shall be conducted by ballot, except where a position is not contested.

C. Officers and directors shall be elected by a plurality of the votes cast at an election. In the event of a tie vote at a meeting, further balloting will be conducted between the candidates receiving equal votes.

ARTICLE VII DIRECTORS

A. The powers, business, and property of the Club shall be exercised, conducted, and controlled by a Board of Directors of five (5) members consisting of four elected directors as stipulated in Article VI, paragraph A of these Bylaws, the General Manager/Treasurer shall be appointed by the elected directors as the fifth member of the Board of Directors for a duration as determined by the Board. Each Director shall have and maintain a class of membership in the Club consistent with the right to hold elected office.

B. The term of office of the members of the Board of Directors is two (2) years and until their successors are elected and qualified. The term of office shall begin at the close of the meeting at which they were elected. The President and Director-at-large shall be elected in odd numbered calendar years and the Vice President and Corporate Secretary shall be elected in even numbered calendar years. This will commence after the August election of 2002.

ARTICLE VIII MEETINGS OF THE DIRECTORS

A. Regular meetings of the Board of Directors for the purpose of conducting any business which may come before the Board shall be held at a time and place as decided by the President or by the Board of Directors.

B. Special meetings of the Board of Directors may be called at any time for specified purpose on the order of the President or on the order of three (3) Directors. If all Directors are present at any meeting, then any business may be transacted without previous notice.

C. Notice of a regular meeting of the Board of Directors shall be posted in the Club and/or on the club website.

D. All decisions of the Board of Directors shall be made at a meeting open to any member. All deliberations of the Board shall take place at a meeting open to any member except that the Board may meet in closed session for the following purposes:

- 1) To consider the dismissal, suspension, disciplining of, or hear complaints or charges brought against, or consider the evaluation of any employee, Director, or member.
- 2) To review the specific contents of an application for employment.
- 3) For strategy and negotiation sessions connected with a contract, or to consult with an attorney regarding pending action.
- 4) For other reasons considered vital to the interests of the Club, upon unanimous vote of the Board members present.

This rule shall not be construed to apply to social or chance gatherings of Directors or to any gathering of less than a quorum of Directors, nor shall it prohibit the exclusion of a member who is unruly or disruptive

E. Three (3) Directors shall constitute a quorum at all meetings of the Board of Directors.

F. At a meeting of the Board of Directors, a majority vote of the Board members present shall be necessary to pass any resolution or authorize any act of the Club.

G. The Club shall keep books and records of account and minutes of the proceedings of the meetings of the Board of Directors. The minutes of open meetings of the Board shall be available to any member in good standing by request to the Corporate Secretary, within a reasonable time period.

ARTICLE IX OFFICERS

A. The Officers of the Club shall be a President, Vice-President, General

Manager/Treasurer and Secretary, selected as provided in these bylaws. The officers shall have and maintain a class of membership in the Club consistent with the right to hold elected or appointed office.

B. The term of office of elected Club Officers is two (2) years and until their successors are elected and qualified. Officers shall assume the rights and powers of office at the close of the meeting at which they were elected.

C. The Officers shall perform the duties prescribed by statute, by these bylaws, by the Operating Rules of the Club, by the parliamentary authority adopted by the Club, and other duties as may be assigned by the Board of Directors or by the members.

E. The President shall serve as the Chief Executive Officer of the Club, chair all meetings of the Board of Directors, and oversee the general activities of the Club.

F. The General Manager/Treasurer shall serve as the Chief Operating Officer of the Club, and shall have general charge of the business of the Club and supervision of its employees, manage and supervise Club finances and accounts, subject to the advice and control of the Board of Directors. The General Manager/Treasurer shall have charge of executing in the name of the Club contracts and other instruments, which have been first approved by the Board of Directors. In the absence or disability of the General Manager/Treasurer, the President, shall assume the powers and duties of the office for the period of absence or disability.

H. The Secretary shall keep or supervise the keeping of the, bylaws, notices and minutes of meetings, and other books and papers relevant to the activities of the Board of Directors.

ARTICLE X REMOVAL OF DIRECTORS/OFFICERS

A. A Director or the entire Board of Directors may be removed with or without cause by a majority vote of the members present at a meeting of the membership called for that purpose.

B. An Officer elected by the membership may be removed with or without cause by a majority vote of the members present at a meeting of the membership called for that purpose. The authority of an officer elected by the membership to act as an officer may be suspended by the Board of Directors for cause by vote of three (3) Directors.

C. An Officer or Director elected or appointed by the Board of Directors may be removed by the Board with or without cause by a majority vote of the Board.

D. An Officer or Director may resign by written notice to the Club. The resignation is effective upon its receipt or at a subsequent time specified in the notice of resignation.

ARTICLE XI VACANCIES

A. In the event of a vacancy in the Board of Directors, the remaining Directors shall fill the vacancy by appointment of a Club member of appropriate class who shall serve until the next election.

B. If the Office of President becomes vacant for any reason, the Vice-President shall become President.

C. If any Office other than President becomes vacant for any reason, the President shall appoint an interim successor until the next regular meeting of the Board of Directors, at which time the Board shall appoint a successor from the Club membership or from the Board.

D. At no time shall the Office of President or of Vice-President be held by a member who has not been elected to the Board of Directors by the membership.

ARTICLE XII CLUB FINANCES

A. The Board of Directors shall set a schedule of required member payments for initiation fees, fees for change of membership class, deposit, monthly and/or yearly dues, aircraft, equipment, and facility use, fines, and other charges as may be appropriate. The fee schedule may vary according to membership class, but may not vary among members of the same class. The fee schedule shall be available for inspection by the members.

B. 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 in other regulations adopted by the Club.

C. The net savings or surplus remaining after all operating costs and other expenses have been paid, if any, shall not be distributed to the members.

ARTICLE XIII LIABILITY

The claim of any member against the Club, its Directors, officers, or any other member of the Club as a result of participating in the activities or operations, or using of the equipment or facilities of the Club shall be limited to the maximum amount available under the Club's insurance policy, if any.

ARTICLE XIV ARBITRATION

If any dispute or claim between the Club, one or more Director(s), Officer(s), or any member(s) of the Club cannot be settled by the parties involved, the dispute or claim shall be settled by arbitration in the County of Washtenaw, State of Michigan, in accordance with the rules of the American Arbitration Association, and judgment on any award may be entered by any court of competent jurisdiction.

ARTICLE XV OPERATING RULES

A. The Board of Directors shall adopt and maintain a set of Operating Rules, which shall govern the flying rights of members, the scheduling and use of Club aircraft, facilities and other items relating to the operations of Club aircraft and the Club.

B. The Operating Rules may contain provision(s) limiting expenditure(s) which may be made without action of the Board of Directors. The Operating Rules shall also define which Officer(s) or agents are empowered to act as signatories on Club checks.

C. The Board is empowered to enforce the Operating Rules and the payment of dues and other financial obligations by fines, the charging of interest on the unpaid balance, suspension or revocation of member rights and privileges excepting the voting right, and by expulsion of members, in accord with procedures established in the Operating Rules.

D. The Operating Rules may be adopted, amended, or repealed by a two-thirds (2/3) vote at a regular meeting of the Board of Directors.

E. The Operating Rules shall be available to the members.

ARTICLE XVI CHIEF FLIGHT INSTRUCTOR

A. The Board of Directors shall select a Club member of CFI class to serve as Chief Flight Instructor. The Chief Flight Instructor shall serve at the Board's discretion. The Chief Flight Instructor shall review and supervise flight instruction at the Club, and select or terminate members of the CFI class

C. A Club member of CFI class, in consultation with the Chief Flight Instructor, is empowered to suspend the flying privileges and order remedial training of any member for deficiency in operating skill, judgment, or other cause affecting safety. Safety decisions are not subject to review by the Board of Directors.

ARTICLE XVII AMENDMENTS

The Articles of Incorporation or these bylaws may be repealed or amended or new Articles or bylaws adopted by two-thirds (2/3) vote of the members present at any meeting of the members called for that purpose.

ARTICLE XVIII DISPOSAL OF ASSETS

Upon voluntary or involuntary dissolution of the Club, all assets of the Club shall be transferred to one or more charitable or educational organization(s) selected by the Board of Directors at their final meeting.

ARTICLE XIX DEFINITIONS

The following definitions apply to terms contained in these bylaws:

Club position: A titled post created by these bylaws, by the Operating Rules, by action of the Board or the members, or by action of the General Manager which has responsibility for aspect of Club affairs.

Notes on the meaning of phrases specifying voting (for members' information):

Plurality of votes: Person(s) receiving the greatest number of votes cast. Can be less than a majority.

Majority vote: Affirmative vote of more than 50% of the persons voting (not counting abstentions).

Majority vote of those present: Affirmative vote of more than 50% of the persons with voting rights present at the meeting. (This makes abstentions count as NO votes.)

Majority vote of the Board (or of the membership): Affirmative vote of more than 50% of the entire Board (or membership), whether present or not.

Two-thirds vote: An affirmative vote of two-thirds or more of the persons voting.

Two-thirds vote of those present: Affirmative vote of two-thirds or more of the persons with voting rights present at the meeting (which makes abstentions count as NO votes).